



BIRLA CABLE LTD.

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**MEMORANDUM OF ASSOCIATION
OF
BIRLA CABLE LIMITED**
(A COMPANY LIMITED BY SHARES)

- I. The name of the Company is **BIRLA CABLE LIMITED**.
- II. The registered office of the Company will be situated in the State of Madhya Pradesh.
- III. The objects for which the Company is established are:
 - A. **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:***
 1. To carry on the manufacture, trade, sale, import and export of all types of optical fibre such as step index, graded index and mono mode and other types of fibres required for use in fibre optic systems and cables, for use in industrial applications, medical use, instrumentation, defense systems, signalling, telecommunication, multi-channel video communication, data communication and other communication and electronic applications.
 2. To carry on the manufacture, trade, sale, import and export of equipment used for Fibre Optic Network such as Line Terminal equipment, Multiplexers, Opto-Electronic Instruments, Line Repeaters, Jointing and Terminating Equipment, Materials and Accessories, Laser Device, Light Emitting Device, Testing and Measuring Equipments.
 3. To design, install, erect, lay, provide consultancy and management services or undertake turnkey projects for manufacturing, installing, laying, commissioning of Fibre Optic Systems, Electrical Transmission and Distribution Network.
 4. To carry on the manufacture, trade, sale, import, export and repair of all types of Testing Equipments for all types of Cables and Conductors including Optical Fibres, Fibre Optic Cables and also Testing Equipments for Optical Fibre System and Optical Fibre Transmission and Distribution Networks.
 5. To Carry on the manufacture, trade, sale, import, and export of all types of Telecommunication and Power Cables including Fibre Optic Cables, Dry Core Cables, Jelly Filled Cables, Coaxial Cables, Switchboard Cables, Radio Frequency Cables, Cables for PCM System, Electronic Cables, Telephone Cord, Set Cords, Computer Cords, cords.

optical fibre, optical fibre cables, optical fibre systems, optical fibre transmission and distribution networks, optical fibre systems and optical fibre transmission and distribution networks, optical fibre systems and optical fibre transmission and distribution networks.

* Amended vide Special Resolution passed in the Annual General Meeting of the Company held on 19th August, 2016.

\$ Title substituted vide special resolution dated 20th April, 2018.

CERTIFIED TRUE COPY
FOR BIRLA CABLE LTD.

Somesh Laddha
Somesh Laddha
(Company Secretary)

- *6. To carry on the business of manufacture, produce, process, buy, sell, import, export and otherwise deal in all kind of Optical Fibre Cables, Optical Fibre Ribbon, Power Cables including Solar and Wind Energy Cables, Radio Frequency Cables, Hybrid Cables, Composite Cables, Quad Cables, Railway Signalling Cables, Instrumentation Cables, Control Cables, Other Specialty Cables, Tactical Cables, Railway Catenary Wire, Grooved Contact Wire, Dropper Wire, Optical Fibre and all kinds of Preform of Silica Rods, Silica Rod and Tubes, Quartz Rods and Tubes, Fibre Reinforced Plastic (FRP) Rods, Glass Roving, Cable Filling/Flooding Compound, Aramid Yarn, Water Swellable Yarns, Colouring Inks, Oils, Chemicals, Heat Shrinkable Sleeves, all Gases, UV Resins, all other raw materials and inputs required for manufacture of all kinds of Optical Fibre, Optical Fibre Ribbon, Optical Fibre Cables, Telecommunication Cables, Power Cables, Radio Frequency Cables, Hybrid Cables, Composite Cables, Quad Cables, Railway Signalling Cables, Instrumentation Cables, Control Cables, Other Specialty Cables, Tactical Cables, Power Distribution Cables, Ribbon Cables and all other types of wires and cables, and other inputs, all kinds of equipments and products (electronic or otherwise) used in the telecommunications networks, Power Distribution and Transmission networks, tactical communication solution systems, homeland protection systems, electronic warfare systems, network centric warfare enablers, info electronics, Military engineering systems including parts, connectors and accessories thereof.
- *7. To carry on business of manufacture, produce, process, sell, buy, import, export and otherwise deal in and repair of all types of Telecom Networking Equipments including Optical Networking Unit, Optical Line Termination Equipments, Splitters, Routers, Element Management System, active components of Fibre Optic Network, Passive components of Fibre Optic Network, Accessories, Connectors, Adaptors and Testing Equipments for all kind of Cables and Conductors including Optical Fibre, Optical Fibre Cables, Jelly Filled Telephone Cables and also testing equipments for Optical Fibre System and Optical Fibre Transmission, distribution networks, Transmission Networks such as Line Terminal Equipment, Multiplexers, ~~Optic Electronic Instruments, Line Repeaters, Jointing and Termination~~ Equipment, Laser Device, Light Emitting Devices, Testing and Measuring Equipments and design, installation, erection laying commissioning, transport and undertake turnkey projects for manufacturing, installing, laying, commissioning of Fibre Optic System, electrical transmission and distribution networks or provide consultancy for installing, laying and commissioning thereof.
- *8. To carry on the business of Telecom Infrastructure Provider, Telecom Infrastructure Sharing, Telecom Service Provider, Internet Service Provider and other value added services, National Long Distance (NLD) services, Bandwidth services, Setup Telecom Infrastructure for Broadband Networks, Telecom bandwidth buying and reselling providing ASP's (Application Software Package) for E-Commerce B2B, B2C Application, carry out E-Commerce activities, franchise operation for Telecom/ Internet Services Providers and similar activities.
- *9. To undertake and execute in India or elsewhere any contracts for works involving the supply or use of any materials, machinery, skilled and unskilled labour and to carry out any ancillary or other works comprised in such contracts.

* Appended vide special resolution dated 20th April, 2018.

- *10. To carry on the activity of Manufacturing, Trading, Turnkey solutions or projects, works contracts in or in relation to Defence, Security, Telecommunication networks including Optical Fibre Cables, Jelly filled Telephone Cables, Power Cables and all other variants/types of cables whether underground or overhead; FTTx Networks, Data Centre Networks, Traffic, Surveillance equipments including mobile, portable, tower monitoring system and Alarm system for residential, commercial and Institutional establishments including operation and maintenance in India or elsewhere

undertaking(s) and companies or persons, subject to the laws in force, the business to design, produce, manufacture, fabricate, develop, process, import, export, purchase, sell, supply, exchange, distribute and to act as, stockists, distributors, licensors, manufacturers, importers, exporters, buyers, sellers, suppliers, vendors or otherwise deal in all kinds of equipments required for railways including but not limited to engineering equipments, electrical and electronic communication equipments, signaling equipments, security and surveillance equipments, network equipments, and transport vehicle components, components and spare parts used in railways, undertake infrastructure projects including ICT projects in railways.

- *12. To carry on any other trade or business whatsoever as in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension or in connection with any of the Company's business or as calculated directly or indirectly to develop any branch of the Company's business or to increase the value of or turn to account any of the Company's assets, property, or interests.

cable manufacturing machinery and all type of connecting products.

- *14. To design, install, erect, lay, act, undertake and execute projects, Turnkey and other works in India and abroad and to give new entrepreneurs of industries as also those already established in industries, suggestions, advices or provide new techniques or improvement in the techniques and methods of production, utilisation of plant and machinery, procedures and inventory control and managements.
- *15. To undertake projects of rural and urban developments, growth enlightenment, social upliftment and others as are approved under the Income Tax Act, 1961 and bodies as are recognised under the Income Tax Act, 1961 subject to the applicable provision(s) of the Companies Act, 2013.
- *16. To engage in any lawful act or activity or business, or any act or activity or business to pursue any specific object or objects, as per the law for the time being in force.

* Appended vide special resolution dated 20th April, 2018.

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A):[§]

- #1. To purchase, take on lease or exchange, hire or otherwise acquire any immovable property and any rights or privileges which the Company may think necessary or expedient for the purpose of its business and in particular any land, buildings, works, factories, mills, shops, basements, machinery, plant, stock-in-trade, rolling stock, warehouses, offices, which the Company may think necessary for the purpose of its business.
- #2. To apply for purchase or otherwise acquire and protect and renew any patents, patents-rights, inventions, trademarks, designs, licences, concessions and the like, conferring any exclusive or non-exclusive or limited rights to their 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 and to use exercise, develop or grant licences in respect of, or otherwise turn to account the property rights, or information so acquired and to spend money in experimenting upon, testing or improving any such patents, inventions or rights.
- #3. To acquire from any Government, Central, State, Local, foreign or Public body or persons or authority, or from any private individual any concessions, grants, decree, rights, powers and privileges whatsoever which may seem to Company capable of being turned to account or which the Company may think directly or indirectly conducive to any of its objects or capable of being carried on in conjunction with its business and to work, develop, carry out, exercise and turn to account the same.
- #4. To apply for, promote and obtain any Act of Parliament, charter privilege, concession, licence or authorisation of any Government, State or Municipality provisional order or licence from any authority for enabling the Company, to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company for any other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated, directly or indirectly, to prejudice the interest of the Company.
- #5. To purchase or, otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or Company, carrying on or proposing to carry on any business which this Company is authorised to carry on, or possessed of any property or right suitable for any of the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to purchase, acquire sell and deal in property, shares, stocks, debenture stock of any such person, firm or Company, and to conduct, make or to carry into effect any arrangements in regard to the winding up of the business of any such person, firm or Company.
- #6. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or Company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the company is

[§] Title substituted vide special resolution dated 20th April, 2018.

Serially renumbered vide special resolution dated 20th April 2018.

authorised to carry on, or engage in, or which can be carried on in connection with, or any business or transaction capable of being

for the benefit of the owners, country, state, body or Government and to guarantee the performance of contracts and undertakings and also guarantee payment of money and debts.

#8. To establish or promote or concur in establishing or promoting any Company

#10. To lend and advance money or give credit to such persons or Companies and on such terms as may seem expedient and in particular to customers and to persons having dealings with the Company and to guarantee the performance of contracts or obligations and the payment of or by any such persons or Companies, and to give guarantees and indemnities provided that the Company shall not carry on any banking business as defined in Banking Regulation Act, 1949.

#11. Subject to the provisions of Section 74 of the Companies Act, 2013 and other applicable provisions of the Act and direction of Reserve Bank of India to receive money on deposit or loan and borrow or raise or secure the payment of moneys in such manner as the Company shall think fit and in particular by the issue of debentures, perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's properties or assets, movable or immovable, both present and future including its uncalled capital and also by a similar mortgage or lien, to secure and guarantee the performance by the Company or any other person or Company, of any obligation undertaken by the Company as the case may be and to purchase or pay off any such securities.

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

#13. To draw, make, accept, endorse, discount, execute and issue promissory note, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

#14. *Subject to the provisions of Section 40 of the Companies Act, 2013, to pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.

#15. To establish and maintain or procure the establishment and maintenance of

the insurance of any such persons as aforesaid and to any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.

#16. To procure the Company to be registered, incorporated or recognised in or under the laws of any place outside India and to do all acts, profession of the Company.

#17. To establish or promote or concur in establishing or promoting any companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purposes which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing or underwrite, subscribe to or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.

#18. To sell, lease, mortgage, exchange, grant, licences and other rights and improve, manage, develop and turn to account and in any other manner deal with or dispose of the undertaking, investments, property assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular any shares, stocks, debentures or other securities of any other Company whether or not having objects altogether or in part similar to those of the Company.

#19. To distribute amongst the members in specie or kind any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of its winding up.

#20. To employ agents or experts to investigate and examine the conditions, prospects, value, character and circumstances of any business, sources and undertakings and generally of any assets, properties or rights.

Serially renumbered vide special resolution dated 20th April 2018.

* Amended vide Special Resolution passed in the Annual General Meeting of the Company held on 19th August, 2016.

- #21. To subscribe, contribute, gift or donate any money, rights or assets for any national, educational, religious, charitable, scientific, public, general or useful objects or to make gifts or donations of money or other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, colleges or any individual or bodies of individuals or bodies corporate but no such donation shall be made to any political party except as provided in law.
- #22. To open bank accounts of any type including overdraft account and to operate the same in the ordinary course of business.
- #23. To undertake or promote scientific research related to any business or class of business in which the Company is interested.
- #24. To take part in the formation of the business or operation of any company or undertaking.
- #25. To undertake, carry out, promote, sponsor or assist any activity in the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the Public or any section of the Public as also any activity likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and without prejudice to the generality of the foregoing to undertake, carry out, promote, sponsor and/or assist any activity for setting up and running of Schools, Colleges, Training and Vocational institutions in Technical, medical or educational fields, music and dance centres and for setting up and running of hostel, residential accommodation, staff quarters in connection with and for the benefit of the staff and students of such schools, colleges and other institutions or for organising lectures or seminars likely to advance the subjects or for giving merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or research and for organising, conducting or assisting any association, institution, fund and trust having anyone of the aforesaid objects as one of its objects, by giving donations or otherwise.
- #26. To become member of other bodies of persons and associations, including societies, clubs and Companies limited by guarantee, whether formed for profit or non-profit making or other activities.
- #27. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures-stock, contracts, mortgages, charge, obligation, instruments and securities, of any Company or of any authority, supreme, municipal, local or otherwise of any persons whomsoever, whether incorporated or not and generally to guarantee or become sureties for the performance of any contracts and obligations.
- #28. To create any depreciation funds, reserve fund, insurance fund, sinking fund or any other special fund whether for depreciation or repairs, replacement, improvement, extension or maintenance of any of the properties of the Company by way of Development Rebate Reserve or for redeemable preference shares or for any other purpose conducive to the Interests of the Company.

Serially renumbered vide special resolution dated 20th April 2018. CERTIFIED TRUE COPY
FOR BIRLA CADLE LTD.

#29. Subject to the provisions of the Section 52 of the Companies Act, 2013, to place to reserve, or to issue bonus shares among the members or otherwise to apply, as the Company may from time to time think fit, any moneys belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium and moneys arising from the issue by the Company of forfeited shares.

\$30. To undertake Corporate Social Responsibility (CSR) activities in terms of the provisions of the Companies Act, 2013 and Rules made thereunder or in such other manner as the Company deems fit.

**IV. The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

##V. The Authorised Share Capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crores only) divided into 4,25,00,000 (Four Crores Twenty Five Lacs) Equity shares of Rs.10/- (Rupees Ten only) each and 75,00,000 (Seventy five Lacs) Preference Shares of Rs.10/- (Rupees Ten only) each with power to increase or decrease the Authorised Share Capital and attach thereto respectively such preferential, qualified or special rights, privileges and conditions, as may be determined by or in accordance with the Companies Act, 2013* and 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 regulations of the Company.

Serially renumbered vide special resolution dated 20th April, 2018.

* Amended vide Special Resolution passed in the Annual General Meeting of the Company held on 19th August, 2016.

\$ Clause 30 Appended vide special resolution dated 20th April, 2018.

** Clause IV amended vide special resolution dated 20th April, 2018.

Amended vide resolution passed in the Extra-ordinary General Meeting of the Company held on 26th March 1992, 2nd November 1994, in the Annual General Meeting held on 12th August 1997 and in the Extra-ordinary General Meeting held on 4th December 2000.

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

Sl. No.	Names, Descriptions, Addresses & Occupations of the subscribers	No. of Equity Shares taken by each subscriber	Signature of Subscribers	Signature & Names, Address, Description and Occupation of witness or witnesses
1.	Priyamvada Birla W/o Late Shri Madhav Prasad Birla 9/1, R.N. Mukherjee Road Calcutta (W.B.) Occupation : Industrialist	1 (One)	Sd/-	Witness to signatures from 1 to 4.
2.	S/o Shri Chiranjil Lal Bansal Universal Cables Limited P.O. Birla Vikas, Satna (M.P.) Occupation : Business Executive	1 (One)	Sd/-	(Kishor Kumar Baldua) S/o Late Shri Vallabh Baldua Udyog Vihar, Rewa (M.P.) Occupation : Service
3.	Ram Gopal Mundra S/o Shri Bhimraj Mundra Universal Cables Limited P.O. Birla Vikas, Satna (M.P.) Occupation : Business Executive	1 (One)	Sd/-	
4.	Ranvir Singh Shekhawat S/o Shri Sheonath Singh Udyog Vihar, Rewa (M.P.) Occupation : Service	1 (One)	Sd/-	

Dated: 10/06/1992
Place: REWA

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FOR BIRLA CABLE LTD.

(Signature)
Secretary
(Company Secretary)

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

Sl. No.	Names, Descriptions, Addresses & Occupations of the subscribers	No. of Equity Shares taken by each subscriber	Signature of Subscribers	Signature & Names, Address, Description and Occupation of witness or witnesses
5.	Rajeev Kumar Jain S/o Shri Jas Raj Mahnot UdyogVihar, Rewa (M.P.) Occupation : Service	1 (One)	Sd/-	Witness to Signatures from 5 to 9
6.	Yashwant Singh Lodha S/o Shri Manohar Singh Lodha UdyogVihar, Rewa (M.P.) Occupation : Service	1 (One)	Sd/-	
7.	Harish Agarwal S/o Shri Raghunath Prasad Agarwal UdyogVihar, Rewa (M.P.) Occupation : Service	1 (One)	Sd/-	Sd/- (Kishor Kumar Baldua) S/o Late Shri Vallabh Baldua UdyogVihar, Rewa (M.P.) Occupation : Service
8.	Deepan Gupta S/o Shri Om Prakash Gupta UdyogVihar, Rewa (M.P.) Occupation : Service	1 (One)	Sd/-	
9.	Gyan Prakash Mishra S/o Shri RadheShyam Mishra UdyogVihar, Rewa (M.P.) Occupation : Service	1 (One)	Sd/-	

Dated: 10/06/1992
Place: REWA

TOTAL 9 (NINE)

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FOR DURLA CABLE LTD.

Sanjay Lodha
Sanjay Lodha
(Company Secretary)