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**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
RELIANCE COMMUNICATIONS LIMITED**

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**THE COMPANIES ACT, 1956**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**RELIANCE COMMUNICATIONS LIMITED**

- I. The name of the Company is **RELIANCE COMMUNICATIONS LIMITED**
- II. The Registered Office of the Company will be situated in the State of MAHARASHTRA i.e within the jurisdiction of Registrar of Companies, Mumbai
- III. The objects for which the Company is established are :

**A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION**

- <sup>1</sup>1a. To carry on and undertake the business of finance, investment, loan and guarantee company and to invest in acquire, subscribe, purchase, hold, sell, divest or otherwise deal in securities, shares, stocks, equity linked securities, debentures, debenture stock, bonds, commercial papers, acknowledgements, deposits, notes, obligations, futures, calls, derivatives, currencies and securities of any kind whatsoever, whether issued or guaranteed by any person, company, firm, body, trust, entity, government, state, dominion sovereign, ruler, commissioner, public body or authority, supreme, municipal, local or otherwise, whether in India or abroad. The Company will not carry on any activity as per Section 45 1A of RBI Act, 1934.
- <sup>1</sup>1b. To carry on and undertake the business of financial services like financial restructuring / reorganization, investment counseling, portfolio management and all activities and facilities of every description including all those capable of being provided by bankers, stockbrokers, merchant-bankers, investment bankers, portfolio managers, trustees, agents, advisors, consultants, providing other financial or related services and to carry on the activities of hire-purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plant and machinery and equipment and to assist in financing of all and every kind and description of hire- purchase or deferred payment or similar transactions and to subsidize, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of movable property including plant and machinery, equipments, ships, aircrafts, automobiles, computers, and all consumer, commercial, medical and industrial items with or without security and to lease or otherwise deal with them including resale thereof, regardless of whether the property purchased and leased is new and/or used and from India or abroad.

<sup>1</sup>1c. To carry on and undertake the business of acting as agent of any person, public or private sector enterprises, financial institutions, banks, central government and state governments and to do financial research, design and preparation of feasibility study reports, project reports and appraisal report in India and abroad.

<sup>2</sup>1d. To carry on, manage, supervise and control the business of telecommunication, infrastructure, telecommunication system, telecommunication network, and telecommunication services of all kinds including and not limited to setting up telephone exchange, coaxial stations, telecommunication lines and cables of every form and description, transmission, emission, reception through various forms, maintaining and operating all types of telecommunication service and providing data programmes and data bases for telecommunication.

<sup>1</sup> Inserted vide Special Resolution passed at the Extraordinary General Meeting held on 26<sup>th</sup> July, 2005

<sup>2</sup> Inserted vide Special Resolution passed at the Extraordinary General Meeting held on 11<sup>th</sup> August, 2005

**B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECT.**

2. To obtain license, approvals and authorization from Government, statutory and regulatory authorities, as may be necessary to carry out and achieve the Objects of the Company and connected matters which may seem expedient to develop the business interests of the Company in India and abroad.
3. To enter into any arrangement with the Government of India or with any State Government or with other authorities / commissions, local bodies or public sector or private sector undertakings, Financial Institutions, Banks, International Funding Agencies and obtain such charters, subsidies, loans, advances or other money, grants, contracts, rights, sanctions, privileges, licenses or concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain for carrying its activities in furthering the interests of the Company or its members.
4. To amalgamate or enter into any arrangement for sharing of profits or entering into partnership, union of interest, co-operation, reciprocal concession, lease, license or otherwise with any person carrying on or transaction which the Company is authorized to carry on or engage in for sharing or funding of profits in a cooperative or joint venture subject to compliance of existing law in force.
5. To act as agent of any person, Public or Private Sector enterprises, financial institutions, banks, Central Government and State Governments engaged in the planning and development of airport, financing investigation, research, design and preparation of preliminary feasibility, definite project reports and appraisal report for setting up airport terminals, aircraft hangers, cargo complexes, runway construction, maintenance and other activities such as cargo handling, ticketing, catering, aviation fuel facility, aircargo consolidation, aircraft ramp handling, passenger care, comfort and service, medical center, aircraft maintenance, fuel handling, captive power, IT related back up support, manpower skill and training, security, research and development related to airport and outsourcing the above activities.
6. To provide all type of automation services/products, systems automations and to act as service providers, consultants, advisors, system analyst and maintenance, contractors, sub-contractors of

all related matters, things and activities pertaining to software, hardware and related products and services in electronic, electrical, mechanical, energy and such other areas in India and/or abroad.

7. To provide generally for the administration and management of the buildings or any other property in which the company may at any time have an interest of whatever nature, or which may be under its control, in such manner as may be deemed expedient or proper.
8. To buy or to take on lease plot or plots of land and to construct flats, office, houses, bungalows, cottages, factories, warehouses, shops, shed, barns. Farms, stables, areas, work and conveniences of all kinds thereon for allotment to the members of the Company for their authorised use.
9. To buy building or buildings comprising of flats, shops, sheds, galas, etc., for allotment to the members of the company for their authorised use and to sell, improve, manage, develop, exchange, lease, rent, mortgage, enfranchise, abandon, dispose of turn to account or otherwise deal with all or any part of the property and right of the Company.
10. To build, construct, acquire, erect, install, own, purchase, hire, sell, exchange, operate, maintain, develop, promote, manage, repair, administer, provide communication infrastructure facilities for the purpose of business of the Company
11. To establish, provide, encourage, maintain, conduct, do research and development activities including multidimensional activities and such other tests, studies, thesis, investigations, inventions and improvements or information technology which is likely to assist any business of the company and for industrial use in general.
12. To purchase, take on lease or otherwise, acquire all or any part of the business or undertaking or property and assets of any other such person, firm, company or corporation carrying on similar business and agree to discharge their liabilities and to conduct, carry on or liquidate all or any of such business.
13. To establish branches or appoint in or outside India for or in connection with any of the objects of the Company and in particular in relation to the investment of money the sale of property and the collection and receipt of money.
14. To secure, promote, organise, manage or enter into joint venture agreement, collaboration, agreement in all its branches with any person, firm, company, corporation, authority, body or other entity in India or abroad for any purpose whatsoever.
15. To discount bills, advance money on the security of goods lying with or under the control of the company, to receive goods for sale and to do all other such acts that may be usual or necessary in order to market the same in connection with the business of the Company
16. To Invest surplus funds of the Company in all kinds of securities, shares, stocks, debentures, debenture-stocks, bonds, real estate and to finance industrial enterprises.
17. Subject to the provisions of the Companies Act, 1956, to borrow or raise with or without interest or secure the payment of money for any of the purposes of the Company and at such time and from time to time and in such manner as may be thought fit and in particular by the issue of debenture, or debenture-stocks convertible into shares of any other company or perpetual annuities and as security for any such money so borrowed, raised or received for any such debentures or debenture stock so issued to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profit of the Company present or future including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lender powers of sale and other powers as may seem expedient and to purchase, redeem, or pay-off any such securities, and also by a similar mortgage, charge or lien

to secure and guarantee the performance by the Company or any other person or company as the case may be provided that the Company shall not carry on banking business as defined in the Banking Regulation Act. 1949.

18. To form, constitute, float, lend money to assist and control similar companies, associations or undertaking whatsoever.
19. To establish, provide, maintain, improve, work or aid in and conduct or otherwise, subsidies, assist research and developments, laboratories, design institute, pilot plants and experiments, and undertake and carry on all scientific and technical, experiments and tests of all kinds and to promote studies and research both scientific and technical investigations and inventions by providing subsidising endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration of scientific or technical professors or teachers and by providing for the award or exhibitions, scholarships, prizes and grants to students of independent studies or otherwise and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind of the business which Company is authorised to carry on.
20. To establish, promote or concur in establishing or promoting any company or companies for the purposes of acquiring all or any of the Properties, rights and liabilities of the company and the to place or guarantee the placing of, subscribe for or otherwise acquire all or any part of the shares.
21. To pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in shares and partly in cash or otherwise
22. To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect the company and to insure the whole or any part of the property of the company either fully or partially to protect and indemnify the company from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify and part of portions thereof either on mutual principle or otherwise.
23. To form, promote, subsidies and assist companies, and partnerships of all kinds in any manner as may be thought fit in connection with any of the objects of the Company.
24. To search for and to apply for, purchase, protect, prolong, renew or otherwise acquire from any Government, State or authority any patents, brevets, d'invention, protection, licenses, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account to work, develop, carry out, exercise and turn to account the same.
25. To apply for, promote and obtain any act of parliament or legislature, charter, privilege, concession, licenses or authorisation of Government, state or Municipality provisional order or license of the Board of Trade or other authority for enabling the company to carry any of the object into effect or for extending any of the powers of the company or for any other purpose which may seem calculated, directly or indirectly to prejudice the interests of the company and to apply for purchase or otherwise acquire any patents, brevets, d'invention, licenses, concessions and the like conferring an exclusive on not-exclusive or limited right to use any secret or other information as to any investing which may seem capable of being used for any of the purposes of the Company or the acquisitions of which may seem calculated directly or in directly to benefit the Company and to use, exercise, develop, grant licenses in respect of otherwise turn to account the property, rights and information so acquired.
26. To hold, use, cultivate, work, manage, improve, carry on and develop the lands and moveable and immovable estate or property and assets of any kind of the company or any part thereof and carry on the business of dealers in real estate and developers of land and property.

27. To sell, mortgage or otherwise to deal with or dispose of the property, assets or undertaking of the Company or any part thereof, in such manner and upon such terms and conditions in all respects, for such consideration as the Company may think fit and in particular for securities, shares, stocks, debentures and other securities of any other company whether or not having objects altogether or in part similar to those of the Company.
28. To enter into partnership or into any arrangements for sharing of profits, amalgamation, union of interest, reciprocal concession or co-operation with any person, partnership or company and to promote and aid in promoting constituting, forming and organising companies or partnerships of all kinds for the purpose of acquiring and undertaking any property and liabilities of the Company or of advancing directly or indirectly the objects thereof for any other purpose which this company may think expedient. And also to pay for any properties, rights or privileges acquired by this Company either in shares of the Company or partly in shares and partly in cash or otherwise and to give shares or stock of this Company in exchange for shares of stock of any other company.
29. To enter into any arrangements with any Government or authorities supreme, municipal, local or otherwise, or any person or company that may seem conducive to the Company's Objects or any of them to obtain from any such Government, authorities, person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, contracts, licenses and concessions.
30. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other movable or immovable property or with or without security upon such terms and in such manner as may be thought proper and from time to time to vary such transactions and investments in such manner as the Directors may think fit subject to the provisions of the Companies Act, 1956.
31. To pay, or satisfy the consideration for any property rights, shares, securities or assets whatsoever which the company is authorised to purchase or otherwise acquire either by payment in cash or by the issue of shares, or other securities of the Company or in such other manner as the Company may agree or partly in one mode and partly in another or others.
32. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange, promissory notes, hundies, debentures, notes, onds, bills of lading, railway receipts, warrants and all other negotiable or transferable instruments.
33. To open account or accounts with any firm or with any bank or banks or bankers or shroffs and to pay into and to withdraw money for such accounts.
34. To apply for tender, purchase or otherwise acquire any contracts, sub-contracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them, and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
35. To employ experts to investigate and examine into the conditions, prospects, value, charter and circumstances of any business concerns and undertakings and of any assets, property or rights.
36. To carry on business or branch of a business which this company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.

37. To take part in the management, supervision and control of the business or operations of any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts.
38. To pay all preliminary expenses of any company promoted by the Company or any Company in which this company is or may contemplate being interested including in such preliminary expenses all or any part of the cost and expenses of owners of business or property acquired by the Company.
39. To make and/or receive donations, gifts or income to or from such persons, institutions or Trusts and in such cases and whether of cash or any other assets as may be thought to benefit the Company or any other objects of the Company or otherwise expedient and also to remunerate any person or corporation introducing or assisting, in any manner the business of the Company.
40. To establish and support or aid in the establishment of and support associations, institutions, companies, societies, funds, trusts and conveniences for the benefit of the employees or ex-employees or of persons having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or by way of lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds, to or such persons.
41. To form, subscribe or contribute to or otherwise to assist, aid donate, or guarantee money to public, charitable, benevolent, religious, scientific, national or other institutions, funds, objects or purposes and to any other institutions, funds, objects or purposes which in the opinion of the Board of Directors are likely to promote the interests or the business of the Company and/or to further its objects and/or to any other institutions, funds, objects or purposes whatsoever directly relating to the business of the Company.
42. To create any depreciation fund, reserve fund, sinking fund, insurance fund, educational fund or any other special fund or reserves whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or for any other purposes conducive to the interest of the Company.
43. To amalgamate with any other company having similar objects.
44. In the event of winding up to distribute any of the property of the Company amongst the members in specie or kind subject to the provisions of the Companies Act, 1956.
45. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply as the Company may from time to time think fit, any money received by way of premium on shares or debentures issued at a premium by the Company and any money received in respect of forfeited shares and moneys arising from the sale by the Company or forfeited shares, subject to Section 78 of the Companies Act, 1956.
46. To accumulate capital from the profits of the Company for any of the purposes of the Company and to use and appropriate the same or any of the Company's assets either conditionally or unconditionally to specific purposes.
47. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the promotion, formation, registration, advertisement and establishment of this Company and the issue and the subscription of the shares or loan capital including brokerage and/or commission for obtaining applications for placing or guaranteeing the placing of shares or any debentures, debenture-stock and other securities of this company and also all expenses attending the issue of any circular or notice and the printing, stamping and circulating of proxies and forms to be filled

up by the members of the Company and to remunerate by cash or allotment of fully or partly paid shares to any person, firm or company for services rendered in introducing any property or business to the Company or in placing, assisting to place shares, debentures, debenture-stock or other securities of the Company or in or about the formation of the Company or the acquisition of property by the Company or the conduct of its business or for any other reason which the Company may, think proper.

48. To provide for the welfare of Directors or employees of the Company or its predecessors in business and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building or houses or dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing towards places or instruction, recreation, hospitals and dispensaries, medical and other attendance and assistance as the Company shall think fit.
49. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons who are or were at any time in the employment or service of the Company or of any company which is subsidiary of the company or its allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependents of any such persons, and also to establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well being of the company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any matters aforesaid either alone or in conjunction with any such other company as aforesaid.
50. To subscribe, for, take or otherwise acquire and hold shares, stocks, debentures or other securities of any other company having objects altogether or in part similar to those of the Company and to acquire and undertake all or any part of the business property and liabilities of any person or company carrying on or proposing to carry on any business which the company is authorised to carry on or which can be carried or in conjunction therewith and to subsidize or assist any such persons or company financially or otherwise and in particular by subscribing for shares, stock, debentures, debenture-stock or other securities of such company.
51. To undertake and execute any trust, the undertaking of which may seem to the company desirable and either gratuitously or otherwise and to vest any movable or immovable property, rights or interests acquired by or belonging to the Company in any person or company and with or without any declared trust in favour of the Company, subject to the provisions of the Act.
52. In relation with the business of the Company to guarantee the payment of money secured or unsecured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stocks, contracts, mortgages, charges, obligations, instrument and securities of any company or any authority, supreme, municipal, local or otherwise or of any person howsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.
53. To advance, deposit or lend money, securities and properties or to give credit to such persons or companies, bodies corporate, firms or associations and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or any such person or companies bodies corporate, firms or associations and generally to give guarantee and indemnities.



54. To deal in stone, sand, lime, brick, timber and hardware, cement and other building requisites, tile and terra-cotta makers, job masters, carriers.
55. To procure the Company to be recognised in any foreign country or place and to procure incorporation, registration or other recognition of the Company in any country, state or place outside India, and to establish and maintain local registers of any branch, places of business in any part of the world.
56. To aid, peculiarly or otherwise, any association, body or movement having for an object, the solution, settlement, or labour problems or troubles or the promotion of industry or trade.
57. To enter into negotiations with and enter into arrangements and contracts and conclude the same with foreign and/or Indian parties and other persons for obtaining by grant, license and/or on other terms, formulate and other rights and benefits, and to obtain technical and engineering information, assistance, and service, know-how, and expert advice for installation of plant and machinery, production and manufacture of any products.
58. To pay for technical know-how, technical engineering assistance and information and/or service rights or privileges acquired by the Company either in shares of the Company or partly in shares or partly in cash or otherwise.
59. To pay to promoters such remuneration and fees and otherwise remunerate them for their time and for the services rendered by them.
60. To undertake and execute any contracts for work involving the supply or use of any machinery and to carry out any ancillary or other works comprised in such contracts.
61. To borrow or raise money or to receive money from persons other than Public Deposits, bodies corporate, financial institutions, banks and such other lenders and in security of any such money so borrowed raised or received to mortgage, pledge or charge the whole or any part of the property assets or revenue of the company present or future by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient, by executing negotiable or transferable instrument and deal with all documents mercantile or otherwise, in the ordinary course of business subject to the provisions of Section 58A and directive of the Reserve Bank of India.
62. To establish agencies in India and abroad for sale and purchase and regulate and discontinue the same and to act as agents, principals, contractors, brokers, trustees or otherwise and to undertake and perform sub-contracts and also to act in any of the business of the company through or by means of agents, principals, contractors, brokers, trustees, sub-contractors or others either alone or in conjunction with others.
63. To do all such other things as may be demand incidental or conducive to the attainment of the above Objects or any of them and to carry on any business which may seem to the Company capable of being conveniently carried in connection with any of the Company's Objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

**C OTHER OBJECTS:**

64. To build, construct, acquire, own, maintain, develop, promote, manage, ports, roads, bridges, sub-ways, express ways, tunnels, canals, dams, reservoirs, shopping complexes or centres, Industrial Estates, housing, constructions, buildings, recreational facilities such as theatre, clubs, sports centres, gardens, parks, resorts, medical centres like hospitals and dispensaries, educational centres like schools and colleges, libraries, infrastructural facilities for village,

town/city developments, other construction such as parking spaces, to promote and participate in ecological development, preservation and betterment of environment through plantation of trees, effluent treatment and disposal systems and to carry on the business of proprietors, managers and renters either separately or in collaboration with others and to render technical and managerial advice in building construction, maintaining, repairing and managing such places including terminals either singly or jointly with others, and either by or through agents, contractors, sub-contractors, trustees or otherwise.

65. To plan, establish, develop, provide, promote, use, operate, conduct, procure, maintain, market, distribute, do business and to act as service provider, consultant for, all types of telecommunication and other related services, software and other content for networking, e-commerce, e-business, system design, information technology, intranet, internet services, internet connectivity, other communication related services and applications including system application product in the fields of business, education, health care, public services, engineering, technology, technical know how, chemical, mechanical, electrical, electronics, civil, industrial, commercial, statistical, banking and financial, accountancy, medical, legal, production, marketing, distribution, materials, personnel planning, transportation, tourism, computers, data processing, data base creation and management including spectrum management, customer relation management, knowledge management & strategic enterprises management, supply chain management and also to provide all other value added services like providing integrated, netserv, network connectivity solutions and cost effective and other related solutions, data processing, direct to home services, electronic media, Cellular Mobile Telephone Services (CMTS), Fixed Telephone Services (FTS), Cable Service Provider, Basic Telephone Services (BTS), VSAT Services, Internet Service Provision (ISP), Global Mobile Personal Communications by Satellite (GMPCS), wireline and wireless systems and other value added services including Paging Services, Radio Paging Service Providers, Public Mobile Radio Trunking Service Provider, National Long Distance Operator, DTM, communication methods, telecommunication, basic and cellular telephone, voice mail, internet, electronic mail, data communication services, intranet, internet connectivity, internet telephoning, interconnect and intraface services, applications like tele-banking, tele-medicine, tele-education, tele-trading e-commerce, e-business and system design, management information systems and to act as access providers, national and international long distant operators and to plan, establish, develop, provide, promote, use, operate, conduct, procure, maintain, do business and to act as consultant for, establishment and development of infrastructure required for the provision of above services.
66. To plan, establish, develop, provide, promote, use, operate, conduct, procure, maintain, market, distribute, do business and to act as service provider, consultant in all the fields of entertainment, multimedia, and to manufacture, maintain, develop, export, import, buy, sell, rent, hire or lease or otherwise acquire dispose off of or deal in all kinds of digital systems, numerical controller, flexible manufacturing systems, robots, communication systems, computers, computer graphics, animation films, computer peripherals, software including applications, implementation and maintenance, hardware, computer technology, machines, teaching aids including software development for teaching, training, education, training institute/school(s), business purposes, energy saving devices, alternative sources of energy, electrical and electronic components, devices, instruments, equipments and controls for any engineering applications and all other related components parts and products used in communication, multi-media and computers.
67. To carry on the business of manufacturer, producer, trader, converters, transmitters, wheeler, processors, stores, procurers, carriers, importers and exporters and setting up facilities to generate, harness, transmit, develop, accumulate, supply and distribute energy / power including in any form from Coal, Lignite, Gas, Oil, Petroleum, Hydrocarbons, Water Stream, Heat, Sunlight, Wind, Tide or any other renewable energy sources such as Solar, Photo Voltaic, Windmill and or any other means and to carry on the business of operation and maintenance of facilities for generation, storage, transmission and distribution of all forms of energy/power and to establish, construct, operate, maintain, manage and develop power stations and plants, distribution and transmission systems, cables, wires, lines, transformers, substation, accumulators, lamps,

appliances and work to process, prepare for generation/distribution/transmission of energy/power either directly or through the transmission lines facilities of own and of Central / State governments / Private entities / State Electricity Boards / or any other authority, to industries, Central/State Government(s), other consumers, either in India or outside India and to supply of any services and any of the by-products derived from such business including but not limited, steam, fuels, ash, conversion of ash into bricks and any other product.

68. To carry on in India or abroad the business to manufacture, produce, process, refine, mix, formulate, purify, disinfect, convert, compound, develop, derive, discover, release, manipulate, prepare, store, supply, import, export, buy, sell, all sorts of gases, natural resources including but not restricted to Oxygen, acetylene, ammonia, hydrogen, helium, methane, nitrogen, argon, carbon dioxide, and to carry on the business of storage and distribution terminals for storage and distribution of all sorts of gases, natural resources and to carry on business of designing, setting up, erecting, maintaining, and operating in India or abroad, pipes, pipelines, cross country piping systems, cylinders and other related facilities for distribution of gases/ natural resources required or used in industries, agriculture, laboratories, hospitals, aviators, vehicles, space rockets, communications, power plants, energy generation, water works, forest/plant protection and other related purposes.
69. To prospect, explore, develop, drill, produce, acquire, store, process, refine, liquify, regassify, transport, distribute, supply, sell, market, import, export, natural gas (NG), liquified natural gas (LNG), compressed natural gas (CNG), and other forms of natural gas, associated gaseous substance, hydro-carbons, oil and other related liquid or gaseous substances, any other gases of kindred substances or any compounds thereof by any process, and to set-up, participate in setting-up of ports, import terminals and facilities for receiving, storing, transporting, distributing, supplying through vessels, tankers, pipelines or any other mode of transportation and regassification, compression, other related processing plants for natural gas, LNG, CNG or other gaseous and liquid hydrocarbons, and setting up LNG and gas based downstream industries, businesses, projects and to offer all kinds of services, and to invest in such activities as well as to manage such businesses, industries on an ongoing basis and setting up of related production facilities and applying such LNG, gases, substances or any of them to such purposes as the company may from time to time think desirable.
70. To buy, sell, trade, produce, distribute, consume, import, export, transport, deal, offer franchises in dealing in India or abroad in the world, in LNG, all gases, fuels, set up power generation stations and related facilities and to establish offices and agencies for carrying out such activities and to render all kinds of technical and non technical services including liaisoning services, consultancy, related to all or any of the activities connected with the above mentioned objects.
71. To establish, maintain develop, conduct, procure, buy, sell, import, export, trade, or otherwise deal in, or to act as service providers of every kind in the fields of engineering, technology, technical know how, chemical, mechanical, electrical, electronics, civil, industrial, commercial, statistical, financial, accountancy, medical, legal, educational, production, marketing, distribution, materials, personnel, planning, computers, software and software solutions of all kinds, system integration,, data processing, multi media services, direct to home services, entertainment media, cable television services, interactive television services, content for various uses, electronic media, Cellular Mobile Telephone Services (CMTS), National Long Distance Operator Services (NLDO), Fixed Telephone Services (FTS), Cable Service Provider, Basic Telephone Services (BTS) with or without the use of Wireless Local Loop (WLL) Technology, VSAT Services, Internet Service Provision (ISP), Global Mobile Personal Communications by Satellite (GMPCS), wireline and wireless systems and other value added services including paging services, Radio Paging Service Providers, Public Mobile Radio Trunking Service Provider, DTM communication methods, telecommunication, basic and cellular telephone, voice mail, internet, electronic mail, data communication services, intranet, internet connectivity, internet telephoning, interconnect and intraface services applications like tele-banking, tele-medicine, tele-education, tele-trading, e-commerce, e-governance, e-business and system design, kiosks, management information

systems and other types of management including spectrum management, social or other value added services like providing and to end integrated solutions, netserv solutions, network connectivity solutions, cost effective solutions, other related solutions for data transfer, administrative and effective communication".

72. To plan, establish, develop, provide, promote, procure, implement, install, use, operate, conduct, maintain, market, distribute, do business and to act as service provider, consultant for, all types of telecommunication and other related services, software, software solutions and other content for networking, e-commerce, e-business, system design, information technology, intranet, internet services, internet connectivity, other communication related services, solutions and applications including application of systems and products in the fields of business, entertainment, education, health care, public services, engineering, technology, technical know how, chemical, mechanical, electrical, electronics, civil, industrial, commercial, statistical, banking and financial, accountancy, medical, legal, production, marketing, distribution, materials, personnel planning, transportation, tourism, computers, data processing, data base creation and management including spectrum management, customer relation management, knowledge management & strategic enterprises management, supply chain management on turnkey basis or otherwise and also to provide all other value added services like providing integrated, netserv, network connectivity solutions and cost effective and other related solutions, and to act as internet services provider, access providers, national and international long distant operators and to plan, establish, develop, provide, promote, use, operate, conduct, procure, maintain, do business and to act as consultant for, establishment and development of infrastructure required for the provision of above services.
73. To manufacture, market, distribute and sell all types, varieties and kinds of (i) telephones instruments including mobile telephones, Fixed wireless Terminals, any type of mobile communication devices, Personal Digital Assistants (PDA) with or without communication facilities, dial-type phone, car phone, corded phones, cordless phone, mini corded phone, radio phone, speakerphone, videophone, wireless systems desk top and wall type pay phones, headsets, office systems, conferencing equipment, fax, answering machines, intercoms, accessories and components thereof for telecommunications (ii) radio communication equipment like receivers, transmitters, transmitters, trans-receiver, walkie – talkie radio relay equipment, point to point communication equipment, antennas and associated equipment single channel, multi channel, fixed frequency, variable frequency, facsimile transmitting and receiving equipment and systems.
74. To plan, establish, develop, provide, promote, use, operate, conduct, procure, maintain, market, distribute all types of digital equipments, telecommunication, software and other content for networking, e-commerce, e-business, information technology, intranet, internet services, other communication related services in India and abroad and application in the fields of business, entertainment, education, health care, public services, engineering, technology, technical know how, chemical, mechanical, electrical, electronics, civil, industrial, commercial, statistical, banking and financial, accountancy, medical, legal, production, materials, personnel planning, transportation, tourism, computers, data processing, data base creation and management and also to provide and market, distribute other value added services and to act as internet service access providers, other related service providers, and to act as consultant for, establishment and development of infrastructure required for providing/marketing of the above services.
75. To carry on business of distribution, sales, marketing, purchasing, production, advertising, intermediating, providing, delivering of diverse varieties of goods, products, services by and through E-commerce, Internet, Intranet, Web, Networks, Physical Transfers, Direct Mailing, and such like other traditional and emerging methods and channels and and in, designing, providing, hosting, supporting, operating, managing, consultancy, marketing, of all types of Electronic and other Network and Network Systems and emergent systems and technologies.
76. To acquire, establish and maintain one or more hospitals for the reception and treatment of persons suffering from sickness, disease, ailment, malady, disorder, affliction, infirmity or any ill

health of any nature whatsoever and persons requiring medical attention or rehabilitation and to provide medical relief and related facilities to the public in all the branches of medical science by all available means and to engage in the research and development in all fields of medical sciences and in all therapies of medical treatment.

77. To found, acquire, take over establish, construct, erect, maintain, run, manage, develop, own, acquire, purchase, undertake, improve, equip, promote, initiate, encourage, subsidies and organise dispensaries, clinics, diagnostic centres, polyclinics, pathology, laboratories, research centres, operation theatres, chemists shops, blood banks, eye banks, kidney banks, nursing homes, physiotherapy centres, investigations centres and other similar establishments for providing treatment and medical reliefs in all its branches by all available means to public at large on suitable fees, concessional fees or on free of charge basis.
78. To carry out medical Research by engaging in the research and development of all fields of medical sciences, and in all therapies of medical treatment; so as to afford medical relief in a better way and to provide, encourage, initiate or promote facilities for the discovery, improvement or development of new methods of diagnosis, understanding and prevention and treatment of diseases and to endow research fellowships or grant financial assistance to persons or institutions engaged in medical research.
79. To carry out, organize, develop, exploit and manage in any part of India or abroad any or all businesses relating to and allied to the discovery, development, manufacture, production, store, maintain, sell or buy biological products and services based on advanced chemistry, plant/agricultural biotechnology, industrial biotechnology, medical biotechnology, bioinformatics, proteomics, biophysics, cell sciences, material sciences, information technology, genetics and to establish and maintain laboratories and carry on analytical, experimental and other work or undertaking in relation to other works and the objects of the company, or otherwise.
80. To carry on the business or vocation of acting as advisers and consultants in India or abroad, on all matters and problems relating to technical industries, engineering, technology, technical know how, execution of turnkey projects, chemicals, process know how, mechanical, electrical, electronics, petrochemicals, refining of Petroleum Crude Oil, manufacture of refined oil, extracting by-products, pipes and pipelines for the transportation of gas, petrol and other petroleum products, energy, oil and gas sector, industrial sector, power, energy, commercial sector, statistics, civil, administration, finance, factoring, accountancy, medical fields, legal, education, and organisation management, taxation, administration, secretarial, accounting, information systems, market research, operations research, financial and project engineering studies, techniques of production, procurement, administration, recruitment, etc in order to obtain optimum use of the factors of production, commencement or expansion of industry, purchasing techniques and business (including construction of plants and buildings), production, purchases, sales, materials and cost control, marketing, distribution, advertisement, publicity, personnel, labour, planning, computers, data processing, multi-media services, direct to home services, entertainment media, electronic media, exports and imports to and for any concerns, bodies, associations (incorporated or unincorporated) departments and services of the Government, public or local authorities, trusts, scientific research and Development Centers, and to be appointed as technical, financial, legal, economic, public relation, sales promotion, industrial administration, civil consultants, provide training in consultancy and any other consultancy services including consultancy services for the projects sponsored by international organisations, Government of India or Government of any other country, as the Company may from time to time deem fit.
81. To carry on and provide consultancy services in the areas of computer management and engineering covering computerised information systems, feasibility studies, system design and development, computer based management information system, on line real time systems, process control, data base design, industrial engineering applications and all other related areas of computer technology and to act as advisers in management, personal/corporate investment,

direct and indirect tax, finance portfolio managers, to perform all activities relating to share transfer, share registration, and other secretarial work.

82. To provide consultancy and desk studies including research for dealing in Hedging and derivatives in trading of all the products of crude oil and all types of petrochemicals like Naphtha, Methane, Ethylene, Propylene, Butene, Naphthalene, Cyclohexane, Cyclohexanone, Benzene, Phenol, Acetic Acid, Cellulose, Acetate, Vinyl Acetates, Caprolactam, Adipic Acid, Hexamethylenene, Diamine Nylon, Nylon 6, Nylon 6.6, Nylon 6.10, Nylon 6.11, Nylon 7, their fibres, castings, mouldings, sheets, Urea, Poly-methyl, plastics, methanol, vinyl chlorides and all other petrochemical products and polymers in all there forms like resins, fibres, sheets, mouldings, casting as well as biochemical pharmaceutical, medicinal, sizing, bleaching, photographic and other preparations.
83. To carry on the business of designing, setting up, erecting, maintaining, repairing, improving and operating or managing in India or abroad, pipes, pipelines, cross country piping systems, jetties, single buoy moorings, all other kinds of onshore and offshore port facilities, storage and distribution terminals, storage, loading and unloading facilities for the storage and transportation of natural gas, crude oil, petroleum products including but not limited to liquified petroleum gas, petrol, naphtha, high speed diesel, aviation turbine fuel, superior kerosene oil and all products as may be conveniently transported through pipelines and, for the purpose, enter into any technical or financial collaboration as may be desired.
84. To carry on the business of buying, importing, selling, exporting, leasing, producing, bottling, storing, distributing and otherwise dealing in all kinds of petroleum products, chemicals, chemical products, natural gas and other natural resources, related equipment including cylinders, valves, regulators and other accessories.
85. To carry on, acquire, take over the business of engineering , procurement and construction, whatsoever now known as, in different disciplines including agricultural, civil, chemical, electrical, electronics, mechanical, instrumentation and to provide other associated services and facilities such as project management, process technology, process engineering, detailed engineering, fabrication and fabrication facilities to design, develop, maintain and manufacture plant and equipment and to act in India or abroad in the world as engineers, consultants, developers, design engineers, and to provide, engineering, procurement and construction services to turn-key projects, large scale infrastructure projects including petrochemicals, hydrocarbons, oil and gas and its derivatives, power, telecom, transportation, ports, structures, housing/industrial sectors and to install, develop, implement, provide hardware and software in connection therein.
86. To construct, erect, build, repair, re-model, demolish, develop, purchase for investment or resale, acquire, take on lease or in exchange or in any lawful manner any area, land, buildings, houses, structures and other property wherever situated of any tenure and any interest therein and to turn the same into account, develop the same and dispose of or maintain or make advances upon the security of the same and improve grades, curve, pave, macadamize, cement and maintain buildings, structures, houses, apartments, hospitals, schools, places of worship, highways, roads, paths, streets, sideways, courts, alleys pavements and to build townships, bungalows, cottages, water houses, sheds, factories, barns, farms, complex, markets, offices, educational centers like schools and colleges or buildings residential and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities or conveniences, drainage facility, electric, telephonic, television installation and to deal with the same in any manner and by advancing money to and entering into contracts and arrangements of all kinds with builders, and construction leveling or paving work and for these purpose to purchase, take on lease or otherwise acquire and hold any lands and prepare lay-out thereon or buildings of any tenure or description wherever situate or rights or interests therein or connected therewith.
87. To provide, develop, establish, maintain, run, manage, operate fire fighting services which shall include short circuits, building collapses, mishaps, accidents and also carry out rescue operations

and any other cases of emergency and to act as advisors consultants for providing safety measures for construction of structural buildings, complexes including infrastructure projects and to maintain fire equipments for residential, commercial and industrial buildings & complexes including for factories, plants and display, provide training services, safety awareness and for prevention, control of fire.

88. To build, construct, acquire, erect, install, operate, maintain, develop, promote, manage, repair, administer, provide, infrastructural facilities for ports, jetties, wharfs, piers, docks, embankments, bulk, break bulk, dry bulk cargo, multipurpose and specialized cargo berths, stackyard and rail infrastructure, terminals, general terminals, marine terminals, cargo terminals, container terminals, transport systems, clearing and handling systems, cargo handling, berths, shorecrains, ship manifolds, fork lifts, bunkers, cargo hoses, navigational channels, depth maintenance, navigation marks, dredging, dry docking, tunnels, canals, work shops, shipways, hangers, derricks, pipe lines for supply of water, oil, fuel, sewage, petrochemicals, chemicals, warehouses, cold storages, godowns, ship stores, sheds, container freight stations and services, port crafts and equipment, tank farms, tugs, pilotage and carnage services, container handling facilities, floating dry dock and vessel repair facilities, setting up of captive power plant, installation of equipment, handling equipment, loading equipment and supporting infrastructure, to acquire marine related technology and undertake underwater work on ports, docks, tugs, terminals, jetties and ship repairs, establish and maintain work lines of power, fuel, steam, aerial communications between ports, ships and other transports and to act as marine consultants, marine engineers and advisors.
89. To build, construct, acquire, maintain, develop, promote, manage, repair, provide, terminals and administer terminals Industrial Estates, housing, constructions, buildings, ports, roads, bridges, sub-ways, express ways, tunnels, shopping complexes or centres, recreational facilities such as theatre, clubs, sports centres, gardens, parks, resorts, medical centres like hospitals and dispensaries, educational centres like schools and colleges, libraries, infrastructural facilities for village, town/city developments, other construction such as parking spaces, to promote and participate in ecological development, preservation and betterment of environment through plantation of trees, effluent treatment and disposal systems and to carry on the business of proprietors, managers and renters either separately or in collaboration with others and to render technical and managerial advice in building construction, maintaining, repairing and managing such places including terminals.
90. To plan, establish, develop, provide, procure, implement, install, use, operate, conduct, maintain, market, distribute, trade, deal, provide all related services for and to facilitate, promote, assist, regulate and manage dealings and trading in all types of direct and derived commodities, securities, financial instruments, merchandise and services, goods and all other contracts and instruments including items which can be produced, manufactured, developed, traded, bought, sold, delivered, received of any kind whatsoever in India or any where in the world.
91. To establish a market place providing specialized, advanced, electronic, automated, facilities for trading, clearing, settlement, risk management in all types of direct and derived commodities, securities, financial instruments, merchandise and services, goods and all other contracts and instruments including financial instruments and to ensure a transparent and fair trading mechanism with access to market participants including manufacturers, distributors, dealers, agents, traders, exporters, importers, consumers, clients, investors in or outside India on its own or using contractors or facilitate all these services and all other logisitcs or any other services, goods or anything else that may be required to provide a market place in or outside India and to plan, establish, develop, provide, promote, use, operate, conduct, procure, maintain, do business and to act as consultant for, establishment and development of centres, training facilities, infrastructure facilities required for the provision of above services and to initiate, facilitate and undertake all such steps in relation to all types of exchange as required for better service and protection including but not limited to taking measures for ensuring greater liquidity and easier access to the market participants, facilitating inter-market dealing and generally to facilitate

transactions in aforesaid commodities, securities, financial instruments, and services, goods, all other instruments and to support, develop, promote and maintain a fair and orderly market in the best interest of the market participants and the general public and the economy and to introduce high standards of professionalism among themselves and the market place in general.

92. To aid, assist, promote, develop and manufacture agricultural implements, agricultural machinery and other equipments and technological development in equipments used in agricultural field and to organise, conduct, or manage engineering or repair shop or workshops of all description and to manufacture, import, export, buy, sell or otherwise deal in, agricultural machinery, of all kinds and to adopt such means of making known the uses thereof.
93. To acquire any estates or lands by purchase, lease, concession, grant, license or otherwise and utilize, grow, plant, cultivate, produce, refine and exploit for agriculture/forest produce, floricultural, horticultural, plantation, sericultural, poultry farming, dairy, nursery, planting, animal husbandry, pisciculture, fishing, other plants, trees, crops, natural products of any kind, seeds and other farming purposes and agro industrial purposes and to carry on business as agriculturists, producers, planters, processors, contract growers, growers, cultivators, refiners, traders, buyers, sellers, importers, agents, consultants, dealers, marketers, storekeepers, forest farming, distributors and exporters for any ordinary or specialized agricultural/forest produce, floricultural, horticultural, sericultural and agro-industrial products and commodities, including flowers, fruits, vegetables, food-grains, pulses, seeds, cash crops, cereal products, flora, seeds, plants, trees, timber crops, natural products and agricultural crops of any kind whether produced or not and to develop forests and trees and do value addition by means of land management, farm management, by putting up agro processing facilities and processing manufacturing, marketing and financing forestry, dairy farming, poultry, farming, gardening, tillage, agronomy, herbs, spices, floriculture, horticulture, tissue culture, sericulture, pisciculture, apiculture, animal husbandry, soil culture, farm housing, ranching and to do rural, countrified, pastoral and agrarian activities .
94. To exhibit, distribute, give or take on hire, exchange, purchase or sell and to deal in any manner in films both of own manufacture or other manufacture, Indian or Foreign, in India or abroad outside India and also to engage agents or representatives for the above or any other purposes of the company and to remunerate such agents, representatives and servants of the Company and to manufacture, produce and exhibit Cinematographic films and pictures and to engage Directors, Actors and other servants, Authors, Play- writers, Dramatists, Dialogue and Scenario writers, Film Editors, Story writers and other persons, Technicians, Engineers, Sound Experts, Cameramen, Musicians, Art Directors, Artists, Painters, Carpenters and other experts necessary for conducting the business of the Company and to pay, remunerate persons so engaged.
95. To manufacture and carry on the business of film productions, silent as well as talking in all or any of the languages spoken in the world which may be Topical, News, Educational, Dramatic, Comic, Advertisement, Cartoons, Coloured Synchronised and film or film of any other kind to be hereinafter devised and to construct, purchase or take on lease Cinematograph theatres, cinema halls and other buildings and works convenient for the purposes thereof and to manage, maintain and carry on such theatres and other buildings, when so erected on.
96. To carry on in India or abroad the business of exploration, extraction, development, production, manufacture, refining, processing, converting, formulation, treating, pumping, drawing, purifying, distilling, smelting reducing, modifying, blending, holding, using, buying, dealing, acquiring, storing, packaging, selling, marketing, transporting, distributing, importing, exporting, acting as agents/ dealers of all kinds of crude oil, LPG, kerosene, LNG, compressed hydrocarbons, mineral oils, lubricating oils, products or their by-products which may be derived, produced, prepared, developed, , compounded, made or manufacturing there from and substances obtained by mixing any of the foregoing with other substances and all other residual products resulting from the manufacture and treatment of oil.



97. To carry on business as merchants, traders, commission agents, buying and selling agents, brokers, adatis, importers, buyers, sellers, exporters, dealers and to import, export, buy, sell, barter, exchange, or otherwise trade and deal in goods, produce, articles and merchandise of any kind whatsoever in India or any where in the world.
98. To do, act, perform, undertake, pursue, practice, achieve or carry on in India or abroad the business, vocation or calling of detectives, guards, security agents, investigators, examiners, explorers, inspectors in the industrial, business, trade, management, legal, social or any other area or field and to provide security, body guard services, detective services or consultancy to ascertain, vigil, catch, disclose, identify, notice, observe, recognize, scent, cross examine, gri II, inquire, interrogate, probe, explore, sift, canvass any matter, question, subject, or activity and to manufacture, produce, assemble, dismantle, design, develop, equip, fabricate, modify, mould, machine, repair, service and to act as agent, broker, stockists, distributor, licensor, importer, exporter, buyer, seller, supplier, vendor or otherwise to deal in all shapes, sizes, varieties, capacities, descriptions, specifications and facilities or revolvers, pistols, artillery weapons, guns, machine guns, stenguns, rifles, linethrowing guns, bullets and other similar weapons used for detective, security services, body guard services or consultancy.
99. To plan, establish, develop, provide, operate, maintain, distribute, all types of Telecommunication Services including Pager System, Telephone, Cellular Device, Telex, Wireless, Data Communication, Telematic and other forms of communications and to provide service Telecommunication facilities of all types in the field of local network services, long distance transmission system and overseas communication systems as per standards and norms of services in the local, overseas, space and long distance communication.
100. To undertake, carry on and transact in any manner whatsoever, whether in India or abroad throughout the world all or any kinds of assurance, insurance, indemnity or guarantee business (including engaging in retrocession and for the purposes of the clauses mentioned herein, general insurance shall have the meaning assigned to it in the Insurance Act, 1938 as amended from time to time) of all kinds, classes, nature and description whether of a kind now known or hereafter devised including Fire, Marine, Accident, Aviation, Transit, Motor Vehicles, Engineering, Health and Miscellaneous and insurance covering any liability under any law, convention or agreement and to grant any contract of guarantee or indemnity against any kind of loss or damage to property or person occasion in any manner whatsoever and against any other kind of risk or liability whether direct or indirect arising from happening of any event or the fulfillment or non fulfillment of any contract, obligation or undertaking whatsoever upon such terms as to security or otherwise as the company may decide .
101. To carry on the business of life insurance (including engaging in reinsurance and for the purposes of the clauses mentioned herein, life insurance shall have the meaning assigned to it in the Insurance Act, 1938 as amended from time to time) or effect assurances on lives either jointly or severally or on survivorship and endowments for infants or other persons and in particular to grant or effect insurances of all kinds for payment of money by way of a single payment, or by several payments, or by way of immediate or deferred annuities or otherwise, to the insured person, or his legal heirs or to such person who has been nominated by the insured to receive monies, upon the happening of all or any of the events causing loss or damage to human life or human body including natural death or otherwise, accident, disablement partial or permanent or failure of an issue of or the attainment of a given age by any person or persons, or the expiration of any fixed or ascertainable period, or the occurrence of any contingency or event which would or might be taken to affect the interest, whether in possession, vested, contingent, expectant, prospective or otherwise, of any person or persons in any property. or the loss or recovery of contractual or testamentary capacity in any person or persons, and any contract which is subject to payment of premiums for a term dependent on human life or not.
102. And to grant purchase and sell annuities either for lives or otherwise; to receive investments of money for the provision of sinking funds or otherwise; to effect assurances with other companies;

to grant or effect assurances against loss or damage whether arising from accidents or otherwise and generally to grant or effect all such other assurances whether connected with life or not and to all such assurance business as may be legally granted, effected or transacted, to sell and to purchase reversionary interests, capital payable on the expiration of a definite period or otherwise and interests depending on contingencies unconnected with life; to undertake and execute any trusts or other fiduciary offices the undertaking whereof may seem desirable, either gratuitously or otherwise, and to enter into and carry into effect contracts for amalgamating with or purchasing or taking over the whole or any part of the business of another assurance or Company or for undertaking paying and performing all or any of the assurances, annuities and engagements of another or Company; and to transact financial business of all kinds.

103. To undertake, carry on and transact in any manner whatsoever, whether in India or abroad throughout the world the business of re-insurance of all kinds, classes, nature and description whether as now known or hereinafter devised and to effect re-insurance and guarantees in connection with any of the classes of assurance or insurance of any class of contract which the Company is authorised to carry on or enter into and to undertake, carry on or grant, sell, purchase, transact, or otherwise acquire of all kinds of annuities, sureties, capital redemption and annuity certain business or investment business associated with assurance business or not in any manner whatsoever, whether in India or abroad throughout the world and to carry on the business of granting and issuing of all kinds of policies and contracts of assurance, insurance, guarantee and Indelibility..
104. To re-assure or re-insure all or any of the risks of the Company, and to undertake any risk in the scope of the business of the Company by way of reinsurance or re-insurance or otherwise directly or indirectly, of risks and contracts undertaken by other companies, firms or persons
105. To manufacture, sell, purchase, export, imports and deal in drugs, pharmaceuticals, vaccines, fine chemicals, enymes, personal hygiene and public health products
106. To carry on in India and/or abroad the business of processing, converting, refining, producing, manufacturing, formulating, fermentation, distillation, using, buying, acquiring, importing, storing, packaging, supplying, selling, transporting, distribution, exporting, dealing and disposing all kinds of chemicals, chemical compounds, petroleum products, gases reformat, distillate fractions, all petrochemicals, building block, derivatives, polymers, elastomers, resins, copolymer, polymer processing chemicals, rubber, synthetic fibres, solvents, essences, flavours perfumery materials, detergents, pesticides, micronutrients, refrigerants, catalysts and intermediates of all types, grades, formulations and in all forms whether liquid, solid or gaseous, including products of any nature and kind whatsoever including by-products, derivatives and mixtures thereof.
107. To carry on the business of transportation of goods by sea, road and air.
108. To apply for membership on any recognized Stock Exchanges and pay any membership fees for carrying on brokerage and sub-brokerage business and to appoint sub-brokers, agents, canvassers and other people who may procure business or otherwise directly connected with any Stock Exchange in India or abroad.
109. To carry on the business of sizers, texturisers, spinners, weavers, manufacturers, twistors of various kinds of yarns silk, artificial silk, rayon, nylon, stretchlon, manmade, synthetic fibers, staple fibers, wood and fibrous materials and the business of manufacturing, texturising, spinning, weaving, combing, ginning, pressing, twisting, doubling, dyeing, bleaching, colouring, mercerizing, printing, scouring, finishing, packing, baling and selling cloth of all types, linen and fabrics of all types, whether knitted or looped and of importing, exporting, buying, selling and/or dealing in silk, art silk, rayon, nylon, stretchlon, man-made synthetic fibers, staple fibers, wool, hemp and other fibrous materials, cloth, linen, rayon and to buy sell, import/export act as agents and/or to deal in finished fabrics/grey fabrics made of cotton/blended worsted/synthetic, cotton/blended/worsted polyester filament yarn or partially oriented yarn and other kinds of yarn

and generally to carry on the business of processors, of linen, flax, hemp, silk, artificial silk, rayon, man-made synthetic fibers, staple fibres, wool and cloth merchants, cleaners, combers, spinners, weavers, bleachers, dyers, printers, sizers, importers, exporters, materials and to transact all and preparing process and to give any special treatment to any of the referred materials at any stage of production such as texturising, dying, twisting, crimping on own materials.

110. To purchase, take on lease or otherwise acquire any mining rights, mines and lands in India or abroad and to pump, refine, raise, dig and quarry all natural resources including oil, gas, petroleum, gold, silver, diamonds, precious stones, coal, earth, limestone, iron, aluminium, titanium, vanadium, mica, apalite, chrome, copper, gypsum, lead, manganese, molybdenum, nickel, platinum, uranium, rutile, sulphur, tin, zinc, zircon, bauxite and tungsten and other ores and minerals and believed to contain metallic, or mineral, saline or chemical substances, kisselghur, french chalk, china clay, bentonite and other clays, boryles, calcite and such other filler materials, earths or other ingredients including coal, lignites, rock phosphate, brimstone, brine, rare earths which may seem suitable or useful or for any of the Company's objects and any interest therein and to explore, work, exercise, develop and turn to account the same and to carry on business as producers, buyers, and acquire, obtain, refine, cut, polish, prepare, melt, import, export or otherwise deal in gold, silver, bullion, jewellery, diamonds, precious stones, artificial man made jewellery, gems and novelties
111. To carry on the business of Investment Company and to invest in and acquire, hold or otherwise deal in any shares, stocks, debentures, debenture stock, bonds obligations and securities issued or guaranteed by any company constituted or carrying on the business in India or abroad and debentures, debenture-stock, bonds, obligations and securities, issued or guaranteed by any Government, State, Dominion sovereign, Ruler, Commissioner, Public body or authority, Supreme, Municipal, Local or otherwise, whether in India or abroad, and to invest funds in Post Office Savings Accounts, Unit Trust of India and other Corporations, whether privately owned or owned jointly and to carry on and undertake the business of finance, Investment and hire-purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plant and machinery and equipment and to assist in financing of all and every kind and description of hire- purchase or deferred payment or similar transactions and to subsidize, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including lands and buildings, plant and machinery, equipments, ships, aircrafts, automobiles, computers, and all consumer, commercial, medical and industrial items and to lease or otherwise deal with them including resale thereof, regardless of whether the property purchased and leased is new and/or used and from India or from any part of the world.
112. To own, purchase, charter, hire or otherwise acquire, sell exchange, let or otherwise deal with, operate, trade in or with steam and other ships, aircrafts, boats, tugs, vessels, trawlers, drifters, other transports and conveyances propelled or worked or capable of being propelled or worked by steam, electricity, petrol, oil gas or any other motive power or power producing substance, with all equipments and furniture, build steam of other ships, and vessels and to employ the same in the carriage or conveyance by land or sea in or between any place or places or port or ports or any seas, rivers, canals, or abroad, of passengers, mails, troops, munitions of war, livestock, corn and other produce and of treasure and merchandise and food articles and goods, and things between such ports and places in any part of the world, as may seem expedient, and to establish, maintain and work lines of steam and other ships air services and lines of aerial communications between ports and other transports and conveyances between and ports, countries or places which may seem to the Company from time to time expedient and to acquire any postal and other subsidies
113. To carry on the business of ship-owners, shipbuilders, ship brokers, shipping agents, ship managers, ship charterers, barge owners, dock owners, stevedores, warehousemen, wharfiner, saslvors, marine consultants, crew recruitments ship delivers, ship repairers, loading brokers,

freight contractors, haulage and general contractors, marine engineers, surveyors or any other work connected with the shipping business.

114. To carry on in India the business of advertising agents, consultants and contractors, new-agents, newspapers cutting agents, bill posters, commission agents, promoters or organizers of or agents for advertisement or publicity scheme or methods, newspapers proprietors, newspapers reports, printers, publishers and sellers of newspapers, journals, periodicals, magazines, books and all kinds of literary, artistic, musical, scientific, commercial and other publications in English or Indian vernaculars or any foreign language and of general printers, engravers, lithographers, stereotype, electrotypes, photographers, photo teachers, photographic printers, designers, draughtsmen and type foundries and to carry on business of collecting, editing, summarising, amplifying and disseminating international trade and commercial information for the private use of clients, subscribers, associates or others for general or restricted publication in any language any in any medium and to undertake or co-operate in market research and other marketing assignment or activities.
115. To carry on the business of undertaking turnkey projects and works contracts for the construction of industrial units and installation of plant, machinery and equipment.
116. To carry on the business as capitalists, financiers, to give short term/long term loans with or without security and interest to invest and deal with monies and funds belonging or entrusted to the company for the purpose of executing all or any of the objects of the Company.
117. To carry on business as manufacturers and suppliers and dealers in, tassels, robe, dress and mantle, gold lace, lace braids, cords, embroiders, furs, ribbons, fans, perfumes, and flowers, buttons, thread, ornaments, fringers, chalk, pattern, cards, springs, sewing machines, squares, measures, lingerie and trimmings of every kind and fittings, equipment and requisites of all kinds.
118. To manufacture, export, import, buy, sell or otherwise deal in jams, jellies, marmalades, canned or bottled products, preserved food and fruit products of any kind, biscuits, chocolates, pastries and sweetmeats of all kinds, asavas, avalehas, murambas, pickles, crushes, squashes, or any kinds of edible products made from any material.
119. To carry on the business of hire purchase transactions in connection with the plant and machinery, equipments and other capital assets required by industries.
120. To carry on business of manufacturing, processing, buying, trading or otherwise dealing in plastics, selling plastic products of all kinds and all sorts of plastic materials including thermosetting and thermo-plastic materials and adoption of all processes including blow moulding, injection, extrusion, compression vacuum forming, fabrication coating, brushing, spraying, laminating, dipping, impregnating or any other application by any method whatsoever.
121. To carry on the business of chemists, druggists, dry-salters oil and colourmen, importers and manufacturers of and dealers in pharmaceutical, medicinal, chemical, industrial preparations and articles, compounds, cements, oils, paints, pigments and varnishes, drug, dryware, paint and colour grinders, makers of and dealers in proprietary articles of all kinds and of electrical, chemicals, photographically, surgical and scientific apparatus and materials and to carry on the business to manufacture, synthesize, produce, prepare, extract, process and finish manipulate, improve, treat, preserve, reduce, render merchantable, import, export, buy, sell, install, estimate, transport, reline, store and generally carry on the business or deal or traffic in antibiotics, tannins, chemical auxiliaries, disinfectants, insecticides, fungicide, deodorants, their derivatives, by products and compounds of any nature and kind whatsoever.
122. Either in India or abroad to erect, purchase or lease or otherwise acquire any mills, works, machinery and any other real and personal property appertaining to the goodwill of and any interest in the business of manufacturing any products.

123. To carry on the business as consultants, agents, service providers and to plan, establish, set up, market, develop, provide, promote, use, operate, conduct, procure, maintain, implement, install, create all types of healthcare facilities and products in all fields including health portals providing web based commerce and services in India and abroad, health education and information in any languages, including development of content in various languages, Internet content provider (ICP) to various health portals provide platform for e commerce in drugs, established digital clinics, new and refurbished health care equipments and other health care products and supplies, facilities including genetics, genetic engineering, biotechnology, for herbal medicines and nutrition products to Indian and global markets and to participate, organize, attend chat rooms, panel discussions, Multimedia presentations, expert answers to health related questions from site visitors and to plan, establish, provide, promote, use, operate, conduct, procure, manufacture, maintain, implement, trade , act as agents, distributors, stockists, provide after sale services, create, develop, sell, market, store anywhere in the world all kinds of services and products, medical data, electronic medical records, ERP based on clinical pathways to optimize clinical and financial outcome, products including products in 3D and to implement, consult, supply applications integration, regulatory changes in medical data storage and retrieval chain for hospital equipments, supplies, and drugs and to develop mobile wireless platforms for transmission, provide services for ERP and EAI products for health care facilities and to develop, create and market services and products for, transmission of large volume of medical data over long distances, radiographic and other images and engines, data engines of various configurations, for e commerce in medical products, dealing with creation, storage and retrieval of medical data, supply chain management based on the hospital ERP and provide scan the web services for all kinds of queries and to provide medical consultation to remote locations, Multimedia education, web based education, Home care monitoring, and to do business of outsource developer of software products, educational products for publishers and medical Schools, and also to provide all other value added services, netsevv solutions, integrated solutions and to act as consultant for, establishment and development of software centres and training facilities and infrastructure required for the provision of above services.

IV The liability of the members of the Company is limited.

- <sup>9</sup>V The Authorized Share Capital of the Company is Rs.5000,00,00,000 (Rupees Five Thousand Crore only) divided into 1000,00,00,000 (One Thousand Crore) Equity shares of Rs. 5/- (Rupees Five only) each with the power to the Board of Directors to increase or reduce the capital of the Company and/ or the nominal value of the shares and to divide or subdivide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights, as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors or the Company in General Meeting, as applicable, in conformity with the provisions of the Act and the rules made there under and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and to issue shares of higher or lower denominations in such manner as may for the time being be provided by the Articles of Association of the Company.

Foot Notes:-

Date of Modification	No. of Shares	Total Authorised Capital
Original Share Capital at the time of Incorporation		
	10,000 (Equity Shares)	1,00,000
Subsequent Modifications		
July 21, 2005 <sup>3</sup>	50,000 (Equity Shares)	5,00,000
August 11, 2005 <sup>4</sup>	Sub – division of shares	
December 24, 2005 <sup>5</sup>	130 Crore (Equity Shares)	650 Crore
March 31, 2006 <sup>6</sup>	200 Crore (Equity Shares) 100 Crore (Unclassified shares)	1500 Crore
April 30, 2006 <sup>7</sup>	300 Crore (Equity Shares)	1500 Crore
September 04, 2012 <sup>9</sup>	500 Crore (Equity Shares)	2500 Crore
September 26, 2017 <sup>10</sup>	1000 Crore (Equity Shares)	5000 Crore

<sup>3</sup> Inserted vide Resolution passed at the Extra-ordinary General Meeting held on 21<sup>st</sup> July 2005.

<sup>4</sup> The face of value of each share was sub divided from Rs. 10/- each to Rs. 5/- each pursuant resolution passed at the Extra-ordinary General Meeting held on 11<sup>th</sup> August 2005.

<sup>5</sup> Inserted vide resolution passed at the Extra – Ordinary Meeting held on 24<sup>th</sup> December 2005.

<sup>6</sup> Inserted vide resolution passed through Postal Ballot, the outcome of the results thereto was declared on 31<sup>st</sup> March 2006

<sup>7</sup> Inserted vide resolution passed at the Board Meeting held on 30<sup>th</sup> April 2006 for reclassification of 100 Crore Unclassified Shares into Equity Shares

<sup>9</sup> Inserted vide Resolution passed at the Annual General Meeting held on 4<sup>th</sup> September 2012 for Increase in Authorised Share Capital

<sup>10</sup> Inserted vide Resolution passed at the Annual General Meeting held on 26<sup>th</sup> September 2017 for Increase in Authorised Share Capital

<sup>8</sup>VI The Company hereby acknowledges that it shall comply with the provisions of the licences granted / transferred by the Department of Telecommunications, Government of India, or any other Competent Authority including the Unified Access Services Licence (UASL) / National Long Distance Service Licence (NLD) / International Long Distance Service Licence (ILD) or such other Licence Agreements (including any amendment or substitution thereof) ("License Agreement").

Explanation: The above clause shall take effect from such date as may be decided by the Board of Directors of the Company and shall cease to be in effect and be deemed to stand cancelled and deleted upon a decision or ruling by the Government of India or any other competent authority to the effect that incorporating the above article in the Articles of Association of the Company would not be a mandatory requirement.'

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<sup>8</sup> Inserted vide special resolution passed through Postal Ballot, the outcome of the same was declared on 08<sup>th</sup> January 2007. The members have delegated powers to Board of Directors for implementation of the same. The said amendment was also approved by the Board of Directors at their meeting held on 10<sup>th</sup> January 2007.

We, the several persons whose names, addresses and descriptions 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 to our respective names:

Sr. No.	address, description and occupation of each Subscriber	Number of Equity Shares taken by each subscriber	Signature of Subscriber	Signature of witness and his name, address, description and occupation
1.	Reliance Energy Investments Private Limited Reliance Energy Centre Santa Cruz (East) Mumbai 400 055 (Signed by Shri Hasit Shukla, Authorised Signatory)	2500	Sd/-	Witness to Subscriber No.1 to 5 Shri Abhay Pandit s/o Sashimohan Pandit Reliance Energy Centre Santa Cruz (East) Mumbai 400 055 Occupation: Service
2.	Reliance Energy Management Services Private Limited Reliance Energy Centre Santa Cruz (East) Mumbai 400 055 (Signed by Shri Hasit Shukla, Authorised Signatory)	2,500	Sd/-	
3.	BSES Trading Private Limited Reliance Energy Centre Santa Cruz (East) Mumbai 400 055 (Signed by Shri Hasit Shukla, Authorised Signatory)	2,500	Sd/-	
4.	Powersurfer Interactive (India) Private Limited Reliance Energy Centre Santa Cruz (East) Mumbai 400 055 (Signed by Shri Hasit Shukla, Authorised Signatory)	2,490	Sd/-	
5.	Shri Vinayak V Joshi Reliance Energy Centre Santa Cruz (East) Mumbai 400 055	10	Sd/-	
	<b>Total</b>	10000		

Date : 13<sup>th</sup> July 2004  
Place : Mumbai



THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES  
(Incorporated under the Companies Act, 1956)

**ARTICLES OF ASSOCIATION  
OF  
RELIANCE COMMUNICATIONS LIMITED**

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at Annual General Meeting held on 26<sup>th</sup> September, 2017 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

**TABLE 'F' EXCLUDED**

The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act. Table 'F' not to apply

The regulations for the management of the Company and for the observance by the members thereto and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles. Company to be governed by these Articles

**Interpretation**

1. (1) In these Articles —
- |     |  |  |
|-----|--|--|
| (a) | <b>"Act"</b> means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and to any previous company law, so far as may be applicable. | <b>"Act"</b>                           |
| (b) | <b>"ADA"</b> means Shri Anil D Ambani, son of late Shri Dhirubhai H. Ambani.   | <b>"ADA"</b>                           |
| (c) | <b>"Affiliate"</b> means in relation to any person, any other person directly or indirectly Controlled by, or Controlling of, or under common Control with, that person and, in the case of a trust, any trustee or beneficiary (actual or potential) of that trust.   | <b>"Affiliate"</b>                     |
| (d) | <b>"Articles"</b> means these articles of association of the Company or as altered from time to time.  | <b>"Articles"</b>                      |
| (e) | <b>"Board of Directors" or "Board"</b> , means the collective body of the directors of the Company.  | <b>"Board of Directors" or "Board"</b> |

Certain articles were amended vide special resolution passed in the Annual General Meeting of the Company held on 18<sup>th</sup> September, 2018.

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|-----|---|--|
| (f) | <b>“Chairman”</b> means Shri Anil D Ambani, or such person as is nominated or appointed in accordance with these Articles.  | <b>“Chairman”</b>  |
| (g) | <b>“Company”</b> means Reliance Communications Limited.   | <b>“Company”</b>   |
| (h) | <b>“Reliance Group”</b> means ADA and his Affiliates and the term “Reliance Group Members” shall mean any one of them.  | <b>“Reliance Group”</b>  |
| (i) | <b>“Rules”</b> means the applicable rules for the time being in force as prescribed under relevant sections of the Act.   | <b>“Rules”</b>   |
| (j) | <b>“seal”</b> means the common seal of the Company.   | <b>“Seal”</b>  |
| (2) | Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender. | <b>“Number” and “Gender”</b>                                       |
| (3) | Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be.                   | Expressions in the Articles to bear the same meaning as in the Act |

### **Share capital and variation of rights**

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| 2. | Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions, either at a premium or at par and at such time as they may from time to time think fit.   | Shares under control of Board                      |
| 3. | Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be. | Directors may allot shares otherwise than for cash |
| 4. | The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws:   | Kinds of Share Capital                             |
|    | (a) Equity share capital:<br>(i) with voting rights; and / or<br>(ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and   |  |
|    | (b) Preference share capital   |  |
| 5. | (1) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue applicable law may provide -   | Issue of certificate                               |
|    | (a) one certificate for all his shares without payment of any charges; or  |  |

	(b)	several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.	
	(2)	Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.	Certificate to bear seal
	(3)	In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.	One certificate for shares held jointly
6.		A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised state with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share. For the purposes of these Articles, the term "Depository" shall carry the meaning assigned to the term by the Depositories Act, 1996 or any subsequent amendment(s) thereto.	Option to receive share certificate or hold shares with depository
7.		If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board.	Issue of new certificate in place of one defaced, lost or destroyed
8.		The provisions of the foregoing Articles relating to issue of certificates shall <i>mutatis mutandis</i> apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.	Provisions as to Issue of certificates to apply <i>mutatis mutandis</i> to debentures, etc.
9.	(1)	The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the Rules.	Power to pay commission in connection with securities issued
	(2)	The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules.	Rate of commission in accordance with Rules
	(3)	The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.	Mode of payment of commission
10	(1)	If at any time the share capital is divided into different classes of	Variation of

members' rights

- Provisions as to  
general meetings  
to apply *mutatis  
mutandis* to each  
meeting

## Proxy

- Member may  
vote in person or  
otherwise

the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.

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| 15. | An instrument appointing a proxy shall be in the form as prescribed in the Rules.   | Form of proxy  |
| 16. | <p>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:</p> <p>Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.</p> | Proxy to be valid notwithstanding death of the principal |

#### Transfer of shares

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| 17. | <p>(1) The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee.</p> <p>(2) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.</p>  | Instrument of transfer to be executed by transferor and transferee |
| 18. | <p>The Board may, subject to the right of appeal conferred by the Act decline to register -</p> <p>(a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or</p> <p>(b) any transfer of shares on which the Company has a lien.</p>  | Board may refuse to register transfer                              |
| 19. | <p>In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless -</p> <p>(a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;</p> <p>(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and</p> <p>(c) the instrument of transfer is in respect of only one class of shares.</p> | Board may decline to recognise instrument of transfer              |
| 20. | <p>On giving previous notice in accordance with the Act and Rules made thereunder or other provisions of law, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:</p> <p>Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty five days in</p>   | Transfer of shares when suspended                                  |

the aggregate in any year, unless permissible under the applicable provisions of law.

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| 21. | The provisions of these Articles relating to transfer of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company. | Provisions as to transfer of shares to apply <i>mutatis mutandis</i> to Debentures, etc. |
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#### Transmission of shares

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| 22. | (1) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.   | Title to shares on death of a member      |
|     | (2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.  | Estate of deceased member liable          |
| 23. | (1) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either -   | Transmission Clause                       |
|     | (a) to be registered himself as holder of the share; or  |   |
|     | (b) to make such transfer of the share as the deceased or insolvent member could have made.  |   |
|     | (2) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.  | Board's right unaffected                  |
|     | (3) The Company shall be fully indemnified by such person from all liability, if any, arising out of actions taken by the Board to give effect to such registration or transfer.   | Indemnity to the Company                  |
| 24. | (1) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.   | Right to election of holder of share      |
|     | (2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.   | Manner of testifying election             |
|     | (3) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member. | Limitations applicable to notice          |
| 25. | A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before  | Claimant to be entitled to same advantage |

being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:

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

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| 26. | The provisions of these Articles relating to transmission by operation of law shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company. | Provisions as to transmission to apply <i>mutatis mutandis</i> to debentures, etc. |
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#### Calls on shares

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| 27. | (1) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.           | Board may make calls                         |
|     | (2) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.  | Notice of call                               |
|     | (3) The Board may, from time to time, at its discretion, extend the time fixed for the payment of any call in respect of one or more members as the Board may deem appropriate in any circumstances.   | Board may extend time for payment            |
|     | (4) A call may be revoked or postponed at the discretion of the Board.   | Revocation or postponement of call           |
| 28. | A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments.  | Call to take effect from date of resolution  |
| 29. | The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.  | Liability of joint holders of shares         |
| 30. | (1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board. | When interest on call or installment payable |
|     | (2) The Board shall be at liberty to waive payment of any such interest wholly or in part.   | Board may waive interest                     |
| 31. | (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 Articles, be deemed to be a call duly made                         | Sums deemed to be calls                      |

and payable on the date on which by the terms of issue such sum becomes payable.

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| (2) | In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.  | Effect of nonpayment of sums  |
| 32. | <p>The Board -</p> <p>(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and</p> <p>(b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him.</p> | Payment in anticipation of calls may carry interest                         |
| 33. | If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by installments, then every such installment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or the legal representative of a deceased registered holder.  | Installments on shares to be duly paid                                      |
| 34. | <p>All calls shall be made on a uniform basis on all shares falling under the same class.</p> <p><b>Explanation:</b> Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.</p>   | Calls on shares of same class to be on uniform basis                        |
| 35. | Neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided.  | Partial payment not to preclude forfeiture                                  |
| 36. | The provisions of these Articles relating to calls shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.  | Provisions as to calls to apply <i>mutatis mutandis</i> to debentures, etc. |

#### Alteration of capital

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|-----|---|------------------------------|
| 37. | Subject to the provisions of the Act, the Company may, by ordinary resolution -                                   | Power to alter share capital |
|     | (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;      |                              |
|     | (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares: |                              |



- (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (e) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

38. Where shares are converted into stock: Shares may be converted into stock

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose;

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage; Right of stockholders
- (c) such of these Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/"member" shall include "stock" and "stock-holder" respectively.

39. The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, — Reduction of capital

- (a) its share capital; and/or
- (b) any capital redemption reserve account; and/or
- (c) any securities premium account; and/or
- (d) any other reserve in the nature of share capital.

#### **Capitalisation of profits**

40. (1) The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve — Capitalisation

- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve

accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

- (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) below, either in or towards : Sum how applied

- (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (b) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (c) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).

- (3) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;

- (4) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.

41.

- (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall - Powers of the Board for capitalisation

- (a) make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and
- (b) generally do all acts and things required to give effect thereto.

- (2) The Board shall have power— Board's power to issue fractional certificate/coupon etc.

- (a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and
- (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining

unpaid on their existing shares.

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| (3) | Any agreement made under such authority shall be effective and binding on such members. | Agreement binding on members |
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### **General meetings**

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| 42. | All general meetings other than annual general meeting shall be called extraordinary general meeting. |
| 43. | The Board may, whenever it thinks fit, call an extraordinary general meeting.                         |

### **Proceedings at general meetings**

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| 44. | (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.  | Presence of Quorum  |
|     | (2) | No business shall be discussed or transacted at any general meeting except election of Chairman whilst the chair is vacant.  | Business confined to election of Chairman whilst chair vacant |
|     | (3) | The quorum for a general meeting shall be as provided in the Act.  | Quorum for general meeting                                    |
| 45. |     | The Chairman of the Board shall preside as the Chairman at every general meeting of the Company. In absence of the Chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as Chairman of the meeting, the Vice-Chairman of the Board, shall preside as Chairman of the meeting.                   | Chairman of the General meetings                              |
| 46. |     | If there is no Chairman or Vice Chairman, or none of them are present within fifteen minutes after the time appointed for holding the meeting, or are unwilling to act as Chairman of the meeting, the directors present shall elect one of their number to be the Chairman of the meeting.  | Directors to elect a Chairman                                 |
| 47. |     | If at any meeting no Director is willing to act as Chairman or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be the Chairman of the meeting. No business shall be discussed at any General Meeting except the election of a Chairman while the chair is vacant. | Members to elect a Chairman                                   |
| 48. | (1) | On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairman shall have a second or casting vote.  | Casting vote of Chairman at general meeting                   |
|     | (2) | 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 in the sole judge of the validity of every vote tendered at such poll.   | Chairman to judge validity of votes                           |
|     | (3) | The Members shall exercise their voting rights to ensure that the Act and/or these Articles are implemented and acted upon by the  | Exercise of Voting Rights by                                  |

		Members, and by the Company and to prevent the taking of any action by the Company or by any Member, which is contrary to or with a view or intention to evade or defeat the terms as contained in these Articles.	Members
49.	(1)	The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within the prescribed time of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered.	Minutes of proceedings of meetings and resolutions passed by postal ballot
	(2)	There shall not be included in the minutes any matter which, in the opinion of the Chairman of the meeting -	Certain matters not to be included in Minutes
	(a)	is, or could reasonably be regarded, as defamatory of any person; or	
	(b)	is irrelevant or immaterial to the proceedings; or	
	(c)	is detrimental to the interests of the Company.	
	(3)	The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.	Discretion of Chairman in relation to Minutes
	(4)	The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.	Minutes to be evidence
50.	(1)	The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot shall:	Inspection of minute books of general meeting
	(a)	be kept at the registered office of the Company; and	
	(b)	be open to inspection of any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.	
	(2)	Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (1) above	Members may obtain copy of minutes
51.		The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision.	Powers to arrange security at meetings

### Adjournment of meeting

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| 52. | (1) | The Chairman may, <i>suo motu</i> , adjourn the meeting from time to time and from place to place.  | Chairman may adjourn the meeting         |
|     | (2) | No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.                          | Business at adjourned meeting            |
|     | (3) | When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.                                      | Notice of adjourned meeting              |
|     | (4) | Save as aforesaid, and save as provided in the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. | Notice of adjourned meeting not required |

### Voting rights

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| 53. |     | Subject to any rights or restrictions for the time being attached to any class or classes of shares -   |   |
|     | (a) | on a show of hands, every member present in person shall have one vote; and   |   |
|     | (b) | on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.   |   |
| 54. |     | A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once.  | Voting through electronic means                                   |
| 55. | (1) | In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.   | Vote of joint holders   |
|     | (2) | For this purpose, seniority shall be determined by the order in which the names stand in the register of members.   | Seniority of names  |
| 56. |     | A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.  | How members <i>non compos mentis</i> and minor may vote           |
| 57. |     | Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof. | Votes in respect of shares of deceased or insolvent members, etc. |
| 58. |     | Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.   | Business may proceed pending                                      |

poll

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| 59. | No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid or in regard to which the Company has exercised any right of lien.  | Restriction on voting rights                                       |
| 60. | A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article. | Restriction on exercise of voting rights in other cases to be void |
| 61. | Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.   | Equal rights of members  |

### Board of Directors

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| 62. | Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 15 (fifteen).  | Board of Directors   |
| 63. | The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.   | Directors not liable to retire by rotation   |
| 64. | <div style="margin-left: 20px;">(1) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.</div> <div style="margin-left: 20px;">(2) The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by a resolution passed by the Members.</div> <div style="margin-left: 20px;">(3) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—<div style="margin-left: 20px;">(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or</div><div style="margin-left: 20px;">(b) in connection with the business of the Company.</div></div> <td style="vertical-align: top;"><div style="margin-left: 20px;">Remuneration of directors</div><div style="margin-left: 20px;">Remuneration to require members' consent</div><div style="margin-left: 20px;">Travelling and other expenses</div></td> | <div style="margin-left: 20px;">Remuneration of directors</div> <div style="margin-left: 20px;">Remuneration to require members' consent</div> <div style="margin-left: 20px;">Travelling and other expenses</div> |
| 65. | All cheques, promissory notes, drafts, <i>hundis</i> , bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.  | Execution of negotiable instruments  |
| 66. | <div style="margin-left: 20px;">(1) Subject to the provisions of the Act, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Articles.</div>   | Appointment of additional directors  |

	(2)	Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.	Duration of office of additional director
67.	(1)	The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.	Appointment of alternate director
	(2)	An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.	
	(3)	If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.	Re-appointment provisions applicable to Original Director
	(4)	If it is provided by a Trust Deed or any other document, securing or otherwise, in connection with any issue of Debentures of the Company, that any Person/ Lender or Persons/ Lenders shall have power to nominate a Director of the Company, then in the case of any and every such issue of Debentures, the Person/ Lender or Persons/ Lenders having such power may exercise such power from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to a Debenture Director. A Debenture Director may be removed from office at any time by the Person/ Lender or Persons/ Lenders in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place.	Debenture Directors
	(5)	Any deed for securing loans by the Company from financial corporations may be so arranged to provide for the appointment from time to time by the lending financial corporation of some person or persons to be a director or directors of the Company and may empower such lending financial corporation from time to time to remove and re-appoint any Director so appointed. A Director appointed under this Article is herein referred as "Nominee Director" and the term "Nominee Director" means any director for time being in office under this Article. The deed aforesaid may contain ancillary provisions as may be arranged between the Company and the lending corporation and all such provisions shall have effect notwithstanding any of the other provisions herein contained.	Nominee Director
68.	(1)	If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.	Appointment of director to fill a casual vacancy

#### **Powers of Board**

69.		The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the	General powers of the Company vested in Board
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memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

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| 70                          | All the Directors shall exercise their voting rights to ensure that these Articles are implemented and acted upon by them to prevent the taking of any action by the Company or by any Member, which is contrary to or with a view or intention to evade or defeat the terms as contained in these Articles.  | Exercise of Voting Rights by Directors                                 |
| <b>Forfeiture of shares</b> |   |  |
| 71.                         | If a member fails to pay any call, or installment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid or a judgment or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or installment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment. | If call or installment not paid notice must be given                   |
| 72.                         | <p>The notice aforesaid shall:</p> <p>(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and</p> <p>(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.</p>   | Form of notice   |
| 73.                         | 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.  | In default of payment of shares to be forfeited                        |
| 74.                         | Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually paid before the forfeiture.  | Receipt of part amount or grant of indulgence not to affect forfeiture |
| 75.                         | When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the  | Entry of forfeiture in register of members                             |



register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid.

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| 76. |     | The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share.   | Effect of forfeiture  |
| 77. | (1) | A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit.  | Forfeited shares may be sold, etc.  |
|     | (2) | At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.  | Cancellation of forfeiture  |
| 78. | (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, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.  | Members still liable to pay money owing at the time of forfeiture         |
|     | (2) | All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part. | Member still liable to pay money owing at time of forfeiture and interest |
|     | (3) | The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.  | Ceasure of liability  |
| 79. | (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;   | Certificate of forfeiture   |
|     | (2) | The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;   | Title of purchaser and transferee of forfeited shares                     |
|     | (3) | The transferee shall thereupon be registered as the holder of the share; and   | Transferee to be registered as holder                                     |
|     | (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 the forfeiture, sale, re-allotment or disposal of the share.  | Transferee not affected   |
| 80. |     | Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary,   | Validity of sales   |

appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person.

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| 81. | Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto. | Cancellation of share certificate in respect of forfeited shares                           |
| 82. | The Board may, subject to the provisions of the Act, accept a surrender of any share certificates from or by any member desirous of surrendering them on such terms as they think fit.   | Surrender of share certificates  |
| 83. | The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.   | Sums deemed to be calls  |
| 84. | The provisions of these Articles relating to forfeiture of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company.   | Provisions as to forfeiture of shares to apply <i>mutatis mutandis</i> to debentures, etc. |

#### Lien

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| 85. | <p>(1) The Company shall have a first and paramount lien -</p> <p>(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and</p> <p>(b) on all shares (not being fully paid shares) standing registered in the name of a member, for all monies presently payable by him or his estate to the Company:</p> <p>Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.</p> | Company's lien on shares               |
|     | <p>(2) The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.</p>  | Lien to extend to dividends, etc.      |
|     | <p>(3) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.</p>   | Waiver of lien in case of registration |
| 86. | The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:  | As to enforcing lien by sale           |

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
  - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or to the person entitled thereto by reason of his death or insolvency or otherwise.
87. (1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. Validity of sale
- (2) The purchaser shall be registered as the holder of the shares comprised in any such transfer. Purchaser to be registered holder
- (3) The receipt of the Company for the consideration (if any) given for the share on the sale thereof shall (subject, if necessary, to execution of an instrument of transfer or a transfer by relevant system, as the case may be) constitute a good title to the share and the purchaser shall be registered as the holder of the share. Validity of Company's receipt
- (4) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings with reference to the sale. Purchaser not affected
88. (1) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. Application of proceeds of sale
- (2) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale. Payment of residual money
89. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim. Outsider's lien not to affect Company's lien
90. The provisions of these Articles relating to lien shall *mutatis mutandis* apply to any other securities including debentures of the Company. Provisions as to lien to apply *mutatis mutandis* to debentures, etc.

#### Joint Holders

91. Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles: Joint-holders

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| (a) | The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or installments and other payments which ought to be made in respect of such share.   | Liability of Joint holders   |
| (b) | On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.   | Death of one or more joint-holders   |
| (c) | Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such share.   | Receipt of one sufficient  |
| (d) | Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed to be service on all the joint-holders.  | Delivery of certificate and giving of notice to first named holder                               |
| (e) | <p>i. Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.</p> <p>ii. Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.</p> | <p>Vote of joint holders</p> <p>Executors or administrators as joint holders</p>                 |
| (f) | The provisions of these Articles relating to joint holders of shares shall <i>mutatis mutandis</i> apply to any other securities including debentures of the Company registered in joint names.   | Provisions as to joint holders as to shares to apply <i>mutatis mutandis</i> to debentures, etc. |

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#### **Buy-back of shares**

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

Buy-back of shares

#### **Promoters**

93.

Notwithstanding anything contained in these Articles, so long as Reliance Group remains the largest shareholder of the Company:

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| (1) | Reliance Group shall be the promoter of the Company as defined under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 or any other statute, rules, regulations, guidelines or provisions of law (including any amendments, modifications or re-enactment | Promoters of the Company |
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thereof, for the time being in force) and shall exercise control over the Company, as defined under any such law.

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| (2) | ADA shall be and shall continue as the non-retiring Chairman of the Board so long as he is willing to be a Director and Chairman of the Company and shall not be liable to retire by rotation. In the event of ADA being unable or unwilling to act as the Chairman, he will have the right to nominate any other person as Director and Chairman of the Board. The Chairman shall preside at all meetings of the Board and the General Meetings of the Company. The Chairman shall have a casting vote in the event of a tie. | Chairman of the Board of Directors |
| (3) | In absence of ADA or any other director appointed or nominated by ADA as the Chairman, or in the event of their being unwilling to act as the Chairman at any meeting of the Board, the Directors present at the Board meeting shall designate one among themselves to preside at such meeting as Chairman.  | Directors to elect a Chairman      |

#### Proceedings of the Board

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| 94. | (1) | The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.  | When meeting to be convened                          |
|     | (2) | The Chairman or any one Director with the previous consent of the Chairman may, or the company secretary on the direction of the Chairman shall, at any time, summon a meeting of the Board.   | Who may summon Board meeting                         |
|     | (3) | The quorum for a Board meeting shall be as provided in the Act.  | Quorum for Board meetings                            |
|     | (4) | The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.  | Participation at Board meetings                      |
| 95. | (1) | Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.  | Questions at Board meeting how decided               |
|     | (2) | In case of an equality of votes, the Chairman of the Board if any shall have a second or casting vote.   | Casting vote of Chairman at Board meeting            |
| 96. |     | The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose. | Directors not to act when number falls below minimum |
| 97. | (1) | The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit or to any officer of the Company.  | Delegation of powers                                 |
|     | (2) | Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it  | Committee to conform to Board                        |

		by the Board.	regulations
	(3)	The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.	Participation at Committee meetings
98.	(1)	A Committee may elect a Chairman of its meetings unless the Board, while constituting a Committee, has appointed a Chairman of such Committee.	Chairman of Committee
	(2)	If no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairman of the meeting.	Who to preside at meetings of Committee
99.	(1)	A Committee may meet and adjourn as it thinks fit.	Committee to meet
	(2)	Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present.	Questions at Committee meeting how decided
	(3)	In case of an equality of votes, the Chairman of the Committee shall have a second or casting vote.	Casting vote of Chairman at Committee meeting
100.		All acts done in any meeting of the Board or of a Committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.	Acts of Board or Committee valid notwithstanding defect of appointment
101.		Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a meeting of the Board or Committee, shall be valid and effective as if it had been passed at a meeting of the Board or Committee, duly convened and held.	Passing of resolution by circulation
<b>Chief Executive Officer, Manager, Company Secretary and Chief Financial Officer</b>			
102.	(a)	Subject to the provisions of the Act,—  A chief executive officer, manager, company secretary and chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary and chief financial officer so appointed may be removed by means of a resolution of the Board; the Board may appoint one or more chief executive officers for its multiple businesses.	Chief Executive Officer, etc.
	(b)	The same individual, at the same time, may be appointed as a	Director may be

director as well as the chief executive officer, manager, company secretary, chief financial officer or as any other key managerial person (KMP) of the company. KMP, etc.

### Registers

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|------|-----|--|---------------------|
| 103. |     | The Company shall keep and maintain at its registered office or at such other place as may be decided by the Board, all statutory registers namely, register of charges, register of members, register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act and the Rules. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the Rules. | Statutory registers |
| 104. | (a) | The Company may exercise the powers conferred on it by the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act) make and vary such regulations as it may think fit respecting the keeping of any such register.  | Foreign register    |
|      | (b) | The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof may be required, in the same manner, <i>mutatis mutandis</i> , as is applicable to the register of members.  |                     |

### The Seal

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| 105. | (1) | The Board shall provide for the safe custody of the seal.  | The seal, its custody and use<br>Affixation of seal |
|      | (2) | The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf, and except in the presence of at least one director or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence. |   |

### Dividends and Reserve

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|------|--|--|--|
| 106. |  | The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend. | Company in general meeting may declare dividends |
| 107. |  | Subject to the provisions of the Act, the Board may from time to   | Interim dividends                                |

time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit.

108.	(1)	The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.	Dividends only to be paid out of profits
	(2)	The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.	Carry forward of profits
109	(1)	Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.	Division of profits
	(2)	No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.	Payments in advance
	(3)	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.	Dividends to be apportioned
110.	(1)	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.	No member to receive dividend whilst indebted to the Company and Company's right to reimbursement there from
	(2)	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares.	Retention of dividends
111.	(1)	Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.	Dividend how remitted
	(2)	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.	Instrument of payment



(3)	Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.	Discharge to Company
112.	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.	Receipt of one holder sufficient
113.	No dividend shall bear interest against the Company.	No interest on dividends
114.	The waiver in whole or in part of any bonus shares, other rights or dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board.	Waiver of bonus, Dividends etc.

### **Accounts**

115.	(1)	The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.	Inspection by Directors
	(2)	No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board.	Restriction on inspection by members

### **Winding up**

116.		Subject to the applicable provisions of the Act and the Rules made thereunder -	Winding up of Company
	(a)	If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.	
	(b)	For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.	
	(c)	The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.	

### **Indemnity and Insurance**

117. (a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, chief executive officer, chief financial officer, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, chief executive officer, chief financial officer, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, chief executive officer, chief financial officer, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses. Directors and officers right to indemnity
- (b) Subject as aforesaid, every director, managing director, manager, chief executive officer, chief financial officer, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.
- (c) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably. Insurance

### **General Power**

118. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.

### **COMPLIANCE WITH LICENSE CONDITIONS**

119. The Company hereby acknowledges that it shall comply with the provisions of the licences granted / transferred by the Department of Telecommunications, Government of India, or any other Competent Authority including the Unified Access Services Licence (UASL) / National Long Distance Service Licence (NLD) / International Long Distance Service Licence (ILD) or such other Licence Agreements (including any amendment or substitution thereof) ("Licence Agreement").

Explanation: The above Article is effective from 10th January 2007 and shall cease to be in effect and be deemed to stand cancelled and deleted upon a decision or ruling by the Government of India or any other competent authority to the effect that incorporating the above Article in the Articles of Association of the Company would not be a mandatory requirement.

We, the several persons whose names, addresses are desirous of being formed into a Company in pursuance of these Articles of Association:

Sr. No. No.	Name, address, description and occupation of each Subscriber	Signature of Subscriber	Signature of witness and his name, address, description and occupation
1.	Reliance Energy Investments Private Limited Reliance Energy Centre Santa Cruz (East) Mumbai 400 055 (Signed by Shri Hasit Shukla, Authorised Signatory)	Sd/-	Witness to Subscriber No.1 to 5 Shri Abhay Pandit s/o Sashimohan Pandit Reliance Energy Centre Santa Cruz (East) Mumbai 400 055 Occupation: Service
2.	Reliance Energy Management Services Private Limited Reliance Energy Centre Santa Cruz (East) Mumbai 400 055 (Signed by Shri Hasit Shukla, Authorised Signatory)	Sd/-	
3.	BSES Trading Private Limited Reliance Energy Centre Santa Cruz (East) Mumbai 400 055 (Signed by Shri Hasit Shukla, Authorised Signatory)	Sd/-	
4.	Powersurfer Interactive (India) Private Limited Reliance Energy Centre Santa Cruz (East) Mumbai 400 055 (Signed by Shri Hasit Shukla, Authorised Signatory)	Sd/-	
5.	Shri Vinayak V Joshi Reliance Energy Centre Santa Cruz (East) Mumbai 400 055  Occupation: Service	Sd/-	
<b>Total</b>			

Date : 13<sup>th</sup> July 2004  
Place : Mumbai

The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made.

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|------|---|----------------------------------|
| 112. | Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.  | Receipt of one holder sufficient |
| 113. | No dividend shall bear interest against the Company.  | No interest on dividends         |
| 114. | The waiver in whole or in part of any bonus shares, other rights or dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board. | Waiver of bonus, Dividends etc.  |

#### **Accounts**

- |      |  |                                      |
|------|--|--------------------------------------|
| 115. | (1) The books of account and books and papers of the Company, or any of them, shall be open to the inspection of directors in accordance with the applicable provisions of the Act and the Rules.  | Inspection by Directors              |
|      | (2) No member (not being a director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorised by the Board. | Restriction on inspection by members |

#### **Winding up**

- |      |   |                       |
|------|---|-----------------------|
| 116. | Subject to the applicable provisions of the Act and the Rules made thereunder -   | Winding up of Company |
|      | (a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not. |                       |
|      | (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.   |                       |
|      | (c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.                         |                       |

#### **Indemnity and Insurance**

- |      |   |   |
|------|---|---|
| 117. | (a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, chief executive officer, chief financial officer, company secretary and other officer of the | Directors and officers right to indemnity |
|------|---|---|

Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, chief executive officer, chief financial officer, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, chief executive officer, chief financial officer, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses.

(b) Subject as aforesaid, every director, managing director, manager, chief executive officer, chief financial officer, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.

(c) The Company may take and maintain any insurance as the Board may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably. Insurance

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5.	Shri Vinayak V Joshi Reliance Energy Centre Santa Cruz (East) Mumbai 400 055  Occupation: Service	Sd/-	
<b>Total</b>			

Date : 13<sup>th</sup> July 2004  
Place : Mumbai