

**(AMENDED AT THE DEEMED GENERAL MEETING OF THE
COMPANY HELD ON 04TH MAY 2017)**

THE COMPANIES ACT, 2013

For Shriram EPC Limited

PUBLIC COMPANY LIMITED BY SHARES

K. SURESH

Vice President & Company Secretary

**MEMORANDUM OF ASSOCIATION
OF
Shriram EPC Limited**

- I. The name of the company is **Shriram EPC Limited**.
- II. The Registered Office of the company will be situated in the State of Tamil Nadu
- III. The Objects for which the Company is established are:-
 - A. Main objects to be pursued by the Company on its incorporation:-
 1. To carry on business as Engineering and Procurement contractors, general engineers, mechanical engineers, process engineers, civil engineers, general mechanical and civil contractors and enter into contracts and joint ventures in relation to and to erect, construct, supervise, maintain, alter, repair, pull down and restore, either alone or jointly with other companies or persons, works of all descriptions, including plants of all descriptions, factories, mills, refineries, pipelines, gas works, electrical works, power plants, water works, water treatment plants, mines and ports including airports and to undertake turnkey projects of every description and to undertake the supervision of any plant or factory and to invest in Companies carrying on the above business.
 2. To carry on the business of manufacturing, assembling, installing, repairing, covering, buying, selling, exchanging, altering, importing, exporting, hiring, letting on hire, disturbing or dealing in all types of power plants, sinter plants, coke oven plants, wet and dry cooling systems, monitoring equipment, steam trap and strainers, heat exchangers and other tools, implements, appliances, bolts, nuts, hooks and engineering goods, ferrous and non ferrous metals and metal products, foundry and factory supplies, mill supplies, industrial articles of all kinds and description for all types of cooling systems applications and industrial vehicles of all kinds and all components parts, accessories, equipments and apparatus for use in connection therewith.
 3. To act as engineering, technical, financial and management consultants and to advice and assist on all aspects of industrial management or activity and to make evaluations, feasibility studies, project reports, forecasts and surveys and to give expert advice and suggest ways and means for improving efficiency in power plants, chemical, petrochemical plants, steel and iron manufacturing and processing industries, plants of all other kinds, factories and industries of all kinds and supply to an to provide, maintain and operate service facilities, convenience, bureaus and the like for the benefit of any person, company, corporate body, firm trust, association society, organisation whatsoever and generally to act as service organisation or for providing generally engineering, administrative, advisory, commercial, management, consultancy, technical, quality control, and other services to persons, companies, corporate bodies, firms, trusts, association or organisations, whatsoever and to undertake the supervision of any business or organisation and to undertake turnkey projects and to invest in or acquire interest in companies carrying on above business.

For Shriram EPC Limited

K. SURESH

Vice President & Company Secretary

4. To act as agents, distributors, stockiest, for Government or other authorities or for manufactures or merchants and other to carry on agency business.
 5. To carry on the business as manufacturers, Exporters, Importers, Contractors, Sub-contractors, Sellers, Buyers, lessors or lessee and Agents for Wind Electric Generators and turbines, hydro turbines, thermal turbines, solar modules and components and parts including Rotor Blades, Braking systems, Tower, Nacelle, Control Unit, Generators, etc., and to set up Wind Farms for the Company and / or for others either singly or jointly and also to generate, acquire by purchase in bulk, accumulate, sell, distribute and supply electricity and other power (subject to and in accordance with the policy / laws in force from time to time).
 6. To carry on the business as manufacturers, exporters, importers, contractors, sub-contractors, sellers, buyers, agents of aerodynamically profiled Glass fibre reinforced polyester Rotor Blades and components thereof.
 7. To carry on the business as manufacturers, exporters, importers, contractors, sub-contractors, sellers, buyers, agents of fibre reinforced thermoplastics engineering plastic products, components and systems.
 8. To carry on the business as manufacturer's exporters, importers, contractors, sub-contractors, sellers, buyers, agents of thermosetting Resin system based composite components products and systems.
 9. To carry on the business as manufacturers exporters, importers, contractors, sub-contractors, sellers, buyers, agents of Thermosetting resins, two component coating, solvents, rigid structural foams and speciality chemicals.
 10. To carry on the business as manufacturers, exporters, importers, contractors, sub-contractors, sellers buyers and agents for wind mills and components and parts including Rotor Blades, braking systems, tower, nacelle, control unit, generator etc.,
 11. To carry on the business of manufacturers, exporters, importers, contractors, sub- contractors, sellers, buyers and agents for renewable energy systems like solar, biomas, solid wastes, bye-product gases and components thereof.
 12. To carry on business as importers, exporters, dealers and traders in Iron Ore, Coal, Coke, Oils including Hydrocarbon products, Refractories, Iron and Steel and other components and materials required by the Metallurgical Industries and Power Plants.
 13. To carry on business as manufacturers, exporters, importers, contractors, sub-contractors, sellers, buyers, agents of Ropeway systems, cable cars, light rail systems, ski lifts, mass transit systems , railway systems and components and sub-assemblies for all applications.
- B. The objects incidental or ancillary to the attainment of the above main objects are :
1. To advance, deposit or lend money, securities, property (not amounting to the business of banking as defined under the Banking Regulation act, 1949) to or with such persons, firms or bodies corporate as the Company thinks fit and in particular to customers and others having dealings with the Company and on such terms as may seem expedient, and to discount, buy, sell, and deal in bills, notes, warrants, coupons, and other negotiable or transferable securities or documents and to guarantee the performance of any contract by any such person.

2. In connection with the business of the Company to purchase or otherwise acquire and to sell, exchange, surrender, lease, mortgage , charge , convert, hold, turn to account , dispose off and deal in real and personal property and rights of all kinds and in particular lands, buildings, hereditament, business undertakings, and concerns, debenture - stocks , mortgages, debentures, produce, concession , options, contracts, patents, annuities , licenses , stocks, shares , securities, bonds , policies, book debts and claims , privileges and chooses in action of all kinds , including any interest in real or personal property and any claim against such property or against any person or company and to carry on any business , concern or undertaking so acquired.
3. To adopt and to carry into effect , with or without modification all or any of the arrangements or agreements made for the purpose of achieving any of the company's objectives mentioned in clause III hereof.
4. Subject to the provisions of the Act and the rules framed thereunder and the directives issued by Reserve Bank of India to receive money., securities, securities , valuables of all kinds on loan or deposit (not amounting to the business of banking as defined under the Banking Regulation Act ,1949) and to borrow or raise money in such manner as the Company shall think fit and in particular by issue of debentures or debenture – stocks (perpetual or otherwise) or bonds 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 property (both present and future) including its uncalled capital and also by similar mortgage charge or lien to secure and guarantee the performance by the Company or any other person or body corporate of any obligation undertaken by the Company or any other person or body corporate as the case may be ; provided that the Company shall not carry on the business of banking.
5. To draw, make, accept, endorse, negotiate, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants debentures and other negotiable or transferable instruments.
6. To acquire from time to time and to deal in all such stock -in -trade, plant and machinery, goods, chattels and effects as may be necessary or convenient for any business for the time being carried on by the Company.
7. To invest and deal with any money of the Company not immediately required in such investments as the Company may deem fit and to hold, sell, vary or otherwise deal with such investments.
8. To purchase or otherwise acquire all or any part of the business, properties and liabilities of any company , society , partnership or person , formed for all or any part of the purposes within the objects of this company and to conduct and carry on , of liquidate and wind up any such business.
9. To lend and advance money, either with or without security and give credit to such persons on such terms and conditions as the Company may think fit for the purpose of the business of the Company provided that the Company shall not carry on the business of banking.
10. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.
11. To enter into arrangements for technical collaboration and /or other forms of assistance including capital participation with foreign or Indian manufacturers of electrical and allied products and to pay for such technical assistance or collaboration, royalties or other fees in

cash or by allotment of equity or other capital of the Company credited as paid up or by issue of debenture or debenture stock.

12. To guarantee the performance of any contract or obligation or become liable for the payment of money or dividends or interest or any stock, shares, securities of any company, corporation, firm or persons on such terms and conditions as the Company may seem fit and to provide security in connection therewith.
13. To issue on commission, subscribe for, purchase or otherwise acquire and sell, dispose of, exchange, hold and deal in shares, commercial paper or other negotiable instruments, bonds, debentures, debenture-stocks, public securities or other securities issues by any authority, Central, State, Municipal, local or otherwise.
14. To communicate with various Chambers of Commerce and other mercantile and public bodies throughout the world and concert and promote measures for the protection of the trade, industry and persons engaged therein.
15. To subscribe, to become a member of, to into partnership, subsidies and co-operate with, any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company, and to procure from and communicate to any such association, such information as may be likely to forward the objects of the Company.
16. To build, construct, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control, and /or manage any building, offices, factories, mills, water works, gas works, electric power, heat and light supply works and other works and conveniences which the Company may think directly or indirectly conducive to its objects or which may advance their interests of the Company and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof and to join with any other person or company as partner or co-worker in doing any of these things.
17. To improve, manage, develop, grant rights or privileges in respect of otherwise deal with all or any part of the property and rights of the Company.
18. To vest any real or personal property, rights or interest acquired by or belonging to the Company or any such person or other company on behalf of or for the benefit of the Company with or without any declared trust in favour of the Company.
19. To purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable property or any rights or privileges which the Company may think necessary or convenient for the purpose of its business.
20. To apply for, purchase or otherwise acquire, protect and renew in any part of the world patents, licenses, concessions, patent rights, trade marks, designs etc. Conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information regarding any invention or research which seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, develop or grant licenses in respect thereof or otherwise turn to account the rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, rights or inventions.
21. To acquire and undertake the whole or any part of the business, property or liabilities of any person, firm or body corporate, either carrying on or proposing to carry on any business which the Company is authorised to carry on, or having property suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.

22. To enter into any arrangements with any Government or any authority , Supreme , municipal , local or otherwise that may seem beneficial to any of the Company's objectives and to apply for , procure and obtain any Act of Parliament , privilege, concessions, license, or authorisation of the Government or any other authority local or otherwise for enabling the Company to carry any of its objects into effect or for extending any of the objects of the Company and to carry out exercise and comply with any such Act, privilege, concession, license or authorisation and to carry out and implement the provisions of the Foreign Exchange Management Act, 1999.
23. To pay for any rights or property acquired by the Company and to remunerate any person, Company or public bodies as and by way of agency for commission or brokerage whether by cash payment or by allotment of shares , debentures or other securities of the Company credited as paid up in full or in part or otherwise.
24. To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press by circulars, by purchase and exhibitions or works of art of interest , by publication of books and periodicals, and by granting prizes, rewards and donations subject to restrictions of the Companies Act.
25. Subject to the provisions of the Act, to amalgamate enter into partnership or into any arrangement for sharing profits , union of interests , co-operation , joint venture or reciprocal concession or for limiting competition with any person , firm or body corporate whether in India or outside carrying on or engaged in or about to carry on or engage in any business or transactions which the Company is authorised to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company and further to enter into any arrangement or contract with any person , association or body corporate whether in India or outside, for such other purposed that may seem conducive to the objects of the Company.
26. To establish, promote or concur in establishing or promoting any Company or Companies for the purpose of acquiring all or any of the rights , liberties and properties of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of , underwrite , subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company or companies subject to prior approval of SEBI , if required.
27. To lease, let out on hire, mortgage , pledge , hypothecate , sell or otherwise dispose of the whole or any part or parts of the undertaking of the Company or any land, business, property , rights or assets of any kind of the Company or any share of interest therein respectively in such manner and for such consideration as the Company may think fit, and in particular for shares, debentures of securities of any other body corporate having objects altogether or in part similar to those of the Company.
28. To establish and equip laboratories and carry on analytical, experimental and other work or undertaking any research in relation to the objects of the Company.
29. To undertake, carry out, promote, sponsor or to otherwise assist any activity for the promotion and growth of national economy and for what the company may consider to be its moral or social responsibility to the public or a section thereof, or what the company considers likely to promote national welfare or social, economic or moral uplift of the public or any section thereof, in such manner as the company thinks fit.

Without prejudice to the generality of the foregoing, the company may undertake, carryout, promote and sponsor any activity in connection with the publication of any books, literature, newspapers or other documents or organising lectures or seminars for advancing the said objects or giving merit awards, scholarships, loans or any other assistance to deserving persons directly or through an institution fund or trust.

In order to achieve any of the foregoing, the company may divest without consideration or such fair or concessional rates as it thinks fit to otherwise transfer and properties or goods of the company to or in favour of any public or local body or authority, Central or State Government, Government agencies, Public Institutions, trusts or funds recognized or approved by the Central Government, or State Governments or any authorities specified for the purpose by such government(s).

30. To pay any premiums and to pay for any property, right or privileges acquired by the Company or for services rendered or to be rendered in connection with the promotion, formation or the business of the Company or for services rendered or to be rendered by any person, firm or body corporate in placing or assisting to place or guaranteeing the placing of any of the shares of the Company or any debentures, debenture-stocks, bonds or other securities of the Company, and to issue any such shares either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and to change any such bonds, debentures or other securities upon all or any part of the property of the Company.
31. To pay out of the funds of the Company all costs, charges and expenses, preliminary and incidental to the promotion, establishment and registration of the Company.
32. To adopt such means of making known the products, business and interest of the Company as it may seem expedient and in particular by advertising in the press, radio, video, television, cinema or by hoarding or by purchase and exhibitions of works of art or general interest, by publication of books and periodicals and by granting prizes, rewards and donation or sponsoring events or activities of general public interest.
33. To remunerate or undertake or contribute or otherwise assist any national, charitable, benevolent, religious, public, scientific, rural, general or other useful object or institution as the company deem fit, subject to the provisions of Companies Act, 2013.
34. To procure the Company to be registered or recognises in any part of World, outside the Union of India.
35. To take into consideration and to approve and confirm and or carry out all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any arrangement, agreement or Contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.
36. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund and to give donations, gratuities, pensions, allowances, emoluments, bonuses, profit sharing bonuses, prizes, benefits, or any other payment to persons who are or were at any time in the employment or service of the Company or its successors, in business or of any company, which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary or who or were at any time Directors of the Company or any such other company as aforesaid and the wives, widows, families, dependents or connections of any such persons and to provide for the welfare of all or any of the aforesaid persons from time to time by subscribing, subsidising or contribution to any institution, association funds, clubs, trusts, profit sharing or other schemes,

and by building or contributing to the building of dwelling houses or quarters and by providing, subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances; and to make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other company.

37. To aid monetarily or otherwise any association, body or movement having for its objects the solution, element or solving of industrial or labour problems or the promotion of industry or trade.
38. To subscribe or donate or to guarantee money for any national, philanthropic, charitable, benevolent, public, general, religious, scientific, rural or useful object fund or organisation, association or institution or for any exhibition or for any purpose which may be likely, directly or indirectly to further the objects of the Company or the interest of its members.
39. To make donations to such persons or institutions either in cash or of other assets as the Company may think directly or indirectly conducive to any its objects or otherwise expedient.
40. To receive gifts, privileges and benefits whether in cash or in kind and to undertake and execute any trusts either gratuitously or indirectly conducive to any of its objects or otherwise expedient.
41. In the event of winding up to distribute all or any of the property of the Company amongst the members in pieces or in kind or any proceeds of sale or disposal of any property of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
42. To do all or any of the above things in any part of the World as principals, agents, contractors or otherwise and either alone or in conjunction with others and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the World and to undertake the management of the Company.
43. To acquire any shares, stocks, debentures, debenture -stocks, bonds, obligations, securities by original subscription, participation in syndicates, tenders, purchases, exchanges or otherwise and to subscribe for the same either conditionally or otherwise to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
44. To vary and otherwise dispose of exchange, transfer or alienate any of the Company's investments.
45. To open account or accounts with any Bank or Banks and to pay into and withdraw money from such account or accounts whether they may be in credit or debit.

It is expressly declared that the several sub-clauses of this clause and all the powers thereof are to be cumulative and in no 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, provided that nothing herein contained shall be deemed to empower the Company to carry on the business of banking.

C: The Other Objects for which the Company is formed are:

1.
 - i. To act as tug owners, wharfingers, gas makers, ship owners and owners and manager of Shipping Accessories, appurtenances, tools, machinery and other shipping property and to do business as freight contractors, bargeowners, lightermen, hoymen, ferrymen, owners of motorboat, steam launches and to act as Shipping Agents, Carriers, Charters, Stevedores, Clearing and Forwarding Agents, Exporters and Importers and Contractors, Tenderers, Suppliers and Transporters.
 - ii. To do the business of carriers by land, sea and water to hire purchase, sell, mortgage, alienate, exchange and otherwise acquire Ships, Barges, Boats and Vessels, Lorries, Cranes, Tractors and other earthmoving equipments, Lorries, Tractors, Cranes and allied machinery goods.
 - iii. To manufacture, produce, buy, sell, import, export, stock and deal in all sorts of equipments machinery useful in the shipping industry and industries allied in shipping industry and industries allied in shipping industry including Cranes and Barges.
 - iv. To establish and maintain line of steam and other vessels between such ports as may for the time being and from time to time appear fit or expedient.
2. To acquire by purchase, lease, exchange, hire or otherwise develop or operate land, building and hereditaments of any tenure of description including agricultural land, mines, quarries, tea or coffee gardens, farms, gardens, orchards, groves, plantations and any estate or interest therein, and any right over or connected with land and building so situated and develop or to turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, re-constructing, altering, improving, decorating, furnishing and maintaining, hotels, rooms, flats, houses, restaurants, markets, ships, work-shops, mills, factories, warehouses, cold storages, wharves, godowns, offices, hotels, gardens, swimming pools, play-grounds, buildings, works and conveniences of all kinds of leasing, hiring or disposing of the same.
3. To manage land, building and other properties, whether belonging to the Company or not, and to collect rent and income, and to supply tenants and occupiers and others, refreshments, attendance, light, waiting rooms, reading rooms, meeting rooms, electric conveniences and other advantages.
4. To carry on business as producers, manufacturers, processors, converters, refiners, makers, bottlers, stockiest, dealers, importers, exporters, traders, retailers, agents, buyers and sellers of oxygen, acetylene, ammonia, carbondioxide, nitrogen, hydrogen, helium and other types of all kinds of gases required for or used in industries, agriculture, clinics, hospitals, refrigeration, aviation, transport vehicles, space rockets and crafts, communication, objects and media, power plants, domestic or public lighting, heating, cooling, or cooking purposes, lighters, plants producing water, chemicals or fuels, pesticide defence or warfare establishments, horticulture, forest or plant protection and growth and other allied purposes and to services, repair, manufacture market or deal in machinery plant, spares, cylinders, containers, gadgets, appliances, producing any of such gases and products.
5. To carry on business as timber merchants, saw mill proprietors and timber growers, and to buy, sell, grow, prepare for market, manipulate, import, export and deal in timber, teak, Plywood, fire-wood and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber, plywood or other wood is used and to buy, clear, plant and work timber estates.

6. To produce, manufacture, refine, prepare, process, purchase, sell, import, export or generally deal in construction materials including bricks, sand, stone, marble, tiles, refractors, china wares, sanitary materials, pipes, tubes, tubular structures, cement, paints, adhesives, sheets, roofings, glass furniture, fittings, electrical goods, water supply or storage equipments, floor polish, door closers, concrete mixers, elevators and any other building or decorative materials made of or by product of cement, stone, clay, timber, teak, board, fibre, paper, glass, rubber, plastic or other natural or synthetic substance or chemical.
7. To carry on business of manufacturers, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockiest, agents, merchants, distributors and concessionaires and of dealers in commodities of all or any of the following kinds :-
 - a. Vanaspati oils, de-hydrated vegetable oils, oils made or processed from seeds, cotton seeds, coconuts, products of plantations, horticulture, agriculture and forest product and oil cakes and soaps and lubricants made from such oils or as by products thereof.
 - b. Flour, cakes, pastry, cornflakes, bread , biscuits , coffee, lozenges, chocolates, confectionery, sweets, sweet products, fruit drops, sugar, glucose, ghee, cheese, and other dairy products, pickles, jams , jellies, sausages , cider, poultry and eggs, pulses, spices, oils, power and condensed milk, honey, vegetables, coffee, tea, coco and all kinds of materials required or used for the preparation of food articles.
 - c. Ammonia Sulphate nitrate (double salt) ammonia nitrate, calcium ammonium nitrate (nitroling Stone) ammonium chloride , super phosphate , urea and other types of fertilisers of synthetic or natural origin containing nitrogen, phosphorus or other compounds , soda , ash , pesticides, D.D.T. Seeds, processed seeds, concentrate for cattle or poultry feed.
 - d. Drugs, medicine, chemicals, mixtures, powder, tablets, capsules, injections, oils, compounds, cements , paints, creams, scents, soaps, lotions, toilet goods, pigments find all kinds of pharmaceutical , cosmetics and medicinal preparations required or used for beauty aids or personal hygiene or in allopathic, ayurvedic, unani or natural cure methods or systems of treatments , bandages , cotton gauzes, crutches, stretchers and all kinds of anatomical orthopedic and surgical appliances and stores.
 - e. Boots, shoes, footwear of all kinds made of leather, rubber, canvas, plastics, or any other synthetic or natural product, waterproof , cloth or compound, leather hides, skins, rexine, rubber, plastic or synthetic cloth compounds or granules , lasts, boot trees, buckles, leggin, gaiters, heels , laces, boot polishers, protecters, accessories and fittings and used in or required for footwears.
 - f. Writing pen, pencils, fountain pen, ball point pen, sign pen, color pencil, tubes and tables, pins, erasers, ink, clips, rulers, paper, pulp, newsprint, board, envelopes, cards, dies, letter-heads, forms, files, stamps, books, bags, cases, covers, racks, cabinets, numerical printer, adhesive tapes, gums , duplicators, typewriters, computers, calculators, accounting and inter - communications machines, and all kinds of office, domestic industrial and educational stationary equipments, appliances, furniture, instrumental gaskets, devices and stores made for domestic household educational, commercial, industrial , Government or Public use.

- g. Sports, goods , toys, petrochemicals , calcium carbide , styrene, ethylene, ethyl alcohol, hydro carbon, petroleum fractions and other synthetic chemicals substances - basics , intermediate or otherwise.
 - h. Razors, safety razors, blades, shaving sets, lotions, creams, soaps, soapsticks or other materials and utilities.
8. To carry on business as manufacturers, fabricators, processors, producers, markers, refiners, dealers, traders, importers, exporters, buyers, sellers, suppliers, stockiest, distributors, agents and dealers in commodities of all or any of the following kinds :
 9. To carry on the business as organisers, agents, holders, dealers of or investors in saving units or units issued by the Unit Trust of India and mobilise savings from members of the Company or public, to invest and deal with the funds, available with the Company as may be deemed fit from time to time and to pay, allow give or distribute interests, dividends, prize or gifts on or in relation to any such units or units by not amounting to lotteries. Provided that the Company shall not do any banking business as defined under the Banking Regulations Act 1949, or any statutory modification thereof.
 10. To carry on business as manufacturers , fabricators, producers, importers, exporters, dealers , agents, stockiest, retailers, traders and brokers of foundry equipments, accessories, spares, chemicals, raw materials, fuel, stores, parts, apparatus and goods used in or required by the foundries and producers of steel or metal.
 11. To carry on business as manufacturers , processors, rerollers, smelters, converters, producers, exporters, importers, traders, dealers, distributors, stockiest, buyers, sellers, agents or merchants in all kinds of and forms of steel and iron casting , steel including mild , high carbon, spring, high speed , tool, alloy, stainless and special steels iron , metals, and alloys, ingots, billets, bars , joists, rods, squares, structural , tubes, poles, pipes, sheets , wires , rails, rolling materials, rollers, other materials made wholly or partly iron , steel, alloys and metals, required in or used for industrial , agricultural , transport, commercial , domestic , building, power transmission, and /or construction purposes
 12. To carry on business as manufacturers, producers, refiners, processors, converters, traders, importers, exporters, retailers, stockiest, buyers, or sellers of caustic soda, soda ash, chlorine, bleaching materials, soap and detergents, organic, inorganic and /or mixed. chemicals including heavy chemicals, phosphoric acid, fertilizers, synthetic resins, plastic or P.V.C. materials, and such goods , machineries and part required for used in or based on partly or fully , one or more of the aforesaid material or products.
 13. To carry on the business as producers, distributors, importers, exporters, exhibitors, and financiers, of cinematograph films and to manufacture own, acquire, provide, secure , arrange, or deal in films and photographic , sound recording, musical lighting , appliances, instruments, equipments, and machines, and to construct , establish, own , hire, or otherwise acquire and manage, let out for rent, fee, monetary gain or otherwise studies, laboratories, theatres, buildings, or work required for all purposes of production , distribution or exhibition of the films , open air stage plays, dances, operation, burlesques, vaudeville, revenues, performances and entertainments and to act as dealers, importers, exporters of musical instruments and records, tapes, cinema and film projectors and cameras, wigs and other products or materials related or connected with the aforesaid objects and business; and to acquire exclusive or limited rights to and play , story , script , musical songs and lyric, book, article or any technique by producing , purchasing , or otherwise acquiring and to use exercise, develop or exploit or turn to account such rights for the business of the Company and to act as

agents for training , retaining , arranging and supplying artists , stars, art directors, script, or story writers, technicians, extras and other personnel required by the Company or others for film , cinema or show business.

14. To carry on business as advisers and / or consultants for matters and problems relating to the industries administration, management, organization, accountancy, costing, financial , marketing , import , export, commercial or economic activities ; labour statistical organisation , methods, quality control personnel and data processing , technical know -how, operation, manufacture, production, storage, distribution , sale and purchase of goods , property and other activities of and in relation to any business, trade , commerce, industry , mine , agriculture of and in relation to any business, trade, commerce, industry, agriculture, buildings, real estates, plant or machineries and all systems, methods, techniques, processes, principles in relation to the foregoing and to carry on business of rendering services on any one or more of aforesaid matters to any person , firm, company, trust, association, institution, society, body, corporate, government or government department , public or local authorities or any other organisation what so ever, to act as intermediaries in the introduction of collaborators, sellers, purchasers, partners, tenants, agents, consumers and employees but do not fall within the scope of the office of the managing agents or secretaries and treasurers of a company as defined under the Companies Act, 2013.
15. To carry on research and developments work for industrial , agricultural and minerals productivity and methods of production, matters and problems relating to accountancy , business management , distribution , marketing, and selling , to collect , analyse , examine , prepare , formulate, publish, distribute and circulate, date, strategy , reports, journals, books , magazines, newspapers, sports, education , society , cinema or real estates and to promote or propose such method, procedures and measures as may be considered desirable or beneficial for all or any of the objects of the Company and for extending developing and/or improving and type of business, trade, estate, industry, commerce, organisation, methods, techniques, technical know-how, patents, trade makers and procedures to consider and evaluate problems relating to administration, management, production, storage, distribution, finance, marketing and sale and/or relating to the rendering of any service.
16. To carry on business as dealers, distributors, stockiest, buyers, sellers, repairers, cleaners, stores, importers, exporters or agents of motor cars, trucks, lorries and carriages, motor cycles, scooters, bicycles, tractors, earthmoving equipments, trailers and other vehicles, agricultural implements, pumps and machineries, and spare parts, engines, motors, accessories, components tools, batteries, glass panels and sheets, apparatus, fitting, furnishing materials, used or required for such vehicles, implements or machines and to act as transporters of goods and passengers, travelling or clearing agents and to let out, hire or finance on hire-purchase system or otherwise automobile and other vehicles, implements, machines and any of the aforesaid products or things.
17. To promote, form or acquire any company and to take, purchase or acquire shares or interest in any company to transfer to any such Company any property of this Company and to take or otherwise deal in and invest in any shares, debentures and other securities in or of any Company or Companies.
18. To carry on business as manufacturers, producers, refiners, converters, shippers, exporters, agents, representatives, dealers, stockiest, importers or distributors of tea, coffee, coco, jute and jute good items, textiles, cotton, silk, nylon, terlyne, synthetic, and or fibrous, substances, wool and woolen goods, handicrafts, piece of arts, jewellery, sugarcane, linseed, oilseeds, wheat and other grins, jewellery ornaments, minerals, electronic, musical and sports goods,

cloth, dresses, garments, transport vehicles, food products, livestock, books, reading and educative materials, paper and other paper products, electrical goods, rubber, plastic goods, PVC and other synthetic resins.

19. To establish, maintain and operate shipping, air transport and road transport services and all ancillary services and, for these purposes or as independence undertakings to purchase, take in exchange, charter, hire, build, construct or otherwise acquire and to own work, manage and trade with steam, sailing, motor and other ships, trawlers, drifters, tugs and vessels, aircrafts and motor and other vehicles and all necessary and convenient equipment, engines, tackles, gear, furniture and stores and to maintain, repair, fit out, refit, improve, insure, alter, sell, exchange, or let out on hire or hire purchase or charter or otherwise deal with and dispose of any ships, vessels, aircrafts and vessels, aircrafts, and vehicles or any of the engines, tackle, gear, furniture, equipment and stores of the Company.

- IV. The liability of the members is limited.

(AMENDED AT THE DEEMED GENERAL MEETING OF THE COMPANY HELD ON 4TH MAY 2017)

V. The Authorized Share Capital of the Company is Rs.1050,00,00,000 (Rupees Thousand and fifty Crores Only) divided into 105,00,00,000 (one hundred and five Crores) equity shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs.1050,00,00,000 (Rupees Thousand and fifty Crores Only) with power to increase or reduce the capital and to divide and subdivide the shares into several classes and to attach there to respectively such preferential qualified or special rights, privileges or conditions, as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or as provided by the Articles of Association of the Company for the time being.

For Shriram EPC Limited


K. SURESH
Vice President & Company Secretary

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

Sl No	Name, address and description of subscribers	No. Of Equity Shares taken by each subscriber	Name and addresses and description of witnesses to the signatures
1.	Sd/- S.Shanker S/o.R.Sundaram 4, Kilpauk Garden Road, Ist St Chennai - 600 010	10	Sd/- S.Kumar S/o.N.R.Srinivasan 7/7, First Street, Kamaraj Avenue Adyar Chennai - 600 020.
2.	Sd/- K.Narayanaswamy S/o.V.Krishnamurthy 18, Vasantha Avenue, MRC Nagar, Chennai - 600 028	10	
3.	Sd/- Santosh Kamat S/o. Jagannath N Kamat F2, Palm Beach, IV Seaward Road, Valmiki Nagar, Chennai - 600 041	10	
4.	Sd/- R.K.Pal S/o.Ramen Kumar Paul R.17, Anna Nagar (W) Chennai - 600 040	10	
5.	Sd/- P.Ashok S/o.S.Panchapakesan A/10, T.V.Nagar, Ambattur, Chennai - 600 053	10	
6.	Sd/- M.A.Shariff S/o.Mahaboop Shariff 54, AH Block, Anna Nagar Chennai - 600 040	10	
7.	Sd/- K.Raman S/o.M.S.Kuppu Rao C-2, 150, Alwarpet Street Chennai - 600 018.	10	
	Total	70	

DATED: 12-06-2000
CHENNAI

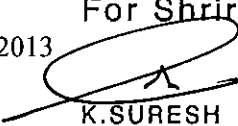
For Shriram EPC Limited


K. SURESH
Vice President & Company Secretary

**(AMENDED AT THE DEEMED GENERAL MEETING OF THE
COMPANY HELD ON 04TH MAY 2017)**

THE COMPANIES ACT, 2013

For Shriram EPC Limited


K. SURESH

Vice President & Company Secretary

TABLE -F

ARTICLES OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

Interpretation

I. (1) In these regulations—

(a) “the Act” means the Companies Act, 2013,

(b) “the seal” means the common seal of the company.

(2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

Share capital and variation of rights

II. 1. 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.

2. (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

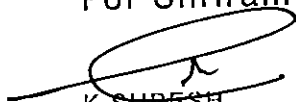
(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(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.

3. (i) 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.

For Shriram EPC Limited


K. SURESH

Vice President & Company Secretary

(ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.

4. 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.

5 (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 rule 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 satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) 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.

(ii) To every such separate meeting, the provisions of these regulations relating 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.

7. 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 share ranking *pari passu* therewith.

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

9. Notwithstanding anything contained in sub-clauses(s) above, but subject, however, to Section 62 of the Companies Act 2013, the Company may increase its subscribed capital on exercise of an option attached to the debentures or loans raised by the Company to convert such debentures or loans into shares or to subscribe for shares in the Company.

Lien

10. (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 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 dividend bonuses declared from time to time in respect of such shares.

11. 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.

12. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) 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.

13. (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.

Calls on shares

14. (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

15. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

17. (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.

18. (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.

19. 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.

Transfer of shares

20. (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.

21. 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.

22. The Board may decline to recognise 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.

23. 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

24. (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 shareholder, shall be the only persons recognized 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.

25. (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.

26. (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.

27. 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 complied with.

28. In case of a One Person Company—

(i) on the death of the sole member, the person nominated by such member shall be the person recognized by the company as having title to all the shares of the member;

(ii) the nominee on becoming entitled to such shares in case of the member's death shall be informed of such event by the Board of the company;

(iii) such nominee shall be entitled to the same dividends and other rights and liabilities to which such sole member of the company was entitled or liable;

(iv) on becoming member, such nominee shall nominate any other person with the prior written consent of such person who, shall in the event of the death of the member, become the member of the company.

Forfeiture of shares

29. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.

30. 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.

31. 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

32. (i) A forfeited share 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.

33. (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.

34. (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.

35. 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

36. 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.

37. 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.

38. 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 “stockholder” respectively.

39. 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;

(b) any capital redemption reserve account; or

(c) any share premium account.

Capitalisation of profits

40. (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);

(D) 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;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

41. (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 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

42. 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

43. All general meetings other than annual general meeting shall be called extraordinary general meeting.

44. (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.

Proceedings at general meetings

45. (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.

46. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

47. 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.

48. 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.

49. In case of a One Person Company—

(i) the resolution required to be passed at the general meetings of the company shall be deemed to have been passed if the resolution is agreed upon by the sole member and communicated to the company and entered in the minutes book maintained under section 118;

(ii) such minutes book shall be signed and dated by the member;

(iii) the resolution shall become effective from the date of signing such minutes by the sole member.

Adjournment of meeting

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

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

(iii) 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.

(iv) 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

51. 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.

52. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

53. (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.

54. 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.

55. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

56. 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.

57. (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

58. 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.

59. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

60. 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

61. Until otherwise determined by a general meeting and subject to Section 149 of the Companies Act, 2013, the number of directors shall not be less than three and not more than fifteen."

62. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

63. (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) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

64. The Board may pay all expenses incurred in getting up and registering the company.

65. 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.

66. 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.

67. 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.

68. (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

69. Nominee Director

- a. So long as any moneys remain owing by the Company to any All India Financial Institutions, State Financial Corporation or any financial institution owned or controlled by the Central Government or State Government or any Non-Banking Financial Company controlled by the Reserve Bank of India or any such Company from whom the Company has borrowed for the purpose of carrying on its objects or each of the above has granted any loans / or subscribes to the Debentures of the Company or so long as any of the aforementioned companies of financial institutions holds or continues to hold debentures / shares in the Company as a result of underwriting or by direct subscription or private placement or so long as any liability of the Company arising out of any guarantee furnished on behalf of the Company remains outstanding, and if the loan or other agreement with such corporation so provides, the corporation shall have a right to appoint from time to time any person or persons as a Director or Directors whole- time or non whole-

time (which Director or Director/s is/are hereinafter referred to as "Nominee Directors/s) on the Board of the Company and to remove from such office any.

- b. The Board of Directors of the Company shall have no power to remove from office the Nominee Director/s. At the option of the Corporation 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.
- c. The Nominee Director/s so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as they holds or continues to hold Debentures/shares in the Company as result of underwriting or by direct subscription or private placement or the liability of the Company arising out of the Guarantee is outstanding and the Nominee Director/s so appointed in exercise of the said power shall vacate such office immediately on the moneys owing by the Company to the Corporation are paid off or they ceasing to hold Debentures/Shares in the Company or on the satisfaction of the liability of the Company arising out of the guarantee furnished.
- d. The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the Meetings of the Committee of which Nominee Director/s is//are member/s as also the minutes of such Meetings. The Corporation shall also be entitled to receive all such notices and minutes.
- e. The Company shall pay the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees commission, monies or remuneration in any form is payable to the Directors of the Company the fees, commission, monies and remuneration in relation to such Nominee Director/s shall accrue to the nominee appointer and same shall accordingly be paid by the Company directly to the Corporation.
- f. Provided that the sitting fees, in relation to such Nominee Director/s shall also accrue to the appointer and same shall accordingly be paid by the Company directly to the appointer.

Proceedings of the Board

70. (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.

71. (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.

72. 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.

73. (i) 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.

74. (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.

75. (i) A committee may elect a Chairperson of its meetings.

(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.

76. (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.

77. 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.

78. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

79 In case of a One Person Company—

(i) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;

(ii) such minutes book shall be signed and dated by the director;

(iii) the resolution shall become effective from the date of signing such minutes by the director.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

80. 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.

81. 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

82. (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 two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors 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

83. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

84. 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.

85. (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, think 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.

86. (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.

87. 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.

88. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid 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 cheque or warrant shall be made payable to the order of the person to whom it is sent.

89. 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.

90. 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.

91. No dividend shall bear interest against the company.

Accounts

92. (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.

Winding up

93. 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.

Indemnity

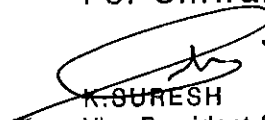
94. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Note: The Articles shall be signed by each subscriber of the memorandum of association who shall add his address, description and occupation, if any, in the presence of at least one witness who shall attest the signature and shall likewise add his address, description and occupation, if any, and such signatures shall be in form specified below:

S.No.	Name, address and description of subscribers	Name and addresses and description of witnesses to the signatures
1.	Sd/- S.Shanker S/o. R.Sundaram 4, Kilpauk Garden Road Ist Street Chennai - 600 010	Sd/- S.Kumar S/o.N.R.Srinivasan 7/7, First Street Kamaraj Avenue Adyar, Chennai - 600 020.
2.	Sd/- K.Narayanaswamy S/o. V.Krishnamurthy 18, Vasantha Avenue, MRC Nagar, Chennai - 600 028	
3.	Sd/- Santosh Kamat S/o.Jagannath N Kamat F2, Palm Beach, IV Seaward Road Valmiki Nagar Chennai - 600 041.	
4.	Sd/- R.K.Pal S/o.Ramen Kumar Paul R-17, Anna Nagar (W) Chennai - 600 040.	
5.	Sd/- P.Ashok S/o.S.Panchapakesan A/10, T.V.Nagar, Ambattur, Chennai - 600 053.	
6.	Sd/- M.A.Shariff S/o. Mahaboop Shariff 54, AH Block Anna Nagar Chennai - 600 040.	
7.	Sd/- K.Raman S/o.M.S.Kuppa Rao C-2 150, Alwarpet Street Chennai - 600 018	

DATED : 12-06-2000
CHENNAI

For Shriram EPC Limited


K.SURESH

Vice President & Company Secretary