



(The Companies ACT, 1956)

Public Company Limited By Shares

Memorandum of Association

of

BWL LIMITED



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Fresh Certificate of Incorporation Consequent on Change of Name

In the Office of the Registrar of Companies, Madhya Pradesh.

In the matter of BHILAI WIRES LIMITED

I hereby approve and signify in writing under section 21 of the Companies, ACT 1956 (ACT I of 1956) read with the Government of India, Department of Company Affairs, notification NO. G.S.R. 507 E dated the 24th June, 1985 the change of name of the company from BHILAI WIRES LIMITED

to BWL LIMITED

and

I hereby certify that BHILAI WIRES LIMITED

_____ which was originally incorporated on 22nd, JUNE, 1971 under the Companies Act, 1956. and under the name BHILAI WIRES LIMITED

_____ having duly passed the necessary resolution in terms of Section 21/22 (1) (a) / 22 (1) (b) of the C.A. 56 the name of the said company is this day changed to BWL LIMITED

and this certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Gwalior this TENTH day of MAY one thousand nine hundred NINETY SIX

Seal

Sd/-

(B.K. Bansal)

Registrar of Companies
Madhya Pradesh, Gwalior

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1. The name of the Company is BWL LIMITED
2. The Registered Office of the Company will be situated in the State of Madhya Pradesh.
3. The objects for which the Company is established are :
 - A. The main objects to be pursued on incorporation :
 1. To carry on the business of manufacturers of and dealers in High Carbon Wire and Wire Ropes including Steel Wires, Metal Wires, Earth Wires, Galvanized Wires, High Tensile Wires, Spring Steel Wires, Concrete prestressed wires, Signal Wires, Galvanized and Annealed Wires, Core Wires, Binding Wires, Stainless Steel Wires, Copper Coated Wires, Tin coated Wires, Ball Bearing Wires, Rolling Shutter Wires, Umbrella Frame Wires, Bi-Cycle Spoke Wires, Tyre Bead Wires, Cable Armouring Tapes, Aluminium and Copper Wires, Cables and Conductors, Brass and Bronze Wires and other Wire products and strengthening and cutting Wire Rods and to acquire by purchase or otherwise any patent rights and technical know-how for manufacturing such products.
 2. To carry on the business of Steel Melting, Continuous Casting, Rolling, Straightening and cutting Mild Steel, High Carbon Steel, Alloy Steel, Free Cutting Steel and all other kinds of Alloy and Special Steel.
 3. to manufacture and deal in steel and non-ferrous castings, steel and non-ferrous forging, steel and non-ferrous re-rolling and mechanical and structural engineers.
 4. To manufacture, purchase, sale, export, import and deal in all kinds of wires and wire products.
 5. To manufacture plants, equipments and machine tools required for the purpose of manufacture the products referred to in Clauses 1, 2 & 3 above.

The following object clauses have been inserted as per AGM dt. 18-9-93

6. To carry on manufacture, trade, sale import and export of all types of Optical Fibre Cables, Optical fibre such step index, graded index and mono mode and other types of fibres required in the fiber optic systems and cables, for use in Industrial Applications, medical use, instrumentation in defence systems, signalling, Telecommunication, multi channel video, communication, data communication and other communication and electronic applications; polyethylene insulated Jelly filled Telecommunications cables (PIJF) and to run the said activities itself or in Joint Venture in association with any Private, Public or Foreign Organisation.
7. 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 and to run the said activities itself or in joint Venture in association with any Private, Public or Foreign Organisation.

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- 8 to design, install, erect, lay provide consultancy and Managemnet Services or undertake turnkey projects for manufacturing, installing, laying, commissioning of Fibre Optic system, Electrical Transmission and Distribution Net-Work and to run the said activities itself or in joint Venture in association with any Private, Public or Foreign Organisation.
- 9 To carry on the manufacture, trade, sale, import and 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 Transmisson and Distribution Networks and to run the said activities itself or in joint venture in association with any Private, Public or Foreign Organisations.
- 10 To carry on business of Generation, distribution of Power Energy, Electrically produced by way of Non-conventional solar Energy, Solar Photovoltaic, Crystalline/Poly Sillicon Roads/Ingots etc. and wafers thereof manufacture of sillicon cells, solar cells, solar modules, solar panels, Batteries, Bio-gas or by any other method including wind energy and to run the said Activities itself or in joint venture in association with any Private / Public or foreign Organisations.

The following object clauses have been inserted as per AGM dt. 29-9-95

- 11 To carry on manufacture, trade, purchase, sale, Import and Export, Install, Commission, Execute Turnkey Jobs of all types of overhead Power Ground wire, Aerial Cables of Fibre optics and OPGW accessories and run the said activities itself or in Joint Venture in association with any Private/Public or Foreign Party/Organisation.
- 12 To carry on manufacture, trade, purchase, sale Import and Exports, Install, Commission in SKD/CKD condition of all types of Digital Microwave Radio, Optical Fibre Lines terminal equipments (both PDH and SDH), Digital pair Gain System and line connector Digital Radio Like MARR, SRS etc. paging and Telecommunication accessories, Switching and Cabling, Mobile telecommunication and accessories value added telecommunication Services, Fibre in local Loop (FILL) FITH, FITC etc. wireless in the local loop and to run the said activities itself or in joint Venture in association with any private, Public or Foreign Party/Organisation."
13. To carry on the busines of Cable TV Net Work and run the said activities itself or in Joint Venture in association with any Private, Public or Foreign Party/Organisation."

B. Objects incidental or ancillary to the attainments of the main objects :

14. To carry on any metallurgical operation which may seem conducive to any of the Comapny's objects.
15. To buy, sell and deal in Aluminium, tin, nickel, zinc, brass, copper and any other non-ferrous metals in cSonnection with the above objects.

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16. To carry on any other business whether manufacturing or otherwise that may seem to the Company capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights or which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property, real or personal belonging to the Company or in which the Company may be interested and to do all or any of the above things, either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
17. To purchase or otherwise acquire, erect, maintain, reconstruct and adopt any buildings, workshops, mills plant, machinery, accessories, offices and other things found necessary or convenient for the purpose of the Company and also to extend the business of the Company by adding to, altering, enlarging all or any of the buildings, premises and machinery for the time being the property of or in possession of the Company and by expending from time to time sums of the moneys as may be necessary or expedient for the purpose of improving, adding to, altering, repairing, and maintaining the buildings and machinery and property for the time being of the Company and to let any such property building, workshop mills or offices on lease or monthly rent for business of the Company.
18. To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, work, cultivate, deal with and turn to account concessions, grants, decrees, licences, privileges, claims, options, leases, property real or personal or rights or powers of any kind which may appear to be necessary or convenient for business of the Company.
19. To acquire from any person, firm or body corporate or incorporate whether, in India or elsewhere, technical information knowhow, processes, engineering, manufacturing and operating data, plans, lay-outs and blue prints useful for the design, erection and operation of plant required for any of the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.
20. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licences, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares whether fully or partly paid up, or securities of any other Company.
21. To remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise or by shares in the profits of the Company.
22. To advance, deposit with or lend money, securities and property to or receive loans or grants or deposits from the Government.

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23. To lend surplus moneys, either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit.
24. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.
25. To guarantee the performance of the obligations of and the payment of and the payment of dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the objects of the Company or the interest of its shareholders.
26. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debenture, debenture stock, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any Contract or obligations, in connection with the business of the Company.
27. To subscribe for, underwrite acquire, hold, sell and otherwise deal in shares, stock, debentures, debenture stock, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any Company (body corporate or undertaking) having objects similiar to the objects of the Company.
28. To invest surplus money of the Company in such investments as may be thought proper.
29. To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debenture-stock (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 property or assets of the Company (both present and future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or any other person or Company as the case may be.
30. To draw, make accept, discount, negotiate, execute and issue bills of exchange, Government of India and other promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instrument or securities.
31. To apply, for purchase or otherwise acquire and protect, prolong and renew, whether in India or elsewhere, any patents, patent rights brevets d' invention, trade marks, designs, licences, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information, to any invention process or privilege which may seem capable of being used for any of the purposes of the Company or acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, manufacture under licence or grant licences, or privileges in respect of or otherwise turn to account, the property, rights and information so acquired and to carry on any business in any way connected therewith.

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32. To expend money in experimenting on and testing and in importing or seeking to improve and patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
33. To establish, provide, maintain and conduct research and other laboratories training colleges, schools and other institutions for the training education and instruction of employees of the Company, students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.
34. To acquire and undertake all or any part of the business property and liabilities of any person or company carrying on or proposing to carry on any business which this company is authorised to carry on or possessed of 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 directly or indirectly to benefit the Company.
35. To procure the registration or incorporation or recognition of the Company in or under the laws of any place outside India.

C. Other objects :

36. To amalgamate with any other company in India and/to enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint- adventure or reciprocal concession.
37. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press radio and television, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes rewards and donations.
38. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
39. To apply the assets of the Company in any way in or towards the establishment, maintenance of extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally including any association, institution or fund for the protection of the interests of masters, owners and employers against loss by bad debts, strikes, combinations, fire, accidents or otherwise or for the benefit of any clerks workmen or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, refectories, dining and recreation rooms, temples, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscriptions for any purpose whatsoever.

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40. To subscribe or guarantee money for any charitable, benevolent, public general or useful object or for any exhibition.
41. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident fund, pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, and the wives widows, families and dependants of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the company or of any other company as aforesaid, and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
42. To distribute among the members in specie any property of the company, 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.
43. To grant fund, annuities, pensions, allowances, gratuities and bonuses to any employee or ex-employee (including Directors and Ex-Directors) of the Company or the relations, connections or dependents of any such person, and to establish or support association, institutions, clubs, schools, funds schemes and trusts (religious, scientific, educational, provident or otherwise) which may be considered calculated to benefit any such persons or the public or otherwise advance the interest of the company or of its company or of its members and to establish and contribute to any scheme for the purchase by trustees of shares in the company to be held for the benefit of the Company's employees and to lend money to the company's employees to enable them to purchase shares of the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with its employees or any of them and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public General or useful object or earmark a portion of the profits of the Company or create a fund or funds for any such objects or purposes.
44. To refer any claims or demands by or against the Company to arbitration or Tribunals and observe and perform the awards.
45. To form, incorporate or promote any company or Companies, whether in India or elsewhere, having amongst its or their objects the acquisitions of all or any of the assets of control, management or development of the Company or any other object or objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be ren-

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dered in obtaining subscriptions for or placing or assisting to place or to obtain subscriptions for or for guaranteeing the subscription of or the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of the Company or any stock, share, bonds debentures, obligations or securities of any other company held or owned by the Company or in which the Company may have an interest or in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion or formation of any other company in which the Company may have an interest.

And it is hereby declared that the word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body or persons, whether corporate or unincorporate, and whether domiciled in India or elsewhere.

IV. The liability of the members is limited.

V. "The authorised Share Capital of the Company is Rs. 15 Crores (Rupees Fifteen Crores only) divided into 150 lacs shares of Rs. 10/- each with power to increase, reduce, sub-divide classify and consolidated and with power from time to time to issue any share of original capital or new capital with and subject to any preferential deferred, qualified or special right, privileges or conditions as may be thought fit and upon the sub-division of share to apportion the right to participate in profit in any manner, as between the share resulting from such sub-divisions".

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

Names, addresses and description of subscribers	Signature of subscribers	Number of shares taken by each subscriber Equity	Witness
1. Hari Prasad Khetawat, S/o. Shri Kishanlal Khetawat, 113/1B, Chittaranjan Avenue, Calcutta-12 Businessman.		Ten	
2. Phool Kumar Khetawat S/o. Shri Kishanlal Khetawat, 113/1B, Chittaranjan Avenue, Calcutta-12 Businessman.		Ten	
3. Ramkishan Bagri S/o. Shri Radha Kishan Bagri, 10, Kalikrishana Tagore Street Calcutta-7. Businessman.		Ten	
4. Kailash Chandra Barjatya, S/o. Seth Kalyanmal Barjatya, 1/1, Lord Sinha Road, "Natraj" Calcutta-17 Businessman		Ten	
5. Kamal Kumar Khetawat S/o. Shri Kishanlal Khetawat, 113/1B, Chittaranjan Avenue, Calcutta-12 Businessman.		Ten	
6. Shanti Devi Khetawat, Wife of Shri H.P. Khetawat, 113/1B, Chittaranjan Avenue Calcutta-12 House wife		Ten	
7. Kishanlal Khetawat S/o. Late Nathmull Khetawat 113/1B, Chittaranjan Avenue, Calcutta-12 Businessman.		Ten	

Signature of Subscribers 1 to 7 witnessed
Prakash Chandra Modi,
S/o. Shri Damodar Das Modi,
703-C, Block "P"
New Alipore,
Calcutta-53

Total Seventy Equity Shares

Dated the 19th day of June, 1971

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