
**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
Simplex Infrastructures Limited**



REGD. NO. 21-4969

**FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON CHANGE OF NAME**

In the Office of the Registrar of Companies West Bengal.

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

**IN THE MATTER OF* SIMPLEX CONCRETE PILES (INDIA)
LIMITED.**

I hereby certify that **Simplex Concrete Piles (India) Limited**, which was originally incorporated on **19th day of December, 1924** under the **#Companies Act, 1913** and under the name **Simplex Concrete Piles (India) Limited** having duly passed the necessary special resolution in terms of section 21/22(1)(a)/22(1) (b) 31(1), 43A(4), 44(2)(b) of Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

R.O.C's Letter No. **NCR/CN/4969/2005** dated **8.11.2005** the name of the said company is this day changed to **Simplex Infrastructures Limited** and this certificate is issued pursuant to section 23(1) of this said Act.

Given under my hand at **Kolkata** this **8th day of November, 2005**.



Sd/-

Asstt. Registrar of Companies
West Bengal, Kolkata-700 020

*Here given the name of the company as existing prior or the change.

#Here give the name of the Act. (As under which the Company was originally registered and incorporated).

SECOND
CERTIFICATE OF INCORPORATION
(CO. NO. 4969)

The Company converted to Deemed Public by
deleting the word "Private" u/s 43A (1A) of
the Company's Act 1956 w.e.f. 15.6.88

Sd/- Asst. Registrar of Companies,
West Bengal
12. 3. 91

I hereby certify that SIMPLEX CONCRETE PILES (INDIA) LIMITED was incorporated on Ninteenth day of December one thousand nine hundred and twenty-four under the Indian Companies Act VII of 1913 and that the Company is Limited.

The word 'Private' was added after the word 'India' by virtue of Section 24 of the Companies Act 1956, by the Asstt. Registrar of Companies, West Bengal on 2. 8. 57

Treated as deleted as per Section
43A (1A) of the Act w.e.f. 15. 6. 88
Sd/- Asst. Registrar of Companies,
West Bengal
12. 3. 91

Issued at Calcutta this ninth day of August
one thousand nine hundred and seventy-eight.

Sd/-
Asst. Registrar of Companies
West Bengal
12. 3. 91



Company Form No. 32.

No. 4969

In the Office of the Registrar of Companies under Act VII of 1913

IN THE MATTER OF Simplex Concrete Piles (India) Private Ltd.

Sd. Illegible
Asst. Registrar of Companies, West Bengal.
1-6-56

I do hereby certify that pursuant to Act VII, 1913, of the Legislative Council of India, entitled "The Indian Companies Act, 1913," Memorandum of Association and Articles of Association (annexed) have been this day filed and registered in my office, and that the said Company has been duly incorporated and is a Company limited by shares, pursuant to the provisions of the said Act.

Dated this 19th day of December One Thousand Nine Hundred and Twenty-four.

Entered by Phanish Chandra Dutta.
In Ledger Vol. LXVII Being No. 4969
107 for 1924-25
Certificate No. 3628 for 1924
Sd. Illegible
Head Clerk

MEMO. OF FEES

	Rs.	A.	P.
For Registering the Company ...	375		
Ditto Articles of Association ...	3		
Total Rs. ...	378		

Sd. Illegible
Registrar of Companies under Act. VII of 1913.

Rupees Three Hundred and Seventy eight only.

Stamp Rs. 30

[THE INDIAN COMPANIES' ACTS, 1913-1920]

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION
OF
SIMPLEX INFRASTRUCTURES LIMITED

1. The name of the Company is "SIMPLEX INFRASTRUCTURES LIMITED".
2. The Registered office of the Company will be situate in the Province of Bengal.
3. The objects for which the Company is established are :-
(and it is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in on case is the generality of any one sub-clause to be narrowed or restricted by any particularity of any other sub-clause nor is any general expression in any sub-clause to be narrowed or restricted by any particularity of expression in the same sub-clause or by the application of any rule of construction *ejusdem generis* or otherwise) —
 - (1) To acquire and work in India certain Patent rights in connection with the manufacture and building of concrete piles and foundation and for this purpose to adopt and carry into effect with or without modification, the agreement referred to in Article 3 of the Articles of Association of the Company. To acquire and work Patent rights.
 - (2) To carry on the trades or businesses of Builders, Contractors, Decorators, Plumbers, and Sanitary Engineers, in their various branches and all other kindred trades or businesses which may be conveniently carried on in connection therewith. To acquire and work Patent rights.
 - (3) To construct, execute, carry out, equip, improve, alter, develop, decorate, maintain, furnish, administer, manage or control public and private works and conveniences of all kinds including railways, ropeways, bridges, To carry on public and private works.

(2)

tramways, docks, harbours, piers wharves, canals, reservoirs, embankments, aqueducts, irrigations, reclamation, improvement, sewage drainage, sanitary, water, gas, electric light, telephonic, telegraphic, and power supply works, and hotels, warehouses, market, bazars, places of amusement, pleasure grounds, parks, gardens, shops, offices, flats, houses, saw mills, crushing works, hydraulic works, tanneries, factories and public buildings and all other works of conveniences or other public or private utility.

- (4) To carry on the business of engineers, builders, and contractors, iron founders, steel makers, mechanical engineers and manufacturers of railway materials, tools implements, machinery and metalware of every description, brass founders, metal workers, millwrights smiths, wood workers, timber merchants, saw mill proprietors, painters, metallurgists, electrical engineers, ship, boat, aircraft, carriage, motor and other vehicles, builders and dealers, carriers and merchants, and to buy, sell, manufacture, repair, convert, alter, let or take on hire and deal in machinery, implements, rolling stock and hardware of all kinds or to carry on any other business manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or otherwise calculated directly or indirectly to enhance the value of any of the Company's rights or properties for the time being.

To manage
building and
property.

- (5) To manage land, buildings and other property situate as aforesaid, whether belonging to the Company or not, and to collect rents and income, and to supply to tenants and occupiers and others with refreshments, attendance, messengers, light, waiting-rooms, reading-rooms, meeting-rooms, lavatories, laundry conveniences, electric conveniences, stable and other advantages.

- *5. (a) To carry on the business of cultivators, agriculturists, exporters, importers, buyers, sellers of and dealers in all kinds of foodgrains, cereals, and other vegetable produce of the soil, preparing, manufacturing and rendering, marketable and dealing in or with any such foodgrains, cereals, and produce either in their prepared manufactured or raw state, agrobiologists, agronomists, horticulturists, agricultural engineers and agrochemical engineers, manufactured of and dealers in agricultural and agro industrial plant, machinery, tools implements, goods, articles or things, of acting or things as specialists and exports in plantation, farming, agriculture and agro

(3)

industry and providing and imparting technical know how, information knowledge relating to modern scientific method of agriculture, farming, cultivation and plantation and the application thereof.

- *5 (b) To undertake, carry out, promote and sponsor rural development work including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area to incur any expenditure or any programme of rural development and to assist any execution and promotion thereof either directly or through an independent agency or any other manner. Without prejudice to the generality of the foregoing, programme of rural development shall also include any programme for promoting the social and economic welfare or the uplift of the public in any rural area which the Board of Directors of the Company, considers it likely to promote and assist rural development and that the words "rural area" shall include areas as may be regarded as rural areas under Section 35 CC of the Indian Income Tax Act 1961, or any other laws relating to the rural development for the time being in force as may be decided by the Board of Directors as rural areas and the Board of Directors may at its discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Board of Directors may think fit and divert the ownership of any property of this Company to or in favour of Public or Local Body or authority of Central or State Government, or any Public Institutions or Trusts established under any law for the time being in force as recognised or approved by the Central or State Government or any authority specified in that behalf.
- *5. (c) To carry on the business of leasing, hire purchase, finance and to provide on lease or on hire purchase all types of machinery, industrial and office plant, equipment, vehicles, land and buildings.
- *5. (d) To carry on all or any of the business of electric, electronics, computers, television, tele-communication, solar and atomic engineers or manufacturers, producers, installers, maintainers, agents, trader of and dealers in all kinds of electrical, electronic, computer, tele-communication, solar products, devices, instruments, articles, things, or materials of all kinds for recording, producing, processing and transmitting, receiving and emitting sound, sound waves, light waves, vision

(4)

pictures, printed matters, messages, data and signals and all other equipments, furniture and fittings, other requisite furniture, fitting and catering equipment, household and domestic appliances, labour saving contrivances, devices and other similar goods, articles and things to which application of electricity, electronic, solar or any other like power, energy or any other power or energy that can be used or applied as a substitute therefor.

*5. (e) To carry on all or any of the business of designing, manufacturing, assembling, erecting, plant, machinery and equipments required for development of nonconventional sources of power and energy and for production/generation of non-conventional power and energy and to act as distributors, suppliers, dealers and engineers of all kinds of non-conventional sources of power and energy.

- **5. (f)
- (i) To carry on the business of cultivators, agriculturists, importers, exporters, buyers, sellers, producers, distributors, processors, dealers, researchers of all kinds of oil seeds, food grains, wheat and wheat products and other cereals, vegetables, fruits, hydrogenated oil.
 - (ii) To crush oil seeds and to prepare, refine, manufacture edible oils of all kinds or to set up flour Mills, Rice Mills, vanaspati solvent plant, hydrogenated oil plant etc.
 - (iii) To reprocess the by-products of items described in (i) & (ii) above, extract solvents from cakes, render by-products marketable.
 - (iv) To deal in or with any products or by-products mentioned above either in their prepared, manufactured, semi-manufactured or raw state or in any convenient packs including the work of packing in different sizes mechanically or manually.
 - (v) To set up laboratories, to develop technical knowhow on improvement of the oilseeds, maize, wheat, other cereals and other items described in (i) to (iv) above or improved processing techniques or on other allied subjects.
 - (vi) To provide and impart technical knowhow on items (i) to (v) above.

* These alterations were confirmed by the Company Law Board, Eastern Region Bench, Calcutta by its Order dated 26th February, 1987.

(5)

- (vii) To acquire from others or develop or import knowledge relating to modern scientific method of agriculture, farming, cultivation, plantation and application thereof.
- **5.(g) To carry on the business of Publishers, Promoters and Book-sellers in the lines of humanities, science and technology.
- **5.(h) To carry on cultivation of flower plants and growing flowers, trading in flowers, flowerseeds & other by-products, research & development in floriculture, purchase and sale of technology in floriculture, manufacture of machinery, plant, glass house and all other equipments allied to the said business and trading in the same.
- ***5.(i) To purchase, charter, hire or otherwise acquire and/or to sell, let on hire, repair, alter or otherwise deal in boats, barges, ships, trawlers or vessels with all equipments and furniture, and to employ the same in the conveyance of passengers, goods, mails and other merchandise between such places as the Company may from time to time determine and to carry on the business of carriers, inland transport operators, and ship owners.
- †5. (j) To carry on the business of environmental and other pollution control of all types including air pollution control, water treatment, affluent treatment, processing of domestic and industrial waste and also extracting different products and by-products therefore re-processing, recycling the same for commercial exploitation.
- †5. (k) To carry on the business of production, purification, marketing of water, including conversion of sea water into water usable for drinking and other purposes and distribution of all such products in suitable packages bottles or through pipelines.
- †5. (l) To carry on the business of generation, transmission, distribution of electric power and gas including conversion of solid waste into power and to deal with such power as wholesalers, retailers, distributors and to acquire, run and exploit coal mines, gas or oil fields and other facilities assets and equipments required for the same.

** These alterations were confirmed by the Company Law Board, Eastern Region Bench, Calcutta by its Order dated 15th June, 1992.

*** These alterations were confirmed by the Company Law Board, Eastern Region Bench, Calcutta by its Order dated 8th July, 1995.

(6)

- [†]5. (m) To carry on the business of construction, owning and operating, with or without stipulation of transferring to the sponsors all sorts of infrastructural facilities including roads, bridges, highways, ports, jetties wharves/harbours to be built on land to be owned or taken on lease from Government, semi-Government or any private agency and raise toll and other revenue by exploiting the same.
- *5. (n) To carry on the business of Engineering, Technical management, Accounting, Financial and Marketing Consultants and advisors in relation to any aspect of engineering, construction works, manufacturing, marketing, mining, industrial or agricultural operations and to deal in and sell know how in relation to any of the specified operations and to purchase, acquire or develop through research or otherwise patents, licences and information about new process and methods.
- [†]5 (0) To carry on business of all kinds in the fields of Information and Communication Technology (ICT) and to provide converged IT infrastructure solutions and services to SMB and Large Enterprise segments for Application Development and Maintenance, Business Process Management, e-Business, Enterprise Resource Planning, Package Implementation, Product Life Cycle Management, Quality consulting, System Integration, Enterprise Application Integration, Testing Services, Web Services and to act as Independent Software Vendors to develop and own proprietary applications and to distribute and support directly or through other channels, to provide Technology Infrastructure Services by setting up Data Centers and managing them, Servers and Mainframe Maintenance services, DBA services, Messaging Infrastructure services, Desktop Maintenance services, IT Help Desk Services and to enter into collaboration or Partnership with companies in India and abroad engaged in similar business or otherwise to act as System Integrators to provide consulting and integration and implementation for ICT products and solutions in India or abroad of other companies integrated with or without products and solutions developed in house, to become Hardware and Infrastructure Providers to provide wide range of products, technologies and services, to become Hosting

[†]These alteration were confirmed by the Company Law Board, Eastern Region Bench, Calcutta by its order dated 29th January, 1997.

*These alteration were confirmed by the Members in the AGM held on 27th day of September, 1997.

(7)

Service Providers to provide managed and utility services for business and consumers and to deliver services over a network for an extremely managed facility in a one-to-many, service fee based model running on products and solutions of other companies integrated with or without products and solutions developed in house, to act as Management and ICT Consultants to promote excellence in qualified and professional consulting to management recommending other companies' products and solutions, to become Content Providers to create, buy, adopt and deliver data and information services or other intellectual content that is integrated with other companies' products to deliver a more complete horizontal or industry specific solution to customers, to become Education Providers to provide instructor-led training courses utilizing other companies curriculum and/or own curriculum, to run PROMETRIC and/or VUE online Examination Centres, to provide all types of Network Integration Services -LAN, WAN setup and maintenance for SMB and Large Enterprises, to provide Security Solutions and Services and implementation of suitable security infrastructure to protect mission critical applications and data, to provide ICT infrastructure and Management Services, to provide Remote Operation Services for remote management of ICT infrastructure, to set up educational institutes for imparting education in the fields of ICT, Management, and Trades of all kinds, and to train, certify, recruit and retain students and also to provide placement services to customers, to publish and sell books on ICT, to sell all kinds of IT hardware, Networking and Software products and solutions through channel partnership with reputed manufacturers, to offer end-to-end complete solution by selling, installing hardware, integrating software and services, to enter into BPO operations of all kinds, to run and maintain data centers in India and abroad, to develop, run and render Portal services as business, to do research and development and to do all kinds of business in the fields of embedded technology, RFID, MEMs, Machine Automation, Mobile Phone Technology, Video Technology, LASER Technology, Satellite Communication, Traffic Control System, GPS, GIS and Robotics and to enter into strategic partnership with companies engaged in similar business.

*These alteration were approved by the Members through Postal Ballot on 7th August, 2006.

(8)

- ⁺⁵ (p) To carry on the business of setting up educational and training institutions independently or in alliance with anyone from India or abroad in any fields and of all kinds including but not limited to construction management, engineering, technology, general management, vocational and business training, with or without any affiliations or accreditation with any recognized body, authority, universities and to grant certificate, degree, diploma if so eligible.'
- (6) To purchase for investment or resale, and to traffic in land and house and other property of any tenure and any interest therein, and to create, sell, and deal in land of all tenures and to make advances upon the security of land or house or other property, or any interest therein, and generally to deal in, traffic by way of sale, lease, exchange, or otherwise with land and house property and any other property whether immovable or movable.
- (7) To carry on the trades or businesses of stone quarrying and of dealers in stone, lime burners and manufacturers, and cement manufacturers in all their respective branches and to search for, get, work, raise, make merchantable, buy, sell and deal in ballast, gravel, sand, stone, lime stone, lime, brickearth, bricks, pipe, tiles, fireclay, fire bricks, and other' substances.
- (8) To carry on any business relating to the mining and working of minerals, the production and working of metal coal, bricks, clay and other substances and the production, manufacture and preparation of any other materials which may be usefully or conveniently combine with the Engineering or manufacturing business of the Company or any contracts undertaken by the Company and either for the purposes only of such contracts or as an independent business and to undertake and execute any contracts for works involving the supply or use of any machinery and to carry out any ancillary or other works comprised in such contracts.
- Any other business. (9) To carry on any other business, which may seem to the Company capable of being conveniently carried on connection with any of the above, or calculated directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.
- Purchase, Leaser Exchange. (10) To acquire by purchase, lease, exchange, or otherwise, Purch, lands, buildings, and hereditaments of any tenure or Exchal description, and any estate or interest therein, and any rights over or connected with land, and either to

*These alteration were approved by the Members through Postal Ballot on 7th August, 2006.

(9)

retain the same for the purpose of the Company's business or to turn, the same to account as may seem expedient.

- (11) To carry on all kinds of agency business, and to take part in the management, supervision or control of the business or operations of any other company, association, firm or person and to act as Managing Agents, Agents, Secretaries or other officers of any such company, association, firm or person and in connection therewith to appoint and remunerate any Directors, accountants and other experts as agents. To carry on Agency business.
- (12) To aid, pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement, or surmounting of industrial or 'labour problems or troubles or the promotion of industry or trade. Labour problem.
- (13) To construct, carry out, maintain, improve, manage, work, control and superintend any hats, markets, reservoirs, water-works, tanks, bridges and works in connection therewith, hydraulic works, electrical works and factories, coolie lines and houses, and bustees, villages and other works and conveniences, which may seem, directly or indirectly, conducive to any of the objects of the Company, and to contribute, to subsidise or otherwise aid or take part in any such operations. Construct market, etc.
- (14) To lend Monies, either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit. Loans.
- (15) To apply for, purchase or otherwise acquire any patents, brevets d'invention, licenses, concessions and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company of the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired. Patents.
- (16) To manufacture, import, export, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, substances, materials and things necessary or convenient for carrying on any of the above specified business or proceedings or usually dealt in by persons engaged in the like business. Machinery.

(10)

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| Publicity. | (17) To adopt such means of making-known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest by publication of books and periodicals and by granting prizes, rewards and donations. |
| Provident Institutions. | (18) To establish and support, or aid in the establishment and support of, associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition for any public, general or useful object. |
| Acquire and undertake business. | (19) To acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company. |
| Government concessions. | (20) To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority all rights, concessions and privileges which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions. |
| Partnership. | (21) To enter into partnership or into any arrangement for sharing profits or losses or into any union of interests, joint-venture, reciprocal concession or co-operation with any person or persons or Company or Companies carrying on or engaged in or about to carry on or engage in or being authorised to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company. |
| General purchase lease and exchange of property. | (22) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any immovable or moveable property and any rights or privileges which the company may think necessary or convenient with reference to any of these objects and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being. |

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|------|---|-------------------|
| (23) | To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether, or in part, similar to those of this Company. | Sell undertaking. |
| (24) | To promote any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company. | Promotion. |
| (25) | To invest and deal with the monies of the Company not immediately required upon such securities and in such manner as may from time to time be determined. | Investment. |
| (26) | To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debenture or debenture stock perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem and pay of any such securities. | Borrowing. |
| (27) | To take or otherwise acquire and hold shares in any other Company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company. | Holding shares. |
| (28) | To undertake and execute any trust the undertaking of which may seem to the Company desirable, and either gratuitously or otherwise. | Trusts. |
| (29) | To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instruments, and securities of any Company or of any authority supreme, municipal, local or otherwise or of any persons whomsoever whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any contracts or obligations. | Guarantee. |
| (30) | To remunerate any persons or Company for services rendered, to be rendered, in placing or assisting to place, or guaranteeing the placing of, any share in the Company's capital or any debentures, debenture-stock or other securities of the Company or in or about the formation or promotion of the Company or the acquisition of property by the Company or the contract of its business. | Remuneration. |

(12)

Sell Company's
Property.

- (31) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

Distribution in
specie.

- (32) To distribute all or any of the property of the Company amongst the members in specie of kind.

Trustee and
Agency.

- (33) To do all or any of the above things, either as principals, agents trustees, contractors, or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment of the above objects.

And it is hereby declared that the word "Company" save when used in reference to this Company, in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, whether domiciled in India or elsewhere.

4. The liability of the members is limited.

Ordinary Resolution passed by the Company in General Meeting held on 18th August, 2006, the Share Capital is altered by substituting the following revised Clause 5 in place of the existing Clause 5 thereof.

5. The Authorised Share Capital of the Company is Rs.75,00,00,000/- divided into 37,49,00,000 Equity shares of Rs. 2/- each, 20,000 15% Cumulative Preference Shares of Rs.10/- each non-convertible or convertible fully or partly into Equity Shares to be issued on such terms and conditions as the Directors may decide from time to time with power to increase or reduce the Capital and / or Sub-divide the face value of Shares or to reclassify the shares further for the time being and to divide the same into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges, and such other conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company or by the law in force for the time being.

(13)

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of the 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.

Name, Address, and Description of Subscribers.	Number of Equity Shares taken by each subscriber.	Name, Address and Description of of Witness.
H. P. LANCASTER 8, Strand Road, Calcutta <i>Managing Director</i>	ONE	K.C. MITTRA Assistant to Messrs ORR, DIGNAM & CO., Solicitors, 32, Dalhousie Square, Calcutta.
J. K. LANCASTER 6/1, Belvedere Road, Alipore, Calcutta <i>Engineer.</i>	ONE	
TOTAL	TWO	

Dated the 19th day of December, 1924

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
SIMPLEX INFRASTRUCTURES LIMITED

The following regulations comprised in these Articles of Association were adopted pursuant to Members' resolution passed at the Extra Ordinary General Meeting of the Company held on 12th May, 2022 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

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, which shall be the regulations for the management of the company.

	Interpretation
1	(i) In these regulations — (a) “Act” means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and any previous Company Law, so far as may be applicable. (b) “Articles” means these Articles of Association of the Company or as altered from time to time. (c) “Board of Directors” or “Board”, means the collective body of the directors of the Company and shall include a Committee thereof. (d) “Company” means SIMPLEX INFRASTRUCTURES LIMITED (e) “Depositories Act” means the Depositories Act, 1996, or any statutory modification or re-enactment thereof, for the time being in force. (f) “Depository” means a depository as defined under Section 2(1)(e) of the Depositories Act. (g) “Director” means a member of the Board appointed in accordance with these Articles, including any additional and/or alternate director. (h) “Debenture” includes Debenture stock, bonds or any other instrument of a Company evidencing a debt, whether constituting a charge on the assets of the

	Company or not. (i) "General Meeting" means a general meeting of the Shareholders of the Company, whether an annual general meeting or an extraordinary general meeting. (j) "Independent Director" shall have the meaning ascribed to it in the Act. (k) "Rules" means the applicable rules for the time being in force as prescribed under relevant Sections of the Act. (l) "Seal" means the Common Seal of the Company. (m) "Secretary" is a Key Managerial Person appointed by the Directors to perform any of the duties of a Company Secretary. (n) "The office" means the Registered Office for the time being of the Company. 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. Reference in these articles to any provision of the Act shall, where the context so admits, be construed as a reference by any statute for the time being in force.
2	Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or Rules, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.
	Share Capital
3	The Authorized Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in Memorandum of Association with power to Board of Directors to reclassify, subdivide, consolidate and increase and with power from time to time, to issue any shares of the original capital or any new capital with and subject to any preferential, qualified or special rights, privileges, or conditions may be, thought fit and upon the sub-division of shares to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division.
4	The Board may issue and allot shares in the Capital of the Company for consideration other than cash.
5	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 Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

	Certificates of Shares
6	(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,— (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 twenty rupees for each certificate after the first. (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two Directors or by a director and the company secretary, wherever the company has appointed a company secretary. Provided that in case the company has a common seal it shall be affixed in the presence of the persons required to sign the certificate. (iii) 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.
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 company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
8	A person opts to hold any shares with the depository, the Company shall intimate such depository the details of allotment of the shares to enable the depository to enter in its records the name of such person as the beneficial owner of that shares.
9	The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.
10	Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

	Commission
11	(i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, 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 that section and rules made thereunder. (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40. (iii) The commission may be paid or satisfied (subject to the provisions of the Act and these Articles) by the payment of cash or the allotment of fully or partly paid shares or debentures of the Company or partly in the one way and partly in the other.
	Variation of Members' Rights
12	If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
13	To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
14	The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.
	Issue and Redemption of Preference Shares
15	Subject to the provisions of the Act and Rules made in this behalf, the Board shall have power to issue or re-issue preference shares of one or more classes which are liable to be redeemed, or converted into equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act.
	Further Issue of Capital
16	(i) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to – (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or (b) employees under any scheme of employees' stock option; or (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above. (ii) A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules and SEBI guidelines.
	Issue of Securities at a Premium
17	The Company shall have power to issue Securities at a premium and shall duly comply with the provision of Sections 52 of the said Act.

	Lien
18	(i) The company shall have a first and paramount lien— (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 (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company: Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
19	The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: 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 the person entitled thereto by reason of his death or insolvency.
20	To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof and the purchaser shall be registered as the holder of the shares comprised in any such transfer. 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 in reference to the sale.
21	(i) 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. (ii) 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.
22	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.
23	The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company.
	Share Warrants
24	The Company may issue Share warrants subject to, and in accordance with, the

	provisions of the Act and the applicable rules/ regulations/ guidelines.
	Power to Borrow
25	The Board may, from time to time, and at its discretion, subject to the provisions of the Act and these Articles, accept deposits from Shareholders either in advance of calls or otherwise and generally raise or borrow moneys, either from the Directors, their friends and relatives or from others for the purposes of the Company and/or secure the payment of any such sum or sums of money, provided however, where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in ordinary course of business) and remaining outstanding and undischarged at that time exceed the aggregate of the paid-up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such money without the consent of the Company in a General Meeting by an ordinary resolution. The Board may raise and secure the payment of such sum or sums in such manner and upon such terms and conditions as it thinks fit, and in particular by receiving deposits, issue of bonds, debentures perpetual, redeemable, debenture stock, or any security of the Company or by mortgage or charge or other security upon all or any part of the property or undertaking of the Company (both present and future), including its uncalled capital for the time being; provided that the Board shall not give any option or right to any person for making calls on the Shareholders in respect of the amount unpaid for the time being on the Shares held by them, without the previous sanction of the Company in a General Meeting.
	Calls on Shares
26.	(i) 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: Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. (ii) 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. (iii) A call may be revoked or postponed at the discretion of the Board.
27.	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
28.	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
29.	(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per

	annum or at such lower rate, if any, as the Board may determine. (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
30.	(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. (ii) In case of non-payment of such sum, all the relevant provisions of these regulations 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.
31.	The Board— (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 (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 not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. Per annum, as may be agreed upon between the Board and the member paying the sum in advance.
32.	The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company.
	Transfer of shares
33.	(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. (ii) 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.
34.	The Board may, subject to the right of appeal conferred by section 58 decline to register— (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the company has a lien.
35.	The Board may decline to recognize any instrument of transfer unless— (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56; (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 (c) the instrument of transfer is in respect of only one class of shares.
36.	On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and

	for such periods as the Board may from time to time determine: 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 the aggregate in any year.
	Transmission of shares
37.	(i) 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. (ii) Nothing in clause (i) 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.
38.	(i) 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— (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. (ii) 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.
39.	(i) 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. (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. (iii) 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.
40.	A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company: 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.
	Forfeiture of shares
41.	If a member fails to pay any call, or instalment of a call, on the day appointed for

	payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
42.	The notice aforesaid shall— (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
43.	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.
44.	(i) A forfeited share shall become the property of the Company and may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit. (iii) 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.
45.	(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares. (ii) 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.
46.	(i) 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; (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of; (iii) The transferee shall thereupon be registered as the holder of the share; and (iv) 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 or disposal of the share.
47.	The provisions of these regulations as to forfeiture shall apply in the case of nonpayment 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.
	Alteration of capital
48.	The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
49.	Subject to the provisions of section 61, the company may, by ordinary resolution,— (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
50.	Where shares are 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 regulations 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. (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.
51.	The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

	(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
52.	(i) The company in general meeting may, upon the recommendation of the Board, resolve— (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 (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions. (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards— (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 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); (iii) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares; (iv) The Board shall give effect to the resolution passed by the company in pursuance of this Article.
53.	(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall— (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and (b) generally do all acts and things required to give effect thereto. (ii) The Board shall have full power— (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares 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 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; (iii) Any agreement made under such authority shall be effective and binding on such members.
	Buy-back of shares
54.	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
	General meetings
55.	All general meetings other than annual general meeting shall be called extraordinary general meeting.
56.	(i) The Board may, whenever it thinks fit, call an extraordinary general meeting. (ii) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board. (iii) A General Meeting of the Company may be called by giving at least clear twenty one day's notice in writing or through electronic mode but a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than ninety five percent of the members entitled to vote at such meeting. The accidental omission to give notice to or the non-receipt of notice by, any member or other person to whom it should be given shall not invalidate the proceedings at the meeting.
	Proceedings at general meetings
57.	(i) 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. (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
58.	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
59.	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the Directors present shall elect one of their members to be Chairperson of the meeting.
60.	If at any meeting no director is willing to act as Chairperson 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 members to be Chairperson of the meeting.
61.	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 Chairperson shall have a second or casting vote.
62.	The Chairperson shall exercise an absolute discretion in the matters as are or could reasonably be regarded as defamatory of any person, irrelevant or immaterial to the proceedings or detrimental to the interests of the Company. The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.
Adjournment of meeting	
63.	The Chairperson of the meeting may suo moto or with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. 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. Save as aforesaid, and as provided in section 103 of 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.
Voting Rights	
64.	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.
65.	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
66.	(i) 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. (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
67.	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.

68.	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
69.	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.
70.	(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.
	Proxy
71.	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
72.	Any member entitled to attend and vote at a general meeting of the Company shall be entitled to appoint any person or attorney whether a member or not as his proxy to attend and vote instead of himself, but the proxy so appointed shall not, unless be a member, have any right to speak at the meeting and shall not be entitled to vote except on a poll.
73.	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
74.	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer 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.
	Board of Directors
75.	At the time of adoption of these Articles, the persons hereinafter named are the Directors of the Company, that is to say: Mr. Rajiv Mundhra Mr. Sukumar Dutta Mr. Dipak Narayan Basu Mr. SheoKishanDamani

	Mr. Pratap Kumar Chakravarty Ms. Indira Biswas
76.	(i) 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). Subject to the provisions of Section 149 of the Act, the Company may from time to time by Special Resolution increase or reduce the number of Directors within the limits fixed by these Articles, and may also determine in what rotation the increased or reduced number is to vacate the office. A person appointed as a Director shall not act as a Director unless he gives his consent to hold the office as director and such consent has been filed with the Registrar within thirty days of his appointment in such manner as prescribed in the relevant Rules. The Directors shall appoint one women director as per the requirements of section 149 of the Act. (ii) The Company shall appoint such number of Independent Directors as it may deem fit, for a term specified in the resolution appointing him. An Independent Director may be appointed to hold office for a term of up to five consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of Special Resolution and such other compliances as may be required in this regard. No Independent Director shall hold office for more than two consecutive terms. The provisions relating to retirement of directors by rotation shall not be applicable to appointment of Independent Directors. (iii) Not less than two-thirds of the total number of Directors of the Company shall: (a) be persons whose period of office is liable to determination by retirement of Directors by rotation; and (b) save as otherwise expressly provided in the said Act; be appointed by the Company in General Meeting. Explanation: - for the purposes of this Article "total number of Directors" shall not include Independent Directors appointed on the Board of the Company. (iv) The remaining Directors of the Company shall also be appointed by the Company in General Meeting except to the extent that the Articles otherwise provide or permit. (v) Subject to the provisions of Section 152 of the Act at every Annual General Meeting, one third of such of the Directors for the time being as are liable to retire by rotation, or if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. (vi) The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become Directors on the same day, those who are to retire shall, in default of and subject to any agreement among themselves, be determined by lot. A retiring Director shall be eligible for re- election. (vii) At the Annual General Meeting at which a Director retires as aforesaid, the

	Company may fill up the vacancy by appointing the retiring Director or some other person thereto. (viii) If the place of the retiring Director is not so filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week, at the same time and place, or if that day is a National Holiday, till the next succeeding day which is not a holiday, at the same time and place. (ix) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy, the retiring Director shall be deemed to have been re-appointed at the adjourned meeting unless :- (a) at the meeting or at the previous meeting a resolution for the reappointment of such Director has been put to the meeting and lost; (b) the retiring Director has, by a notice in writing addressed to the Company or its Board of Directors, expressed his unwillingness to be so re-appointed; (c) he is not qualified or is disqualified for appointment; (d) a resolution, whether special or ordinary, is required for his appointment or reappointment by virtue of any provisions of the said Act;
77.	(i) The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. (ii) 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 Company in General Meeting. (iii) Every Director shall be paid a sitting fee not exceeding the limits prescribed in the Companies Act, 2013 or any amendment thereof for each meeting of the Board of Directors or of any committee thereof attended by him and shall be paid in addition thereto all travelling, hotel and other expenses properly incurred by him in attending and returning from the meetings of the Board of Directors or any committee thereof or General Meeting of the company or in connection with the business of the Company to and from any place.
78.	The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
79.	All cheques, promissory notes, drafts, hundis, 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.

80.	Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
81.	(i) Subject to the provisions of section 149, 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. (ii) 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.
82.	The Board of Directors may appoint a person, not being a person holding any alternate directorship for any other Director in the Company, to act as an Alternate Director to act for a Director (hereinafter 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. An Alternate Director shall be entitled to notice of meetings of the Directors, and to attend and vote thereat accordingly. An Alternate Director shall vacate office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he so returns to India as aforesaid any provision for the automatic reappointment of retiring Directors in default of another appointment shall apply to the Original Director and not to the Alternate Director. An Alternate Director may be removed by the Board of Directors which may appoint another Alternate Director in his place.
83.	The Board may appoint any person as a director nominated by any financial institution, bank, corporation or any other statutory body, or if the Company has entered into any obligation with any such institution, bank, corporation or body in relation to any financial assistance by way of loan advanced to the Company or guarantee or given of any loan borrowed or liability incurred by the Company or so long as the Company is indebted. Such Nominee Director/s shall not be required to hold any share qualification in the Company, and such Nominee Director/s shall not be liable to retirement by rotation of Directors. Subject as aforesaid, the Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company.
84.	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 and the person so appointed shall hold office upto the date which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid. Subject to the provisions of Section 168 of the Act a Director may at any time resign from his office upon giving notice in writing to the Company of his intention so to do, and thereupon his office shall be vacated.

	Proceedings of the Board
85.	(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. (ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
86.	(i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote
87.	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.
88.	(i) The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the Directors present may choose one of their number to be Chairperson of the meeting.
89.	(i) 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. (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
90.	(i) A committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such committee. (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
91.	(i) A committee may meet and adjourn as it thinks fit. (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

92.	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, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
93.	Subject to the provisions of the Act, resolutions of the Board may be passed by circulation, if the resolution has been circulated in draft, together with necessary papers, if any, to all the Directors or members of the committee, as the case may be, at their addresses registered with the company in India by hand delivery or by post or by courier, or through such electronic means as may be prescribed and has been approved by a majority of the directors or members, who are entitled to vote on the resolution: Provided that, where not less than one-third of the total number of Directors of the Company for the time being require that any resolution under circulation must be decided at a meeting, the Chairperson shall put the resolution to be decided at a meeting of the Board. A resolution under sub-section (1) shall be noted at a subsequent meeting of the Board or the committee thereof, as the case may be, and made part of the minutes of such meeting.
94.	The quorum for a meeting of the Board shall be one-third of its total strength (any fraction contained in that one third being rounded off as one), or two directors whichever is higher and the directors participating by video conferencing or by other audio-visual means shall also be counted for the purposes of quorum. Provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of the remaining Directors, that is to say, the number of the Directors who are not interested, being not less than two, shall be the quorum during such time. Explanation: The expressions “interested Director” shall have the meanings given in Section 184(2) of the said Act and the expression “total strength” shall have the meaning as given in Section 174 of the Act. With regard to every meeting conducted through video conferencing or other permitted means, the scheduled venue of the meetings shall be deemed to be in India, for the purpose of specifying the place of the said meeting and for all recordings of the proceedings at the meeting.
	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
95.	Subject to the provisions of the Act,— (i) A chief executive officer, manager, company secretary or 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 or chief financial officer so appointed

	may be removed by means of a resolution of the Board; (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
96.	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer
	The Seal
97.	(i) The Board shall provide for the safe custody of the seal. (ii) 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 Directors and of the secretary or such other person as the Board may appoint for the purpose; and one Director and 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
98.	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
99.	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
100.	(i) 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 applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing 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, thinks fit. (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
101.	(i) 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. (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. (iii) 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.
102.	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.
103.	(i) 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. (ii) Every such electronic transfer, cheque or warrant shall be made payable to the order of the person to whom it is sent.
104.	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.
105.	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
106.	No dividend shall bear interest against the company.
	Accounts
107.	(i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being Directors. (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
	Audit
108.	(i) Accounts to be Audited, Every Balance Sheet and Profit and Loss Account shall be audited by one or more Auditors to be appointed as hereinafter set out. (ii) The remuneration of the Auditors shall be fixed by the Board as authorised in a General Meeting from time to time.
	Notices and Services of Documents
109.	It shall be imperative on every member or notify to the Company for registration his

place of address in India and if he has no registered address within India to supply to the Company an address within India for giving of notices to him. A member may notify his email address if any, to which the notices and other documents of the company shall be served on him by electronic mode.

The Company's obligation shall be satisfied when it transmits the email and the company shall not be responsible for failure in transmission beyond its control. Subject to Section 20 of the said Act, a document may be served by the Company on any member thereof by sending it to him by post or by registered post or by speed post or by courier or by delivering at his address (within India) supplied by him to the company for the service of notices to him. The term courier means person or agency who or which delivers the document and provides proof of its delivery.

Every person, who by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by any and every notice and other document in respect of such share which previous to his name and address being entered upon the register shall have been duly given to the person from whom he derives his title to such share.

Any notice required to be given by the Company to the members or any of them and not expressly provided for by these presents shall be sufficiently given, if given by advertisement, once in English and once in a vernacular daily newspaper circulating in the city, town or village in which the registered office of the Company is situate.

Any notice or document served in the manner hereinbefore provided shall notwithstanding such member be then dead and whether or not the Company has notice of his death, be deemed to have been duly served in respect of any share, whether held solely or jointly with other persons by such member, until some other person be registered in his stead as the holder or joint-holder thereof and such service, for all purposes of these presents be deemed a sufficient service of such notice or documents on his heirs, executors, administrators and all person (if any) jointly interested with him in any such shares.

Any notice given by the Company shall be signed (digitally or electronically) by a Director or by the Secretary or some other officer appointed by the Directors and the signature thereto may be written, facsimile, printed, lithographed, photostat. A document may be served on the Company or on an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post or by Registered Post or by leaving it at its Registered Office, or by means of such electronic mode or other mode as may be specified in the relevant Rules.

Winding up

- 110.** Subject to the provisions of Chapter XX of the Act and rules made thereunder—
- (i) 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.
 - (ii) 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. (iii) 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.
	General Power
111.	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 such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.
	Indemnity
112.	Every Director, Secretary or Officer of the Company or any person (whether an Officer of the Company or not) employed by the Company and any person appointed Audit or shall be indemnified out of the funds of the company against all liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.
	Secrecy
113.	No member or other person (not being a Director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Director, or Managing Director, or to require discovery of or any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interests of the Company to communicate to the public.

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

Name, Address, and Description of Subscribers	Number of Equity Shares taken by each subscriber	Name, Address and Description of Witness.
H. P. LANCASTER 8, Strand Road, Calcutta Managing Director	ONE	K.C.MITTRA Assistant to Messrs ORR, DIGNAM & CO., Solicitors, 32, Dalhousie Square, Calcutta
J.K. LANCASTER 6/1, Belvedere Road, Alipore, Calcutta Engineer	ONE	
TOTAL	TWO	

Dated the 19th day of December, 1924