

Memorandum
and
Articles
of
Association
of
Telecommunications Consultants India Limited
(A Government of India Enterprise)

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(COMPANIES ACT, 1956)

Company limited by Shares

Memorandum of Association

Of

Telecommunications Consultants India Limited

- I. The name of the Company is TELECOMMUNICATIONS CONSULTANTS INDIA LIMITED.
- II. The registered office of the Company will be situated in the Union Territory of Delhi.
- III. The objects for which the company is established are:
- A. MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To design, establish, provide, maintain and perform engineering, technical and consultancy services for any person, firm or body corporate, for development of Telecommunications and ****Information Technology covering Hardware, Software & Networking (IT)* Projects of all types and descriptions in India and outside India including but not limited to surveys of all types, Feasibility Reports, Detailed Project Reports, Techno-economic Investigations, supply of basic engineering and detailed design and working drawings layouts, and blue prints for construction of Telecommunications ***& *IT* lines, equipment and other assets, Industrial Plants and Factories pertaining to Telecommunications ***& *IT* working and equipment selection therein, and manufacture of Telecommunications ***& *IT* equipment of all kinds and description, material handling, preparing specifications and tender documents. Tender evaluation and purchase assistance of all materials and goods pertaining to such projects, expediting, inspecting and testing, construction supervision, project management, Acceptance testing, evaluating, commissioning and maintenance training of personnel and any such other services.

2. To provide engineering, technical and management consultancy services for Telecommunications *** & *IT* in India and outside including but not limited to engineering, commercial and operational management of Telecommunications *** & *IT* systems market research and personnel management, organizational structure, improvement in the systems of Administration, traffic forecasts, planning, investment planning, modernization of existing Telecommunications *** & *IT* facilities, improvement in operational and maintenance practice towards utilization of Telecommunications *** & *IT* assets.

3. To loan on suitable terms the Company's technicians, experts and others, to parties in India and or outside India for development and operation of Telecommunications, ****IT* and *Postal Projects of all types and descriptions and to send out to foreign countries the Company's technicians, experts, plans and drawings, plant and machinery and tools and other appliances in connection with development of telecommunications, ****IT* and *Postal Projects.

*4. To design, establish, provide and perform technical and consultancy services for any person, firm or body corporate, Government or Government Department, Public or local authority or any other organization whatsoever for development of Postal Projects of all types, and description in India and outside India including but not limited to surveys of all types, Feasibility Reports, Detailed Project Reports, Techno-economic Investigations, Supply of detailed design and working drawings, layouts and blue prints pertaining to Postal Systems and equipments for use in handling Postal articles, design and construction of Postal Buildings, Project Management training of personnel and to render all such other services as may be ancillary or incidental to any of the foregoing matters and problems.

5. To execute Telecommunication * & *IT* projects of all kinds and description in India and outside India including projects relating to internal and external plants on turn key basis or otherwise covering supply of materials, installation, commissioning and maintenance in the field of Telecommunications ***& *IT*.

*Added vide Order of the Company Law Board Dated 12.12.1984

** Added vide Order of the Company Law Board Dated 09.11.1989

***Added vide special resolution passed by the shareholders in their Extra-ordinary General Meeting held on 12.09.2005

**6. To design, plan, engineer, install, commission and commercially operate (on license basis) value added services on telecommunication networks namely Messaging, Videotex, Electronic Mail, Paging in India and outside India.

#7. To apply for, obtain and operate directly/or through Joint Ventures for licenses for providing the basic telecom, mobile services, cellular services, GMPCS, Internet, Hybrid-Mail and any other licensed/other telecom and ***IT related services in India and abroad.

#8. To set up and operate in-bound/out-bound Tele Marketing Services (Call Centres) and other allied or related services/activities in India and abroad.

\$9. To undertake and execute civil contracts of all descriptions including roadways, townships, ***technology parks, cyber cities, wharves, jetties, bridges, dams, canals, industrial estates, houses, power houses, gas works, power generation, electric works, water works, drainage and sewerage works and civil works of every description in India and abroad and related activities such as purchasing or taking on lease or otherwise acquire freehold and other lands, quarries, water rights, quarrying equipment, transportation of civil works equipment, road laying equipment etc.

\$10. To work as Builders, Contractors, sub-contractors, engineers, civil, mechanical, structural, electrical and electronics, industrial environment or otherwise architects, surveyors, designers, electrical and to construct, execute, carry out, supervise, maintain, improve, work, develop, control, manage, alter, repair, pull down, restore and removal in any part of India or in any part of the world, works, and convenience of all types and kinds or otherwise, undertake civil construction works, assist, associate, collaborate, take part or participate in the construction, maintenance, development, working control any management thereof including taking work as EPC contractor on build, operate and transfer(BOT) / BOOT / BOO annuity or any other basis.

##11. To barter, exchange, pledge, prepare and deal in merchandise, commodities and articles of all kinds and to carry on any kind of commercial and/or financial business as the company may determine from time to time.

##12. To buy, sell, exchange, install, work, repair, alter, prepare for market, let out on hire, plant and machinery equipment, works, vehicles, apparatus and appliances etc. which are necessary or convenient for carrying on any business which the company is authorized to carry on or is required by as customers of or persons dealing with the company or which may seem to the company capable of being profitably dealt with by the company and to experiment with and to render marketable, process, convert, facilitate and manufacture such articles and commodities and goods as may be necessary or may seem to the company capable of being undertaken conveniently in furtherance of the objects or may be calculated directly or indirectly to enhance the value of such articles, commodities and goods.

##13. To organize and undertake exports from India of minerals, ores and concentrates and such other allied commodities from time to time.

##14. To explore and develop new markets for exports of minerals, ores and concentrates, with a view to diversifying and expanding their exports.

##15. To organize and undertake innovative forms of trade transactions such as barter, bilateral arrangements, trade as permissible from time to time under the laws of the land both within the country and outside with a view to increase export earnings.

##16. To let advance money or give credit to JV companies/subsidiary companies on such terms as may seem to be expedient and to guarantee the performance of any contract or obligation and the payment of money to JV/subsidiary companies and generally to give guarantees and indemnities. The Company shall, however, not carry on banking business as laid down in Banking Regulation Act.1949.

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE AS FOLLOWS:

1. To acquire from any person, firm or body corporate whether in India and/or outside India in the public or private sector, technical Information, know-how, process engineering, manufacturing and operating data, plans layout and blue prints, useful for design, erection, construction commissioning, operation and maintenance of plant and equipment required for any of the business of the company and to acquire any grant or licence and other rights and benefits in the forgoing matters and things.

Added vide special resolution passed by the shareholders in their Annual General Meeting held on 24.9.2001.

\$ Added vide special resolution passed by the shareholders in their Extra-ordinary General Meeting held on 16.08.2005.

****Added vide special resolution passed by the shareholders in their Extra-ordinary General Meeting held on 12.09.2005.*

Added vide special resolution passed by the shareholders in their Extra-ordinary General Meeting held on 20.12.2007.

2. To carry out or to have carried out experiment and research in laboratory, pilot plant and industrial scale, and to incur expenses necessary therefore with a view to improve on the present method and process of working the several business activities which the company is authorized to carry on.
3. To manufacture, buy or sell in India and/or outside as importers, exporters, agents or otherwise or any plants, equipments and auxiliaries which can be advantageously dealt in by the Company to attain the main objects, and to carry on operations or business of any nature which the Company from time to time may deem fit or expedient to carry on in connection with its main business at any time being conducted and which may seem calculated or capable of being conducted so as to directly or indirectly benefit the Company.
4. To build, construct, maintain, enlarge pull down, remove or replace, improve or develop and work, manage, maintain and control and buildings, offices, godowns, ware-houses, shops, machinery and plant and telephone exchanges, telegraph offices, coaxial stations, microwave stations, repeater stations, telecommunications lines, cables, towers or any other equipment, plant, machinery connected with design, development, construction, maintenance and operation of telecommunications services and conveniences, which may seem calculated directly or indirectly to advance the interests of the company and to subsidise, contribute to or otherwise assist or take part in doing any of these things and/or to join with any other person and/or company and/or with any government, Indian and/or foreign, and/or Governmental Authority in doing of these things.
5. To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights brevet d' inventions, trade marks, designs, licences, concessions and the like, conferring any exclusive or non-exclusive or limited rights, their use, or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licences in respect of, or otherwise, turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights and without prejudice to the generality of the above, any contracts, or in relation to the supply and sale of any materials, articles or things for or in relation to the construction, execution, carrying out, improvement, administration or control of any works and conveniences required for the purpose of carrying out any of the aforesaid business and to undertake, execute, carry out, dispose of or otherwise turn to account such contracts.
6. To sell, dispose or transfer any building, industrial undertaking, projects or factory to any company or association or concern carrying on similar business on such terms and conditions as may be determined by the company.
7. To acquire from any Government (Central, State, Local or Foreign) or public body, person, authority or from any private individual any concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account or which the Company may think directly or indirectly conducive to any of its objects or capable of being carried on in connection with its business and to work, develop, carry out, exercise and turn to account the same.
8. To provide residential and/or resting accommodation, medical and welfare facilities for the employees of the Company and in connection therewith to afford to such persons facilities and conveniences for transport, washing, bathing, cooking, reading, writing and for the purchase, sale and consumption of provisions, both liquid and solid and for the safe custody of goods.
9. To establish / construct and maintain or wind up branch offices and/or new offices in India or elsewhere as it may be necessary to protect and promote the interest of the Company.
10. To carry on any other business or any business of any other kind or quality whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties or rights.
11. To purchase, take on lease or licence or in exchange, hire or otherwise acquire any immovable and/or movable property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the company and in particular any land (freehold, lease hold or other tenure) buildings, easements, machinery, plant and stock-in-trade and on any such lands erect buildings, factories, sheds, godowns or other structures for the works, and purpose of the Company and also for the residence and amenity of its employees, staff and other workman and erect and install machinery and plant and other equipment deemed necessary or convenient or profitable for the purpose of the Company.

12. To exchange, sell, convey, assign or let on lease or grant licence for the whole or any part of the Company's immovable properties and to accept as consideration or in lieu thereof other land or cash or Government securities, or securities guaranteed by Government or shares in Joint Stock Companies or partly the one and partly the other or such other property or securities as may be determined by the Company and to take back or re-acquire any property so disposed of by repurchasing or obtaining a licence or lease for such price or prices and on such terms and conditions as may be agreed upon.

13. To employ foreign or other technicians or experts or advisors on a contract basis for furtherance of Company's objectives aforesaid.

14. To train and pay for the training in India or abroad of any of the Company's employees or any candidates or to recruit and employ foreign experts in the interests of or furtherance of Company's objects.

15. To engage in research of all the problems relating to telecommunication working, collect, prepare and distribute information and statistics relating to any of the items pertaining to telecommunications working in India or outside India and to promote or propose such methods, studies and measures as may be considered desirable by or beneficial to the interest of the Company.

16. To receive remuneration, assist and finance in India and/or outside India and industrial undertaking, project or enterprise, whether owned or run by Government, Statutory Body, Private Company, firm or individual with capital, credit or resources for execution of its work and business.

17. To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.

18. To promote and form and to be interested in and take hold and dispose of shares in other companies having objects in whole or in part similar to those of the Company and to transfer to any such Company any property of this Company, and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such company and to subsidise or otherwise assist any such company.

19. To pay for any rights or property acquired by the Company and to remunerate any person or company whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.

20. To pay out of the funds of the Company all costs, charges and expenses which the Company may lawfully incur with respect to the promotion, formation and registration of the Company or which the Company shall consider to be preliminary, including therein the cost of advertising, printing and stationery, expenses attendant upon the formation of agencies, branches and local boards.

21. 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 the debentures or debenture-stock perpetual or otherwise and convertible into shares in this or any other Company, and to secure the repayment of any such money borrowed raised or received or own mortgage, mortgage, pledge, charge or lien upon all or any of the property, assets or revenue of the Company (both present and future) inducing 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 payoff any such securities and also by similar mortgage, charge or lien to secure guarantee the performance by the Company or any other person, firm or Company of any obligation undertaken by the Company or any other person, firm or company as the case may be.

22. To issue or guarantee the issue of or the payment of interest on debentures or other security or obligations of any Company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue.

23. To draw, make, accept, endorse discount, execute, issue and negotiable bills of exchange, hundies, promissory notes, bills of lading, warrants, debentures and other negotiable instruments or transferable securities/ instruments.

24. Subject to the provisions of the Companies Act 1956, to receive money on deposits or interest or otherwise and to lend money with or without security to such companies, firms or persons and on such terms and conditions as may seem expedient and in particular to customers and others having dealings with this company and to guarantee the performance of contract or obligation by any such persons, companies and firm, provided that the Company shall not carry on the business of Banking as defined by the Banking Regulation Act 1949.

25. To invest and deal with the moneys of the Company not immediately required in such manner as may be thought fit and as determined by the Board of Directors of the Company from time to time.

26. To establish and maintain or procure the establishment and maintenance of any contributory provident funds, contributory or noncontributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pension, bonus, annuities or other allowances or emoluments to any person who are or were at any time in the employment and/or service of the company or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company or who are or were at any time the Directors or officers or staff of the company or of any such other company as aforesaid and the wives, widows, families and dependents of any such persons and also establish subsidies and subscribe to any charitable or public object, institutions, society, associations clubs or funds calculated to the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid or as employees and to make payment to or towards the insurance of any such person as aforesaid and to any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

27. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the company or for any other purposes conducive to the interests of the Company.

28. To adopt such means of making known the business of the Company or in which the Company is interested as may seem expedient and in particular by advertising in the press, circulars publication of books and periodicals, exhibitions and by granting prizes, rewards and concessions.

29. To enter into any contract or arrangements for the more efficient conduct of the business of the company or any part thereof and to sublet any contracts from time to time.

30. To enter into partnership or any arrangements for sharing or pooling profits, amalgamation, union of interests, cooperation, joint ventures or reciprocal concessions or otherwise or amalgamate with any person or Company carrying on or engaged in or about to carry on or engage in any business or transactions which this Company is authorized to carry on or engage in or any business undertaking or transaction, which may seem capable of being carried on or conducted so as to directly or indirectly benefit this Company.

31. To distribute or otherwise as may be resolved any property or assets of the Company or any proceeds of sale or disposal of any property or assets of the Company, in case of winding up of the Company including the shares, debentures or other securities of any other company formed to take over the whole or any part of the assets or liability of the Company so that no distribution amounting to a reduction of capital may be made except with the sanction (if any) for the time being required by law.

32. To vest any immovable or movable property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.

33. To carry on any business, or branch of a business, which this company is authorized to carry on, by means or through the agency of any subsidiary company or companies, and to enter into arrangements with any such subsidiary company for taking the profits and being the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power, at any time, either temporarily or permanently, to close any such business or branch.

34. To generally do and perform all the above acts and such other things as may deemed incidental or conducive to the attainment of the above objects or of any of them or any allied objects or which may advantageously or conveniently be combined with the business of the Company in a profitable way.

35. To act as agents and as trustees for any person or Company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through agents, sub-contractors, trustees or otherwise and either alone or jointly with others.

C. OTHER OBJECTS:

To carry on all or any of the business of assemblers, processors, repairers, finishers and manufacturers of and dealers in plant, machinery and equipment and tools of all descriptions and components and accessories thereof.

IV. The liability of the Members is limited.

V. The Share Capital of the Company is *Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 6,00,00,000 equity shares of **Rs. 10/- (Rupees Ten only) each.

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

	Name	Address, description and occupation	Signature of Subscribers	No. of Shares Equity	Name, address, description and Occupation of witnesses
1.	President of India through Shri J.A. Dave S/o Late Shri A. L. Dave, Secretary, Ministry of Communications, Govt. of India.	Sardar Patel Bhawan, Sansad Marg, New Delhi-110001	Sd/- J.A. Dave	1,000	Sd/- RS. Aggarwal Deputy Secretary Ministry of Communications New Delhi – 110001
2.	Shri S.B. Lal S/o. Shri R. Lal	Additional Secretary, Ministry of Communications New Delhi-110001	Sd/- S.B. Lal	10	Sd/- Nutan Deva Under Secretary Ministry of Communications New Delhi- 110001
3.	Shri K.D. Vaidya S/o Shri D. B. Vaidya	Member P&T Board Parliament Street New Delhi-11 0001	Sd/- K.D. Vaidya	10	Sd/- K.P. Radhakrishnan Kidave Section Officer Ministry of Communications New Delhi-110001

Dated this Twenty Fourth day of February, 1978.

Place: New Delhi

*Rs. 60,00,00,000/- was substituted for Rs.30,00,00,000/- vide Ordinary Resolution passed by Shareholders in their Extra Ordinary General Meeting (EGM) held on 10.12.2008 and **Rs. 10/- was substituted for Rs. 100/- vide Ordinary Resolution passed by the Shareholders in their EGM held on 12.08.1993.

**Articles of Association
of
Telecommunications Consultants India Limited**

Article 1 - Interpretation:

1. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Companies Act, 1956 or any statutory modification thereof in force.

2. In these presents, unless there be something in the subject or context inconsistent therewith:

- (a) "The Act" means the Companies Act, 1956 (1 of 1956) and includes where the context so admits any reenactment or statutory modification thereof for the time being in force.
- (b) "These Articles" means these Articles of Association as originally framed or as from time to time altered by Special Resolution.
- (c) "The Company" means TELECOMMUNICATIONS CONSULTANTS INDIA LIMITED.
- (d) "The Directors" means the Directors for the time being of the Company and includes persons occupying the position of Directors by whatever name called.
- (e) "The Board of Directors" or "The Board" means a meeting of the Directors duly called and constituted or, as the case may be, the Directors assembled at a Board Meeting or a Committee thereof or acting through a resolution passed by circulation under these Articles.
- (f) "The Chairman" means the Chairman of the Board of Directors for the time being of the Company.
- (g) "The Managing Director" includes one or more persons appointed as such or any of such persons or Directors for the time being of the Company who may for the time being be the Managing Director of the Company.
- (h) "The Office" means the Registered Office for the time being of the Company.
- (i) "The President" means the President of India.
- (j) "Capital" means the Share Capital for the time being raised or authorized to be raised for the purpose of the company.
- (k) "Register" means the Register of Members of the Company required to be kept pursuant to the Act.
- (l) "The Registrar" means the Registrar of Companies, of the State where the registered office of the Company is situated.
- (m) "Dividend" includes bonus.
- (n) "Month" means a calendar month.
- (o) "Seal" means the Common Seal for the time being of the Company.
- (p) "Proxy" includes Attorney duly constituted under a Power-of-Attorney.
- (q) "In writing" and "written" shall include printing, lithography and other modes of representing or reproducing words in a visible form.
- (r) Words importing the singular number also include the plural number and vice versa.
- (s) Words importing persons include corporations and firms as well as individuals.
- (t) Words importing masculine gender shall also include the feminine gender.

Article 2- Table 'A' not to apply:

Save as reproduced in these Articles or made applicable by the Act the regulations contained in Table 'A' in the First Schedule to the Act shall not apply to the Company.

Article 3 – Company to be governed by these Articles

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

Article 4 - Company not to purchase its own shares:

(1) Save as permitted by Section 77 of the Act, the funds of the Company shall not be employed in the purchase of or lent on the security of shares of the Company and the Company shall not give directly or indirectly any financial assistance, whether by way of loan guarantee, the provision of security or otherwise, for the purpose of or in connection with any purchase of or subscription for shares in the Company or any company of which it may, for the time being be a subsidiary.

(2) This article shall not be deemed to affect, the power of the Company to enforce repayment of share capital.

Article 5-Share Capital

The Share Capital of the Company shall be *Rs. 60,00,00,000/- (Rupees Sixty Crores Only) divided into 6,00,00,000 equity shares of **Rs. 10/- (Rupees Ten Only) each.

Article 6 - Power to increase Capital:

Subject to the approval of the President, the Board may, with the sanction of the Company in a general meeting increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

Article 7 - On what condition new shares may be issued:

Subject to such directions as may be issued by the President in this behalf, 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 thereof shall direct and if no direction be given as the board shall determine.

Article 8 - How far new shares to rank with existing shares:

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.

Article 9 - Reduction of capital:

Subject to the provisions of Sections 100 to 104 of the Act and to such directions as may be issued by the President in this behalf, the Company may, from time to time, by special resolution reduce its capital by paying off capital or cancelling capital which has been lost or is unrepresented by available assets or is superfluous by reducing the liability on the shares or otherwise as may be expedient, and capital may be paid off upon the footing that it may be called up again or otherwise and Board may subject to the provisions of the Act, accept surrender of shares.

Article 10 - Sub-division and consolidation of shares:

Subject to the approval of the President, the Company in general meeting may from time to time, sub-divide or consolidate its shares or any of them and exercise any of the other powers conferred by Section 94 of the Act and shall file with the Registrar such notice of exercise of any such powers as may be required by the Act.

*Rs. 60,00,00,000/- was substituted for Rs. 30,00,00,000/- vide Special Resolution passed by Shareholders in their Extra Ordinary General Meeting (EGM) held on 10.12.2008 and **Rs. 10/- was substituted for Rs. 100/- vide Special Resolution passed by the Shareholders in their Extraordinary General Meeting held on 12.08.1993.

\$\$Added vide special resolution passed by the shareholders in their Annual General Meeting held on 30.9.2004

Article 11 - Power to modify:

If at anytime, the Capital of the Company by reason of the issue of preference shares or otherwise, is divided into different classes of shares, all or any of the rights attached to the shares of each class may, subject to the provisions of Sections 106 and 107 of the Act be varied with the consent in writing of the holders of at least three fourth of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of issued shares of that class and all the provisions hereinafter contained as to general meeting shall, mutatis mutandis, apply to every such meeting.

Article 12 - Allotment of Shares:

Subject to the provisions of these Articles, the shares shall be under the control of the Board of Directors who may allot or dispose of the same, or any of them, to such persons, upon such terms and conditions, at such times, and upon such consideration as the Board may think fit.

Article 13 -Installments on shares to be duly paid:

If by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being, shall be the registered holder of the shares or by his executor or administrator.

Article. 14- Liability of joint-holders of shares:

The joint holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share.

Article 15 - Who may be registered:

Shares may be registered in the name of any person, company or other body corporate. Not more than four persons shall be registered as joint-holders of any share.

Article 16-Share Certificate:

(1) Every person whose name is entered as a member in the register shall, without payment, be entitled to a certificate under the common seal of the Company specifying the share or shares held by him and the amount paid thereon. 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 for a share to one of several joint holders shall be sufficient delivery to all.

(2) The certificate of any share or shares in the Company shall be issued in accordance with the Companies (Issue of Share Certificates) Rules, 1960.

Article 17 -Issue of-new Share Certificate in place of one worn out, defaced, lost or destroyed:

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

Article 18 - Calls on Shares:

(1) The Board may from time to time, make calls upon the members in respect' of any moneys unpaid on their shares whether on account of the nominal value of the shares or by way of premium and not made payable at fixed time by the conditions of allotment thereof and specify the time or times of payments and place thereof and each member shall pay to the Company at the time or times and place so specified the amount called on his shares.

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

(2) When interest on call payable - if the sum payable in respect of any call be not paid on or before the day appointed for payment thereof the holder for the time being or allottee of the share in respect of which a call have been made, shall pay interest on the same at such rate not exceeding 6 percent per annum as the Board shall fix, from the day appointed for the payment thereof to the time of actual payment, but the Board may waive payment of such interest wholly or in part.

Article 19 - Sums payable on allotment or at fixed date to be paid on due dates:

(1) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(2) Interest on non-payment in case of non- payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

(3) Voluntary advances of uncalled share capital:

- (a) The Board may, if it thinks fit, 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.
- (b) Upon all or any of the moneys so advanced may until the same would, but for such advance become presently payable pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, six percent per annum as may be agreed upon between the Board and the member paying the sum in advance and the Board of Directors may, at any time, repay the amount so advanced upon giving to such members three months notice in writing.

Article 20 - Forfeiture of Shares:

(1) 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 as is unpaid together with any interest which may have accrued.

(2) 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 will be liable to be forfeited.

(3) 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.

(4) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(5) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

Article 21 - Liability to pay money owing at the time of forfeiture

(1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which at the date of forfeiture, were presently payable by him to the Company in respect of the shares.

(2) The liability of such persons shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

Article 22 - Declaration of forfeiture

- (1) A duly verified declaration in writing that the declarant is a Director, the Manager or the Secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
- (2) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
- (3) The transferee shall thereupon be registered as the holder of the share.
- (4) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to or disposal of the share.

Article 23 – Provisions regarding forfeiture to apply in the case of non-payment of sums payable at a fixed time:

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

Article 24 – Company’s lien on Shares:

The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company, but the Board may, at any time, declare any share to be wholly or in part exempt from the provisions of this Article. The Company’s lien, if any, on a share shall extend to all dividends payable thereon.

Article 25 – Enforcement of lien by sale:

The Company may sell in such manner as the Board thinks fit, any shares on which the Company has lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable nor until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of amount in respect of which lien exists as is presently payable, has been given to the Registered holder for the time being of the share, or the person entitled thereto by reason of his death or insolvency.

Article 26 - Application of proceeds of sale:

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

Article 27 – Restriction on Transfer of Shares:

The right of members to transfer their shares shall be restricted as follows:

- (a) A share may be transferred by a member or other person entitled to transfer only to a person approved by the Board.
- (b) Subject to Section 111 of the Act and subject as aforesaid the Board may in their absolute and uncontrolled discretion, refuse to register any proposed transfer of shares.
- (c) If the Board refuse to register transfer of any shares the Board shall within two months of the date on which the instrument of transfer is delivered to the Company, send to the transferee and the transferor notice of the refusal.

- (d) Subject to the provisions of the Act and save as herein otherwise provided, 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 court of competent jurisdiction or as by law required) be bound to recognize any benami, trust or equity or equitable, contingent or other claim or interest in such share on the part of any person whether or not it shall have express or implied notice thereof.

Article 28 – Execution of Transfer :

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

Article 28A – Dematerialization of Securities

- (1) For the purpose of this Article –
- a. ‘Beneficial Owner’ means a person or persons whose name is recorded as such with a depository.
 - b. ‘Depository’ means a company formed and registered under the Companies Act, 1956, and which has been granted a certificate of registration to act as a Depository under the Securities and Exchange Board of India Act, 1992; and
 - c. ‘SEBI’ means the Securities and Exchange Board of India.
- (2) Notwithstanding anything contained in these Articles, the company shall be entitled to dematerialise/rematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder.
- (3) All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in sections 153, 153A, 153B, 187B and 187C of the Act shall apply to a depository in respect of the securities held by it on behalf of the beneficial owner.
- (4) Notwithstanding anything to the contrary contained in the Act or 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.
- a. Save as otherwise provided 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.
 - b. 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 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 his securities which are held by a depository.
- (5) Notwithstanding anything to the contrary contained in the Act or these Articles, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs.
- (6) Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of who are entered as beneficial owners in the records of a depository.
- (7) Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the company shall intimate the details thereof to the depository immediately on allotment of such securities.
- (8) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the company shall apply to securities held with a depository.
- (9) The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security holders for the purposes of these Articles.”

Added vide special resolution passed by the shareholders in their Annual General Meeting held on 30.9.2004.

Article 29 -Instrument of Transfer to be left at office and evidence of titles to be given:

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

Article 30 - Closing of Register:

The Board may subject to the provisions of Section 154 of the Act close the Register during the 14 days immediately preceding the annual general meeting in each year.

BORROWING POWERS**Article 31 - Power of borrowing:**

(1) Subject to the approval of the President and the provisions of Sections 292 and 293 (1) (d) of the Act, the Board may by means of a resolution passed at a meeting of the board from time to time borrow and/or secure the payment of any sum or sums of money for the purpose of the company, provided that no approval of the President, would be necessary for borrowing from the banks for the purpose of meeting the working capital requirements on the hypothecation of the Company's current assets.

(2) The Board may, raise or secure the payment of such sums in such manner and upon such terms and conditions in all respects as they think fit and in particular, by the issue of bonds, perpetual or redeemable debentures or debenture stock of 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.

Article 32 - Securities may be assignable free from equities:

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

GENERAL MEETING**Article 33 - Notice of General Meeting:**

(1) At least twenty one days' clear notice in writing, specifying the place, day and hour of general meetings, with a statement of the business to be transacted at the meeting shall be served on every member in the manner provided by the Act but with the consent in writing, of all the members entitled to receive notice of the same, any general meeting other than Annual General Meeting may be convened by such shorter notice and in such manner as these members may think fit.

(2) The accidental omission to give any such notice to or the non-receipt of any such notice by any member shall not invalidate the proceeding at any meeting.

Article 34 - Quorum:

(1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

\$(2) Save as herein otherwise provided, 5(five) members present, one of whom will be a representative of the President, in person shall be quorum for a general meeting of the Company.

Article 35 – Chairman of General Meeting:

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

\$\$Added vide special resolution passed by the shareholders in their Annual General Meeting held on 30.9.2004.

Article 36 - When, if quorum not present, meetings to be dissolved and when to be adjourned:

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

Article 37 - Adjournment:

(1) The Chairman may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and place to place.

(2) Business at adjourned meeting - No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(3) Notice of adjourned meeting - When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as was given in the case of an original meeting.

(4) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Article 38 - How questions to be decided at meeting:

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

(2) Evidence of a Resolution where poll not demanded - At any general meeting, a resolution put to vote of the meeting shall be decided on a show of hands, unless a poll is before or on the declaration of the result of the show of hands, demanded by a member present in person or proxy or by duly authorized representative, and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the vote recorded in favour of or against that resolution.

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

(4) Poll demanded to be taken at the meeting - Subject to the provisions of Section 180 or the Act, any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

(5) Business may proceed notwithstanding demand of poll - The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

(6) Chairman's decision conclusive - 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.

(7) Objection to vote - No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all other purposes.

(8) Chairman to judge validity - Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

Article 39 - Vote of Members:

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

Article 40 - Votes in respect of shares of deceased and bankrupt members:

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

Article 41 - Joint holders:

Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this clause be deemed joint holders thereof.

Article 42 - Votes in respect of shares of members of unsound mind:

A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote whether on a show of hands or on poll, by his committee or other legal guardian, and any such committee or guardian may on a poll, vote by proxy.

Article 43 - No member to vote unless calls are paid up:

No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

Article 44 - Instrument appointing proxy to be in writing:

A member entitled to attend and vote at a meeting may appoint another person (whether a member or not) as his proxy to attend a meeting and vote on show of hands or on a poll. No member shall appoint more than one proxy to attend on the same occasion. A proxy shall be entitled to speak at a meeting. The instrument appointing a proxy shall be in writing 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.

Article 45 - Form of Proxy:

An instrument appointing a proxy shall be in either of the forms in Schedule IX to the Act or a form as near thereto as circumstances admit.

Article 46 - Instrument appointing proxy to be deposited at Office:

The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than 24 hours before the time appointed for taking of the poll and in default the instrument of proxy shall not be treated as valid.

Article 47 - When vote by Proxy valid though authority revoked:

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given provided that no intimation in writing of such death, insanity, revocation or transfer or transmission 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.

BOARD OF DIRECTORS:**Article 48- Board of Directors:**

The business of the Company shall be managed by the Board of Directors.

***Article 49- Number of Directors:**

The President shall from time to time determine the number of Directors of the Company which shall be not less than three and not more than #fifteen.

Article 50 - Appointment of Directors:

*(a) The Chairman shall be appointed by the President. All other members of the Board of Directors including Vice-Chairman, Managing/ Executive /Functional Directors shall be appointed by the President in consultation with the Chairman of the Company. No such consultation will be necessary in case of appointment of part-time Government nominees/non official part time Directors.

(b) The Directors shall be paid such salary and/or allowances as the President may from time to time determine, subject to the Provisions of Section 314 of the Act, such additional remuneration as may be fixed by the President may be paid to anyone or more of the Directors for extra or special services rendered by him or them or otherwise.

*(c) At every third Annual General Meeting of the Company every Director appointed by the President, other than the whole-time Directors, Directors representing the Govt. and Part time non official Directors shall retire from office. A retiring Director shall be eligible for re-appointment.

*(d) A Director representing a Ministry of the Government of India shall retire on him ceasing to be an official of that Ministry. A non official part-time Director shall retire on his ceasing to be a non official part-time Director as and when advised by the Government of India.

*(e) The President may from time to time or at any time remove any part-time Government nominee Director/non official part-time Director from office at his absolute discretion. Chairman and whole time Directors may be removed from office in accordance with the terms of appointment or if no such terms are specified, on the expiry of 'three months' notice issued in writing by the President with immediate effect on payment of pay in lieu of the notice period.

(f) The President shall have right to fill any vacancy in the office of the Directors caused by removal, resignation, death or otherwise.

Article 51 -Alternate Directors:

The Board of Directors of the Company may by passing a resolution appoint, with the approval of the President, an alternate Director to act for a Director (hereafter in this article called "the original Director") during his absence for a period not less than three months from the State in which meetings of the Board are ordinarily held and such appointment shall have effect, and such appointee whilst he holds office as an Alternate Director shall be entitled to notice of meeting of the Directors and to attend and to vote thereat accordingly; but he shall ipso facto vacate office when the original Director returns to the State in which the meetings are ordinarily held or vacates office as a Director. If the term of office of the original Director is determined before he so returns to the state aforesaid, any provision for the automatic reappointment of retiring Director in default of another appointment shall apply to the original and not to the alternate Director.

Article 52 -General power of the company vested in Board of Directors:

The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as are not by the Act or any statutory modification thereof for the time being in force or by these articles, required to be exercised or done by the Company in general meetings, subject nevertheless to the provisions of these articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting provided that no such regulations made by the Company in general meeting shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made.

*Substituted vide special resolution passed by the shareholders in the Extraordinary General Meeting held on 23.04.1999.

Substituted vide Special Resolution passed by the Shareholders in the Extraordinary General Meeting held on 23.12.2010.

Article 53 - Powers of Chairman:

(a) The Chairman shall reserve for decision of the President any proposals or decisions of the Board of Directors or any matter brought before the Board which raises in the opinion of the Chairman, any important issue and which is on that account fit to be reserved for the decision of the President and no decision on such an important issue shall be taken in the absence of the Chairman appointed by the President.

(b) *Without* prejudice to the generality of the above provision, the Board shall reserve for the decision of the President any matter relating to:

(i) Any programme of capital expenditure for an amount which exceeds Rs.20 lakhs in cases which do not form part of sanctioned estimates, provided that within any financial year the funds required will be found within the budget allocation for the project and provided also that the expenditure on such project in subsequent years would be the first call on respective budget allocation provided further that in cases where the detailed Project Reports have been prepared with estimates of various component parts of the projects and where such reports have been approved by the President, it shall not be necessary for the Board to obtain the President's sanction to the incurrence of capital expenditure and the Board of Directors shall have the power to sanction the same, subject to the provision in the sanctioned estimates for each component part. Provided further that in cases of variations in approved estimates which are not more than 10% for any particular part, the limit of Rs. 20 lakhs shall not apply and the Board of Directors shall be competent to proceed with the work without further reference to the President provided there is no substantial variation in the scope of the project.

(ii) Agreement involving foreign collaboration proposed to be entered into by the Company.

(iii) Company's revenue budget in case there is an element of deficit which is proposed to be met by obtaining funds from the Government.

(iv) The annual and five year plans for development and the Company's capital budget.

(v) Winding up of the Company.

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

(vii) Appointment of any person who has attained the age of 58 years (other than foreign technical personnel) on a pay of Rs. 2,500/- and above including pension and/or pension equivalent to retirement benefits.

Article 54 - Power of the President to issue directives:

Notwithstanding anything contained in all these Articles, the President may from time to time issue such directives or instructions as may be considered necessary in regard to the conduct of business and affairs of the Company and in like manner may vary and annul any such directive or instruction. The Board of Directors shall give immediate effect to the directives or instructions so issued. In particular, the President will have the powers:

(i) To give directives to the Company as to the exercise and performance of its functions in matters involving national security or substantial public interest.

(ii) To call for such returns, accounts and other information with respect to the property and activities of the Company as may be required from time to time.

(iii) To provide wholly or partly owned company(ies) or subsidiary(ies) including participations in their share capital irrespective of the sources from which the operations of such companies are to be financed.

(iv) To determine in consultation with the Board annual, short and long-term financial and economic objectives of the Company.

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

(v) To take decisions regarding entering into partnership and/or regarding arrangements for sharing profits.

Article 55 - Specific Power to the Board of Directors:

Without prejudice to the general powers conferred by Article 52 and the other powers conferred by these Articles, but subject to the provisions of Sections 293,293-A and 294 of the Act, the Board of Directors shall have the following powers, that is to say power:

(1) 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.

(2) (a) *Works of Capital nature - To authorize to incur capital expenditure on new projects, modernization, purchase of equipment etc. without Government approval upto Rs.300 crores or equal to their network, whichever is lower.

(b) To authorize the undertaking of works of a capital nature not covered by clause 2(a) above if required to be taken up in advance of the preparation of a Detailed Project Report or otherwise as individual works, not exceeding Rs. 5 lakhs provided that:

(i) The funds required will be found within the budget allocation for the company for that financial year and

(ii) The expenditure on such works in subsequent year will be the first call on the respective allocation.

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

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

(5) To appoint officers - to appoint and at their discretion, remove or suspend such managers, secretaries, officers, clerks, agents and servants, for permanent or temporary or special services, as they may from time to time, think fit, and to determine their powers and duties and fix their specific scales of pay and allowances of specific jobs and to require security in such instances and of such amounts as they think fit. The power for creation of and appointment to all posts below the Board level, irrespective of pay, shall vest with the Board of Directors.

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

(7) To bring and defend action - 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.

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

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

(10) 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 documents.

(11) To appoint attorneys - from time to time to provide for the management of the affairs of the Company outside the areas which in the context includes the townships and sites of operations of the Company in such manner as they think fit, and in particular to appoint any person to be the attorney or agent of the company with such powers (including power to sub delegate) and upon such terms as may be thought fit.

(12) To invest moneys - to invest in such securities as may be approved by the President and deal with any of the moneys of the Company upon such investments authorized 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 vary or realize such investments.

*Substituted vide special resolution passed by the shareholders in the Extraordinary General Meeting held on 23.04.1999

(13) 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 persons who may incur or be about to incur any personal liability for the benefit of the Company such mortgage of powers, covenants and provisions as shall be agreed upon.

(14) To give percentage - to give to any person employed by the Company a commission on the profits of any particular business transaction, or share in the general profits of the Company and such commission or share of profits shall be treated as part of the working expenses of the Company.

(15) To make byelaws - from time to time make, vary and repeal byelaws for the regulation of the business of the Company, its officers and servants.

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

(17) To create Provident Fund - before declaring any dividend to set aside such portion of the profits of the company as they may think fit, to form a fund to provide for such pensions, gratuities or compensation or to create any provident or benefit fund in such manner as the Board of Directors may deem fit.

(18) To establish Managing Committee - from time to time and at any time to establish any Managing Committee for managing any of the affairs of the Company in any specified locality in India, or out of India, and to appoint any person to be member of such Managing Committee and to fix their remuneration and from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Board of Directors other than their power to make call; and to authorise the members for the time being of any such Managing Committee or any of them to fill up any vacancies, therein and to act notwithstanding vacancies, and any such appointment or delegation may be made in such terms, and subject to such conditions as the Board of Directors may think fit and the Board of Directors may at any time remove any person so appointed and may annul or vary any such delegation.

(19) To make contracts etc. - to enter into at such negotiations and contracts and rescind and vary all such contracts, execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company.

(20) To sub delegate power - subject to Section 292 of the Act, to sub-delegate all or any of the powers authorities and discretion for the time being vested in them, subject, however, to ultimate control and authority being retained by them and

#(21) To pay from time to time to the members such dividends (whether final or interim) as appear to it to be justified by the profits of the Company.

Article 56-Seal:

The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and except in presence of at least one Director or such other person as the Board may appoint for the purpose; and the said Director or the person aforesaid shall sign every instrument to which the seal of the Company is so affixed in his presence.

#Added vide special resolution passed by the shareholders in their Extraordinary General Meeting held on 8.5.2000.

PROCEEDINGS OF DIRECTORS**Article 57 -Place of Meeting:**

The meeting of the Board may be held at the Registered Office or anywhere else within India as may be considered proper in the interest of the Company.

Article 58-Directors may summon meeting:

How questions to be decided - A Director may at any time convene a meeting of the Board of Directors. Question arising at any meeting shall be decided by majority of votes. The Chairman shall have a second or casting vote.

Article 59-Power of quorum:

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

Article 60-Chairman of Directors' meeting:

All meetings of the Directors shall be presided over by the Chairman if present, or in his absence by the Vice Chairman, if present if at any meeting both the Chairman and the Vice-Chairman are not present at the time appointed for holding the same, the Directors present may choose one of the Directors then present to preside at the meeting.

Article 61-Delegation of powers to Committees:

The Directors may, subject to the restrictions laid down in Section 292 of the Act, delegate any of their powers to Committees consisting of such member or members of their body as they think fit and may, from time to time, revoke such delegation. Any Committee so formed shall in the exercise of the power so delegated, conform to any regulation that may, from time to time, be imposed upon it by the Board of Directors. The proceedings of such a Committee shall be placed before the Board of Directors at its next meeting.

Article 62 - Chairman of Meeting of Committee:

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

Article 63 - When acts of Directors or Committee valid notwithstanding defective appointment:

All acts done by any meeting of the Board of Directors, or of a Committee of Directors, or by any person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be Director. Provided that nothing in this Article shall be deemed to give validity to *acts* done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

Article 64 - Resolution without Board meeting valid:

Subject to the provisions of Section 292 of the Act, resolutions of the Board can be passed by circulation and they shall be as valid and effectual as if they have been passed at a meeting of the Board of Directors duly called and constituted. No resolution shall, however, be deemed to have been duly passed by the Board or by a Committee thereof by circulation unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors or to all the members of the Committee then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee as the case may be), and to all other Directors or members at their usual address in India, and has been approved by such of the Directors as are then in India or by a majority of such of them as are entitled to vote on the resolution.

RESERVES AND DIVIDENDS

Article 65 - Reserve Fund:

Subject to Section 205 of the Act, Directors shall, before recommending any dividend, set apart out of the profits of the Company such sums as they think proper as a reserve fund to meet contingencies or for equalising dividends, or for special dividends, or for repairing, improving and maintaining any of the property of the Company, and for amortisation of capital and for such other purposes as the Board of Directors shall in their absolute discretion think conducive to the interest of the Company, and may invest the several sums so set aside upon such investments, (other than shares of the Company) as they may think fit from time to time to deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company, and may divide the reserve funds into such special funds, as they think fit and employ the reserve funds or any part thereof in the business of the Company and that without being bound to keep the same separate from the other assets.

Article 66 - Dividends:

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

Article 67- Capital paid up in advance:

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.

Article 68 - Declaration of dividends:

The company in general meeting may declare a dividend to be paid to the members according to their rights and interests in the profits but no dividend shall exceed the amount recommended by the Board of Directors.

Article 69 - Dividends out of profits only and not to carry interest:

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 at after providing for the depreciation in accordance with the provisions of sub-section (2) of section 205 of the Act or out of profits of the Company for any previous financial year or years arrived at after providing for the depreciation in accordance with those provisions 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.

Article 70 - Debts may be deducted:

The Directors may retain any dividends in respect of shares 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.

Article 71 - Dividends to joint holders:

Anyone of 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.

Article 72 - Payment by post:

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

Article 73 - Notice of Dividends:

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

ACCOUNTS**Article 74 - Accounts to be kept:**

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

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

Article 75 - Inspection of Account Books:

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

Article 76 - Inspection by Members

The Board of Directors shall, from time to time, determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members (not being Directors) and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board of Directors or by the Company in general meeting.

Article 77 - Annual Accounts and Balance Sheet:

Subject to Section 210(3) of the Act, at the first Annual General Meeting and subsequently at every Annual General Meeting, the Board shall lay before the Company, a Balance Sheet and Profit and Loss Account in the case of the first account since the incorporation of the Company, and in any other case since the preceding account made upto a date not earlier than the date of the meeting by more than six months or where an extension of time has been granted for holding the meeting by more than six months and the extension so granted.

Article 78 - Content of Profit and Loss Account:

Forms of Balance Sheet & Profit & Loss Account shall be in accordance with the provisions of Section 211 of the Act. The profit and Loss Account shall in addition to the matters referred to in Section 211 of the Act show, arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived and the amount of gross expenditure distinguishing the expenses of the establishment, salaries and other like matters. Every item of Expenditure fairly chargeable against the years income shall be brought into account so that just balance of profit and loss may be laid before the meeting, and in cases where any item of expenditure which may in-fairness be distributed over several years has been incurred in anyone year, the whole amount of such item shall be stated with addition of the reason why only a portion of such expenditure is charged against the income of the year.

Article 79 - Balance Sheet and Profit and Loss Account to be sent to Members.

The Company shall send a copy of such Balance Sheet and Profit and Loss Account together with a copy of the Auditor's Report to the registered address of every member of the Company in the manner in which notice is to be given hereunder at least twenty-one 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 the members of the company during a period of at least twenty-one days before that meeting.

Article 80 - Directors to comply with Sections 209 to 222 of the Act:

The Board shall in all respects comply with the provisions of Sections 209 to 222 of the Act, or any statutory modification thereof for the time being in force as may be applicable to the Company.

AUDIT**Article 81 - Accounts to be audited annually:**

Once at least in every year the accounts of the Company shall be prepared and the profit and loss account and balance sheet shall be audited by one or more auditors as provided in the Act.

Article 82 – Auditor’s right to attend meeting:

The auditors of the Company shall be entitled to receive a notice of and to attend any general meeting of the Company at which any accounts which have been audited or reported on by them are to be laid before the Company and make any statement or explanation they desire with respect to the accounts and supplementary report and the comments, if any, of the Comptroller and Auditor General of India.

NOTICE**Article 83- How Notices to be served on members:**

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

Article 84 - Notification of address by a holder of registered shares having no registered place of address:

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

Article 85 - When notice may be given by advertisement:

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

Article 86 - Notice to joint holders:

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

Article 87 - How notice to be given to a deceased or bankrupt member.

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

Article 88. To whom notice of general meeting to be given:

Notice of every general meeting shall be given in the same manner hereinbefore authorised to (a) every member of the Company except those members who having no registered address have not supplied to the Company an address for giving of notice to them and also to (b) every person entitled to a share in consequence of the death or insolvency of a member who, but for his death or insolvency, would be entitled to receive notice of the meeting, provided the Company has been given due notice.

Article 89 - Transferees bound by prior notice:

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

Article 90 - How notice to be signed

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

Article 91 -How time to be counted:

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

WINDING UP**Article 92. Distribution of assets on winding up:**

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

SECRECY**Article 93 - Secrecy clause:**

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 the 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.

Article 94 - Restriction on entry upon property:

No shareholder or other person (not being a Director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board or to require discovery of or any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process or of any matter whatsoever which may relate to the conduct of business of the company and which in the opinion of the Board it will be inexpedient in the interest of the company to communicate.

The president shall, however, be exempt from the provisions of this Article notwithstanding anything mentioned herein before.

INDEMNITY AND RESPONSIBILITY**Article 95 - Indemnity:**

Subject to the provisions of Section 201 of the Act, every Director, Manager, Auditor, Secretary and other Officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Board of Directors out of the funds of the Company to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, or act or things done by him as such officer or servant or in any way in the discharge of his duties; and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the members over all other claims.

Article 96 - Individual responsibility of Directors:

No Director or other officer of the Company shall be liable for the acts, receipts, neglect or defaults of any other Director or officer of the Company or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by the order of the Board of 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 the company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error or 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, misfeasance, breach of duty, or breach of trust.

CAPITALISATION OF PROFITS*** Article 97- Capitalisation of profits:**

- 1) The Company in General Meeting may, upon the recommendation of the Board resolve:
 - a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the Profit and Loss Account, or otherwise available for distribution; and
 - b) that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the Members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- 2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) either in or towards
 - i) paying up amounts for the time being unpaid on any shares held by such members respectively;
 - ii) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid; or
 - iii) partly in the way specified in sub-clause (i) and partly in that specified in sub-clause (ii).
- 3) A share premium account may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares.
- 4) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.

***Vide special resolution passed by the shareholders in their Extra-Ordinary General Meeting held on 1.1.1998**

Name	Address, description and occupation	Signature of Subscribers	Name, address, Description and Occupation of witnesses
1. President of India Through Shri J.S. Dave S/o Late Shri A.L. Dave, Secretary, Ministry of Communications, Govt. of India	Sardar Patel Bhawan, Sansad Marg, New Delhi-110001	Sd/- J.S. Dave	Sd/- R.S. Aggarwal, Deputy Secretary, Ministry of Communications, New Delhi-110001
2. Shri S.B. Lal S/o Shri R.Lal	Additional Secretary, Ministry of Communications, New Delhi-110001	Sd/- S.B.Lal	Sd/- Nutan Deva, Under Secretary, Ministry of Communications, New Delhi-11 0001
3. Shri K.D. Vaidya S/o Shri D.B.Vaidya	Member, P& T Board, Parliament Street, New Delhi-110001	Sd/- K.D. Vaidya	Sd/- K.P.Radhakrishnan Kidave, Section Officer, Ministry of Communications, New Delhi-11 0001

Dated this Twenty Fourth day of February 1978.

Place: New Delhi