

Certificate u/s 42 of G.S. Act II of 1899

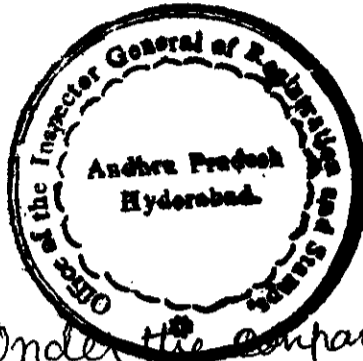
File No: S2/26688/80

Dt. 27.10.1980.

I hereby certify that the proper stamp duty of Rs. 90.00 (Rs. Ninety only) has been levied in respect of this document from Sri Y. Kamesh of Hyderabad.

B-1

Office of the Inspector General of Registration and Stamps, Andhra Pradesh, Hyderabad.



101 received in Andhra Pradesh
Asst. Inspector General of Registration & Stamps, A.P., Hyderabad.



Under the Companies Act 1956
one of 1956
company limited by shares
Memorandum of Association



of

GEM CABLES & CONDUCTORS LIMITED

Receipt No.	5526
Rs.	7250/-
Date	30-10-80
Mav/10 Registrar.	

- I. The name of the Company is "GEM CABLES & CONDUCTORS LIMITED"
- II. The Registered Office of the Company will be situated in the State of Andhra Pradesh:~
- III. The objects for which the Company is established are as follows.

(A) Main objects to be pursued by the Company on its incorporation:-

- 1. To manufacture ~~all~~ ^{and} types of Cables & Conductors, other Non Ferrous and ferrous metal products of all sizes by melting, casting, rolling extruding, dip forming, forging, wire drawing or any other process out of ingots, billets, wire-bars, scraps of ferrous and non ferrous metal in any form on contract basis or on own account and to manufacture A C S R, all Aluminium and copper conductors, aluminium and copper binding wires, Covered conductors and all types of insulated wires and cables, telephone and telegraphic cables and underground cables, and to manufacture, import, export, buy and sell, repair, improve, exchange, let out on hire all machinery and other implements useful or necessary for the purposes of carrying on any of the objects of the Company and/or for sale in the market.
- 2. To carry on the business of purchase and sale of all types of cables, Aluminium Rods, ACSR, AAC and other types of conductors, other types of electrical goods and ferrous and non ferrous metal products.

copy of certificate of incorporation is attached here with along power of attorney v/leg No 16(2) of C.A 1956.

Registrar.

3. To carry on the business as manufacturers of and dealers in enamelled. Magnet, Winding Wires, Fibre Insulated wires and cables, Radio frequency products, steel and aluminium wires, submarine cables, Elevator cables, Air-craft wires, Dredger cables, carrier cables, Switch Board cables, Signalling Cables, Motor Car wires, control cables and all kinds and components in respect thereof.

4. To carry on the business of mechanical engineers, machinists, fitters, mill-wrights, founders, wire - drawers, tube-makers, metallurgists, sadlers, galvanizers, japanners, annealers, enamellers, painters, spray painters, electroplaters and packing case makers.

5. To carry on the business of electricians, electrical engineers and manufacturers of all kinds of electrical and mechanical machinery goods, machine tools and parts thereof and electrical apparatus for any purpose whatsoever and to manufacture sell, supply and otherwise deal or traffic in motors, transformers, switch gears, turbines, generators, accumulators, lamps, meters, engines, dynamos, batteries, condensers, telephonic or telegraphic apparatus of any kind, switch boards, cables and wires, fans and all kinds of electrical, mechanical and engineering goods and manufacturers of and dealers in scientific instrument of any kind.

(B) Objects ancilliary or incidental to the attainment of the main objects are:

6. To carry on the business of manufacturers and distributors of and dealers in engravings, prints, pictures, drawings and any written, engraved, painted and printed productions in all their branches.

7. To buy, sell, manufacture, plant, cultivate, produce, prepare, treat, repair, alter, manipulate exchange, hire, let on hire, import, export, dispose off and deal in all kinds of articles and things which may be required for the purposes of any of the business which the Company is expressly or by implication authorised by this Memorandum to carry on or which are commonly supplied or dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection with any of the said business.

8. To carry on any other business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

9. To acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on any business which the Company is authorised to carry on or possessed of property suitable for the purpose of this Company.

10. To enter into partnership or any other arrangement for sharing profits, union of interest, co-operation, joint adventure or reciprocal concession, with any person or Company carrying on or engaged in, or about to carry on or engaged in, any business or transaction which this Company is authorised to carry on or engaged in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to lend money to, guarantee the contracts of, or otherwise assist any such person or Company and to take or otherwise acquire shares and securities of any such Company and to sell, hold re-issue, with or without guarantee, or otherwise deal with the same.

11. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

12. Generally to purchase, take on lease or in exchange, hire or otherwise acquire, any movable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular any lands, buildings, easements, machinery, plant and stock-in-trade.

13. To construct, maintain or alter any buildings, factories, ware-houses, godowns, shops or other structures of works necessary, convenient or expedient for the purposes of the Company.

14. To purchase plant, engines, machinery, tools and implements from time to time and to sell or dispose of the same.

15. To purchase and sell in India or elsewhere any materials of any ~~description on commission~~ or otherwise, and to undertake or execute any work on commission or by contract or otherwise.

16. To employ or otherwise acquire technical experts, engineers, mechanics, foremen and skilled and unskilled labour for any of the purposes or business of the Company.

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

18. To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the Company, or the acquisition of the same which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant ~~licences~~ in respect of, or otherwise turn to account the property, rights or information so acquired.

19. To enter into arrangements with any governments or authorities, supreme, municipal, local, or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from any such government or authority, any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

20. Generally to carry on the business as financiers and guarantors and to undertake and to carry out all such operations and transactions (except insurance business within the meaning of the Insurance Act and business of banking within the meaning of the Banking ~~Regulations~~ Act) as an individual capitalist may lawfully undertake and carry on.

21. To apply for, tender, purchase or otherwise acquire contracts, sub-contracts, licences, and concessions for all or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same and to sublet all or any contracts from time to time and upon such terms and conditions as may be thought expedient.

22. To pay for any business, property or rights acquired or agreed to be acquired by this Company and generally to satisfy any obligation of this Company, by the issue or transfer of shares of this Company, or any other company credited as fully or partly paid up, or of debentures or other securities of this or any other company.

23. To accept payment for any property or rights sold or otherwise disposed of or dealt with by this Company, either in cash, by instalments or otherwise, or in shares of any company with or without deferred or preferred rights in respect of dividends or repayment of capital or otherwise, or in debenture-stock, or other securities of any company or corporation, or by mortgages, or partly in one mode and partly in another, and generally on such terms as the Company may determine and to hold, deal with or dispose of any consideration so received.

24. To pay, satisfy or compromise any claims made against the Company, which it may seem expedient to pay, satisfy or compromise notwithstanding that the same may not be valid in law.

25. To receive money on deposit, with or without allowances of interest, to advance and lend moneys upon such securities or without securities therefor as may be thought proper and to invest such of the Company's money not immediately required, in such manner as may from time to time be determined by the Directors of the Company.

26. To borrow and secure the payment of money in such manner and on such terms as the Directors may deem expedient, and to mortgage or charge the undertaking and all or any part of the property and rights of the Company, present or future, including uncalled capital.

27. To open an account or accounts with any person or company, or with any bank or bankers or shroffs and to pay into and withdraw moneys from such account or accounts whether they be in credit or otherwise.

28. To draw, make accept, endorse, discount, execute and issue, negotiate, assign, buy and sell or otherwise deal in cheques, drafts, promissory notes, bills of exchange, hundies, debentures, bonds, bills of lading, railway receipts, warrants and coupons and all other negotiable and transferable securities, instruments and documents.

29. To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital, or any debentures debenture-stock or other securities of the company, or in or about the formation or promotion of the Company, or the conduct of its business.

30- To adopt such means for making known the business and/or products of this Company or any company in which this Company is interested as its agent, representative or in any other way, by advertisements in papers, periodicals, magazines, through cine slides and films, by issue of circulars, posters, calendars, showcards, playing cards, hoardings, by radio programmes, exhibitions, by publication of books, periodicals and by granting prize, rewards and donations.

31. To establish and support funds and institutions calculated to benefit employees or ex-employees of the Company or its predecessors-in-business or the dependants or connections of such persons, and to grant pensions, and allowances, and to subscribe or guarantee money for charitable objects.

32. To provide for the welfare of the directors, officers, employees and ex-directors, ex-officers and ex-employees, of the Company and the wives, widows and families or dependants or connections of such persons, by building or contributing to the building of houses, dwellings or chawls, or by grants of money, pensions, allowances, bonus or other payments, or by creating and from time to time subscribing or contribution to provident or other associations, institutions, funds or trusts, and by providing or subscribing or contributing towards places of instruction, and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or other institutions and objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.

33. To train or pay for the training in India or abroad of any of the Company's employees or any other candidates in the interests and for the furtherance of the Company's objects and business.

34. To create any depreciation fund, reserve fund, or any other special fund whether for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company.

35. To procure the registration or other recognition of this Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business.

36. To amalgamate with any other Company having objects altogether or in part similar to those of this Company.

37. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of this Company.

Subject to the provisions of the Act
38. To distribute any of the property of the Company amongst members in specie or in kind and in particular by the distribution of paid up shares or debentures, or debenture-stock of the Company or any other company for bonus or any other payment declared or due but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.

39. Subject to the provisions of the Act, to place to reserve or to distribute dividends or bonus among the members or otherwise to apply, as the company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company any moneys received in respect of dividends, accrued on forfeited shares, and moneys arising from the sale by the Company of forfeited shares.

40. To do all or any of the above things in any part of the world, and 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.

41. To do all such other things as are incidental or conducive in the opinion of the Board of Directors to the above objects or any of them.

C) Other objects:

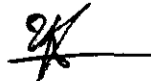
~~12~~ ¹² 42. To manufacture and/or produce and/or otherwise engage generally in the manufacture or production of or dealing in electric kilowatt hour meters, magnets, electromagnets, power cables, industrial jewels, ammeters, voltmeters and other types of measuring instruments, etc., and component parts thereof and other materials and products in India and elsewhere.

~~13~~ ¹³ 43. To carry on the business and to act as merchants, traders, commission agents, or in any other capacity in the State of Andhra Pradesh or elsewhere and to import, sell, barter, exchange, pledge, make advances upon or otherwise deal in goods, products, articles, and merchants.

~~14~~ ¹⁴ 44. To transact and carry on all kinds of agency business and to carry on or promote any business, commercial, financial or otherwise under sound principles and to act as distributors or as agents on commission and or allowances as the Company may deem fit.

IV. The Liability of the members is limited.

~~15~~ ¹⁵ V. The ^{Authorized} Share Capital of the Company is ^{Rs. 25,00,000/-} (Rupees Twenty Five Lakhs) divided into 25,000 equity shares of Rs. 100/- each with the rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the shares in the Capital for the time being into several classes and attach thereto respectively subject to the laws for the time being in force, such rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify, abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.



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

Sl. No.	Names, Addresses, Descriptions and Occupations of Subscribers	Number of equity Shares taken by each Subscriber	Witness with address, description and occupation
1	<p><i>J. Venkateswara Rao</i> (Y. VENKATESWARA RAO) S/o K. Venkateswara Rao Retired Judge: High Court - GAD 6-3-252/11, Broomfield Hyderabad.</p>	<p>One share only (1)</p>	<p><i>[Signature]</i></p>
2	<p><i>Y.V. Krishna Rao</i> Y.V. KRISHNA RAO S/o Y. Venkateswara Rao Bank Service 6-3-252/2/1, Erenmasil Hyderabad-500002</p>	<p>one share only (1)</p>	<p><i>[Signature]</i> Y. RAMESWARA RAO 40 Shri. Y. Venkateswara Rao H No 6-3-252/2/1, Erenmasil Hyderabad-500002 ADVOCATE</p>
3	<p><i>M. E. G. G. G. G.</i> M. E. G. G. G. G. S/o. Tribhuvan Lal G. G. G. 6-3-252/2/2, D. D. D. D. D. HYDERABAD. 500002 Business</p>	<p>One share only (1)</p>	<p><i>[Signature]</i></p>
4	<p><i>G. Lakshmana Rao</i> (G. LAKSHMANA RAO) S/o G. M. GUPTA Plot No 233 Jubilee Hills HYDERABAD 500034 Engineer</p>	<p>One share only. (1)</p>	<p><i>[Signature]</i></p>
	<p>C/F</p>	<p>4</p>	<p><i>[Signature]</i></p>

Sl. No.	Names, Addresses, Descriptions and Occupations of Subscribers	Number of equity Shares taken by each Subscriber	Witness with address, description and occupation
5	<p>B. Narasimhaiah (B. NARASIMHAIAH) Electrical Engineer, 6-3-562/2, Exram Hanjil Hyderabad 500004.</p>	<p>B/F # One Share only (1)</p>	<p>2/8 2/8</p>
6	<p>B. Venkata Ratnam (B. VENKATA RATNAM) S/o Late Sri Narpayana advocate - 3-4-663/21, Narayana Hyderabad 29</p>	<p>One Share only (1)</p>	<p>2/8 Yambhavanthi 4-1-1900 S/o Sri. V. Venkateswara Rao 6-3-281/21, Exram Hanjil, Hyderabad 500004 Advocate.</p>
7	<p>B. Srinivasa Rao (B. SRINIVASA RAO) S/o Sri B. Venkateswaram H. NO. 3-4-663/21 Narayana guda Hyderabad 500 029 Occupation: Doctor</p>	<p>one Share only (1)</p>	<p>2/8</p>
8	<p><u>Gotamchand</u> GOTAMCHAND BAFNA S/o KANHAISALAK BAFNA 17-1-49/3 AMEERPET HYDERABAD-16</p>	<p>One Share (1)</p>	<p>2/8</p>
	<p>Industriest</p>	<p>B/F 8</p>	<p>2/8</p>

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Sl. No.	Names, Addresses, Descriptions and Occupations of Subscribers	Number of equity Shares taken by each Subscriber	Witness with address, description and occupation
9	<p>S. Jay Reddy S. GANGI REDDY Sj. Venkatesh Reddy G. Ramidada Kotimada T. A E. G. ost Land Lord</p>	<p>B/F 8 one share only (1)</p>	<p>✓ ✓</p>
10	<p>... M. Satyanandam S/o Sridharayudu Advocate 12-2-223/B/29 S.T. Colony Mehdipatnam Hyderabad - 500028</p>	<p>one share only (1)</p>	<p>S. Sambasiva Rao V. K. A. HEBBAR RAO S/o Sh. Y. Venkateswara Rao, 6-3-25/2/11, G.M. Flamin, Hyderabad 500004. ADVOCATE.</p>
11	<p>G. N. Rao GADY KRISHNA RAO S/o Venkateswara Chartered Accountant 5-3-340 R.P. Road Sec'bad.</p>	<p>one share only. (1)</p>	<p>✓</p>

✓ Total No of Shares taken 11 (Eleven only)

Dated this the 19th day of October, 1980.


Place: Hyderabad

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Company No. 2833 Document No.

Registered / Recorded / filed on 12/10/80

Date of destruction PERMANENT/



REGISTRAR.