



सापेक्ष नवती

प्राकृप एक

Form 1

निगमन का प्रमाण पत्र

Certificate of Incorporation

सं० 55-61295 शक 19 16

No. 55-61295 of 19 94-95

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज परामाउन्ट कम्युनिकेशन्स

लिमिटेड

बण्ड नौ

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that PARAMOUNT COMMUNICATIONS

LIMITED

part IX of

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता० 14 भादपद, 1916 को दिया गया।

Given under my hand at ... NEW DELHI ... this FIFTH

day of SEPTEMBER One thousand nine hundred and NINETY FOUR.



H.S. Sharma

। एच.एस. शर्मा ।

अपर कम्पनी रजिस्ट्रार

रा. रा. क्षेत्र दिल्ली एवं हरियाणा

(H.S. SHARMA)

ADDL. Registrar of Companies

N.C.T. OF DELHI & HARYANA

(The Companies Act, 2013)
(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION
of
PARAMOUNT COMMUNICATIONS LIMITED

1. Memorandum and Articles of Association made and entered this 16th day of June, One Thousand Nine Hundred and Ninety four, by and among :

1. Shri Shayam Sunder Aggarwal	S/o Shri B.L. Gupta
2. Shri Sanjay Aggarwal	S/o Shri S.S. Aggarwal
3. Shri Sandeep Aggarwal	S/o Shri S.S. Aggarwal
4. Mrs. Kamla Aggarwal	W/o Shri S.S. Aggarwal
5. Mrs. Archana Aggarwal	W/o Shri Sandeep Aggarwal
6. Mrs. Shashi Aggarwal	W/o Shri Sanjay Aggarwal
7. Mrs. Satya Devi	W/o Shri A.S. Sanghi

WHEREAS the parties hereto are carrying on business in partnership under the name and style of M/s. Paramount Cable Corporation originally incorporated on 01.07.78 with Sh. Anil Kumar and Smt. Kamla Aggarwal as equal partners. Subsequently on 01.10.81 the deed was amended to include Sh. S.S. Aggarwal, Sh. Sanjay Aggarwal, Sh. Sandeep Aggarwal, Sh. Sunil Kumar and Smt. Sumitra Devi, as new partners and Smt. Kamla Aggarwal retired. Thereafter on 20.01.86. Smt. Sumitra Devi, Sh. Anil Kumar and Sh. Sunil Kumar retired and the remaining partners continued on 01.07.92. The existing partners modified the partnership deed to incorporate the changes in the partnership income tax assessment brought about by the Finance Act, 1992, finally the Partnership Deed was amended and Smt. Kamla Aggarwal, Smt. Shashi Aggarwal, Smt. Archana Aggarwal and Smt. Satya Devi were introduced as new partners to carry on the existing business more efficiently on the terms and conditions in the Partnership Deed dated 1st April, 1993.

AND WHEREAS the said firm owns, industrial undertaking engaged in manufacturing of all kinds of cables, and assets and liabilities relating to the business.

AND WHEREAS the said persons for better efficiency in the management of the said business and properties belonging thereto have agreed that the said joint stock Company should with effect from date of incorporation, be governed by the regulations following; for carrying on and continuing the said business of the firm uninterrupted in a joint stock Company having an equity share capital of Rs. 1,00,00,000/- (Rupees One Crore only) divided into 10,00,000 equity shares of Rs. 10/- each, out of which subscribed and paid-up capital will be Rs. 10,00,000/- only divided into 1,00,000 equity shares of Rs. 10/- each.

AND WHEREAS the parties have mutually settled the shareholdings of the subscribed capital amongst themselves as the members of the said joint stock Company in the following manner:

Name of the Party	Amount (Rs.)	No. of Shares (Equity Shares of Rs.10/- each)
1. Sh. Shyam Sunder Aggarwal	3,90,000	39,000
2. Sh. Sanjay Aggarwal	2,95,000	29,500
3. Sh. Sandeep Aggarwal	2,95,000	29,500
4. Mrs. Kamla Aggarwal	5,000	500
5. Mrs. Archana Aggarwal	5,000	500
6. Mrs. Shashi Aggarwal	5,000	500
7. Mrs. Satya Devi	5,000	500
TOTAL	10,00,000	1,00,000

WHEREAS the said partnership firm is a Joint Stock Company within the meaning of Section 566 of the Companies Act, 1956.

AND WHEREAS the parties hereto of all seven parts have expressed their desire vide unanimous resolution dated 1st April, 1994 (enclosed and worked exhibit 'B') to register this Joint Stock Company within the meaning of Section 566 of the Companies Act as a Public Company Limited by Shares under the provisions of Chapter IX of the Companies Act. 1956.

Now this indenture witnesseth that each of the parties hereto so far as it relates to the acts and deeds of himself respectively and agree mutually among themselves and with each of them the said persons and any other person or persons that may hereinafter join as member of the joint stock Company in the manner hereinafter mentioned shall whilst holding shares in the capital of the Company be and continue (until dissolved) under the provisions in that behalf hereinafter specified and that such Company under the name and hereinbefore and hereinafter specified and that such company and such members thereof shall be subject to the regulations followings:

- I. The name of the Company is Paramount Cable Corporation and shall upon registration be Paramount Communications Limited.**
- II. The Registered Office of the Company after registration under the companies act shall be situated in the State of National Capital Territory of Delhi.**
- III. (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To carry on the business of Manufacturing cables and other products hitherto carried on by M/s. Paramount Cable Corporation functioning at M-4, Bahubali Building, 58/17, New Rohtak Road, New Delhi and to hold, possess and manage the assets, thereof and to discharge the liability of the same and to acquire and undertake the whole of the properties, assets, rights, privileges, goodwill, established business and liabilities thereof.
 2. To carry on the business of importers, exporters, manufacturers, warehousemen, repairers, job workers, carriers, forwarding agents and dealers in all kinds of telecommunication cables, electric cables and wires, XLPE cables, PVC power cables, thermoplastic insulated cables and flexible for domestic industrial wiring, elastomer, insulated cables, winding wires, and strips, rods, rubber insulated cables, cables for electronic uses, signaling cable and all other such kind of cables required for the purposes of electric instruments and equipments, made out of steel, aluminium, copper, XLPE, PVC and any other kind of material.

3. To carry on anywhere in India or abroad, the business of manufacturers of and/or dealers in wires, cables of all types and kinds, copper conductors, aluminium conductors or other conductors made of any matter or substance and all type of machinery, plant or apparatus and things required for of capable of being used in connection with the manufacture of the above of for the generation, accumulation, distribution, supply or employment of electricity.
4. To carry on in India or elsewhere the business of manufacturers, processors, fabricators, drawers, rollers and rerollers of ferrous and non-ferrous metals, steels, alloy, steel special, and stainless steels, shafting, bars, rods, flats, squares from scrap, sponge iron, prerduced pilets, ingots, including manufacturing, processing and fabricating of pipers, utensils, wire nails, wire ropes, wire products, screw, expanded metal, hinges plates sheets, strips, hopps, rounds, circles and angles and of act as exporters and importers and dealers in all such and allied merchandise.
5. To carry on the business of importers and exporters or/and dealers in ferrous and non-ferrous castings of all kinds and in particular continuous castings, chilled and malleable castings, special alloys castings, gun metal, copper, brass and aluminium castings and foundry word of all kinds.
- 6.* To promote, encourage, establish, develop, maintain, organise, undertake, manage, operate, conduct and toi run the business of providing of different kinds of services, whether in India or elsewhere, in respect of and in connection with all kinds of communications facilities including Telecommunications, wireless and mobile communications, paging services, basic telephone services, cable television, internet services and gateway, e-commerce, e-mail, web- serving website hosting and other satellite based communications systems inclusive of Mail Transfer, Conversations, Conferences, Exhibitions, Video Conferencing, voice-over-interest, Internet telephony, Transcription services, Telecom Convergence technologies and other similar type of facilities through electronics and/or computer, Cellular phones or any other equipments and to render services in connection with the management of such service Providers and to act as manufacturers, traders, dealers, consultants, agents, licencees or lessees or in any other manner in connection thereof.
- 7.* To carry on the business of software development, Information Technology Development, System Integration and Networking, Cybercafe, information and security connected products and any other activities relating to information technology, Electronic Data Processing and software development.
- 8.* To provide the management of and consultancy in the field of Information technology, computer hardware and software, system designing, data processing and data transfer and to act as dealers, distributors, agents, representative of Indian and foreign concerns, person operating in line of information technology and allied activities.
- 9.* To carry on the business of import- export, purchase, manufacture, assemble, stockists, distributors, agents, dealers, traders in all accessories, equipments and spare parts for all types of cables and to work as contractors, job workers and consultants in installation and functioning of all types of cables.

III (B) MATTER WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE (III) A ARE:-

1. To purchase, take on lease, or otherwise acquire in the Union of India or elsewhere any property estates, plantations and other lands of freehold, leasehold or other tenure for the purposes of the Company in connection with the main business.
2. To pay for any lands and immovable or movable estates land/or properties or assets of any Rind acquired by the Company or the any services rendered or to be rendered to the Company and generally to pay or discharge any consideration to be paid or given by the Company in money or in shares, whether fully paid-up or partly paid-up or debentures or debenture stock or obligations of the Company or partly in one way and partly in another or otherwise however with power to issue any shares either as fully paid-up or partly paid-up for such purposes.

*The above said Sub-Clauses 6, 7, 8, 9, has been added vide Special Resolution passed at the EGM held on 16.02.2000.

3. To enter into any partnership, merger, collaboration, contracts, agreement for sharing profits, union of interest, reciprocal concession, or cooperation or any other arrangement or agreements with any Government or Governmental authority, municipal, revenue, local authority, individual, firm, corporation or otherwise, which may seem conducive to any of the objects of the Company and obtain from any such government or authority any rights, privileges, and concessions which may appear desirable to be obtained and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
4. To appoint stockists, dealers, selling agents, distributors, delcredere agents, advertisers, carriers, processors, for the sale, distribution, processing and delivery of the company's products.
5. To invest, layout advance and deal with the monies of the Company not immediately required with any scheduled banks, companies, or any other persons and in such other manner as is beneficial to the Company and to draw, accept, endorse or negotiate promissory notes, debentures, bills of exchange, or other negotiable instruments, drafts, charter parties, bills of lading, warrants.
6. To mobilize resources for the implementation of the main objects stated by way of capital, by way of loans and deposits, from public, financial institutions, development banks and any other Government or Semi-Government or private bodies, associations or institutions and such other sources as trusts, investment companies, and also from any likely foreign sources and agencies and from non-resident Indians and foreign nationals of Indian origin.
7. To issue shares, debentures, bonds and other securities and instruments for raising finance as aforesaid and to create mortgages, charges and other securities in favour of the lenders and creditors and to do and execute any other writings, things, deeds necessary for or incidental to the raising to funds and mobilization of resources as aforesaid.
8. To appoint financiers and bankers and negotiate with them credit and other banking and financial facilities for carrying on the business of the Company and to open the necessary accounts with such bankers and financiers by way of security.
9. To pay all or any costs, charges and expenses, whatever, preliminary, incidental or relating to the promotion, formation, registration or establishment of this or any other Company or to the raising, subscription, issue, settlement or quotation in any stock exchange of any portion of the original or future share, loan or other capital of this or any other Company and to remunerate by commission, discount or otherwise any person or Company for services rendered in placing or assisting to place any of such capital, debenture stock or securities or obtaining or assisting to obtain a settlement or quotation of the same in any stock exchange or for any services, preliminary, incidental, or relating to or in connection with the promotion registration or establishment of this or any other Company and to charge any payment of remuneration aforesaid to capital or revenue account.
10. To invest in or subscribe for, purchase or otherwise acquire in India or abroad shares, stocks, debentures, securities (government or other) or other interests in any other Companies, movable or immovable property of any kind, to make payments thereon or in advance of calls and to hold, sell exchange or otherwise dispose of deal with them, turn to account and acquire from time to time as may seem expedient or to otherwise invest the money of the Company.
11. For the purpose of the Company to accept deposits subject to section 58-A, 292 and 293 of the Companies Act, 1956, and Regulations made there of and directions issued by the Reserve Bank of India for any period of time and pay interest thereon and issue fixed deposit receipts, promissory notes and other securities for the same and keep floating, cash credit or other accounts with or without interest and to lend or allow loans or overdrafts thereon to the depositors and charge interest thereon.
12. To dispose of or exchange any of the businesses or undertakings, properties or rights of the company in consideration of shares, debentures, or other securities and to enter into any agreement or arrangement with other companies, firms or individuals for joint working in business or for sharing of profits in any

other Company, firm or persons if such acts are advantageous to this Company and to take otherwise acquire and hold shares, stocks or securities and to subsidise or otherwise assist any such Company and to sell, hold, reissue with or without guarantee or otherwise deal with such shares or securities, and to form, constitute or promote any other Company or companies for the purpose of acquiring all or any of the property-right and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the company.

13. To amalgamate with any other Company having objects altogether or in part similar to those of this Company.
14. To acquire and to take part in management, supervision or control of the business or operations of any Company or undertaking which has same or similar objects and to act as managers, secretaries and treasures thereof and for that purpose to appoint and remunerate any directors, accountants, other experts or agents.
15. To make pecuniary grants by way of donations, subscriptions, allowances, gratuity, guarantee or otherwise for the benefit of persons who are or have been employed by the Company and widows, orphans and dependents of any such persons.
16. To subscribe, contribute or guarantee money for any national, charitable, benevolent, public, general or useful object or funds or for any exhibition.
17. To undertake and execute any trusts the undertaking whereof may seem desirable either gratuitously or otherwise.
18. To establish, support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to benefit employees or ex-employees of the Company or its predecessors in business or the dependents or relations of such persons and to grant pensions and allowance and to make payments towards insurances.
19. To procure the registration or incorporation or recognition of the Company in or under the laws of any place outside India and to establish and maintain registers; agencies and branch places of business in any part of the world.
20. To do all or any or the above things in any part of the world as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others and either by or through agents.
21. To distribute any property of the company in specie or kind among the Members.
22. To initiate, organise and set up Research cells or independent institutes for rendering specialized services to the oil industry or oil exploration generally and also for generation, production and improvement of techniques and quality of all types of fuel and power subject to the necessary clearances from the Government or any other authority whenever required and to collaborate with or hire and other such institute or organization for any specific research project or generally on terms and conditions deemed fit.
23. To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for preparing, improving, extending or maintaining any of the properties of the Company or the Company or for any other purpose conducive to the interest of the Company.
24. Subject to the provision of The Companies Act, 1956, to place to reserve or to distribute as dividend or bonus among the members, or otherwise to apply, as the Company may from time to time think fit any monies received by way of premium on shares or debentures issued at a premium by the Company, and any monies received, in respect of dividends accrued on forfeited shares or from unclaimed dividends.
25. Subject to the provisions of the Companies Act 1956, or any other enactment in force to indemnify and indemnified members, officers, directors, agents and servants of the Company against proceeding,

costs, damages, claims and demands in respect of anything done or ordered to be done by than for and in the interests of the Company and for any loss, damage or misfortune whatever and which shall happen in execution of the duties of their office in relation thereto.

26. To do all such other acts as may be necessary, incidental conducive or convenient to the attainment of the main objects.
27. To carry on the business of manufacturing, buying, selling, re-selling, importing, exporting, improving, assembling, distribution, hiring on hire purchase system or otherwise dealing in machinery operated by the use of electricity, steam, motive power or mechanical force or otherwise, wires, cables, conductors, insulators of all types, capacities, voltage, designs of high tension and low tension machines as hydro-thermal or diesel electric stations, generator, transformers, sub-stations and transformer stations, L.T. and H.T. switchgear, L.T. & H.T. net works, electric Locomotives, tramway, and industrial railway, electric railway lines converter's and rectification stations for railway, post and industries, electric motor and electric tubes for all industrial and agricultural purposes, wiping plants, accessories and equipment and electric medical equipment, industrial and domestic electric appliances.
28. To manufacture all varieties of dies used in all industries as also dyes, intermediates, surgical appliances, plastic goods, surgical plastic transfusion sets blood and saline sets and other materials.
29. To acquire, lease or lend sophisticated office machineries such as computers, tabulators, equipments, addressing machines and other office equipments and leasing or lending such equipments for providing services of these machines to various clients.
30. To carry on business of travel agency and to act to act as tourist agents and contractors and to facilitate travelling and to provide for tourists and travelers or promote the provision of conveniences of all kinds.
31. To carry on business as proprietors and publisher of newspapers, journals, magazines, books and other literary work and undertakings.
32. To carry on all or any of the business of printers, stationers, lithographers, type founders, stereotype, photographic printers, photo lithographers, chrome-lithographers, engravers, die-sinkers, book-binders, designers, draughtsmen, booksellers, publishers and advertising agents.
33. To carry on the business as timber merchants, saw-mill proprietors, furnishers and buy, sell, grow and prepare for market, manipulate, import, export and deal in timber of all kinds and to manufacture and deal in articles of furniture of all kinds.
34. To carry on all on any of the businesses of makers of and dealers in scientific and industrial instruments of all kinds for indicating, recording, controlling, measuring and timing and machine tools, surgical instruments and appliances and artificial limbs, dental and optical equipment and goods, anatomical, orthopaedic and surgical appliances of all kinds and provide all requisites for hospital, patients and invalids.
35. To carry on the business of advertising contractors and agents, to acquire and dispose of advertising time, space or opportunities in any media, to undertake advertising and promotional campaigns of every nature, to acquire and provide promotional requisites.
36. To underwrite, sub-underwrite, to invest in and hold, sell, buy or otherwise deal in share, debentures, debenture-stocks, bonds, units, obligations and securities issued or guaranteed by India or Foreign Governments, shares, stock, debentures, debenture-stock, bonds, obligations and securities issued and guaranteed by any company, corporation, firm or person whether incorporated or established in India or elsewhere.
37. To manufacture and deal in chemicals and fine chemicals required for and in the industries of and relating to paint, varnish, chemicals, paper chemicals, photographic chemicals, textile chemicals, pharmaceuticals and cosmetic chemicals.

38. To carry on the business as forwarding agents, freight contractors, public carriers and owners of motors, Lorries, trucks, vessels, boats, steam launches, planes, taxies, bogies, and to act as warehousemen, wharfhousemen and otherwise as carriers by land, air and water.
39. To deal and/or to make ready and/or forward contracts in shares, grain, cotton, oil, oilseeds, gold, silver, linseed, cottonseed, jute, hessian and gunnies, hoofs and any other commodities and article.
40. Subject to the provision of the Act, to take part in the formation, supervision or control of the business corporation of any Company or undertaking and for that purpose to act as an Issue House and Share Transfer Agents, Financial Advisors or Technical Consultants or in any other capacity and to appoint and remunerate the Directors, Administrators or Accountants or other Experts or Agents.
41. To act as manufactures, distributors, purchasers and sellers of all kinds of films and to produce and distribute motion pictures and to act as distributors and exhibitors of motion picture produced by other companies.
42. To act as financial consultants, management consultants and to provide advice, service consultancy in various fields, general, administrative, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical accountancy, quality control and data processing.
43. To carry on in India elsewhere in the world as consultants, advertisers, planners and coordinators for or in respect of any civil, military, industrial, commercial, government, semi-government, local or public construction protect, engineering and other amenities and/or prepare plants, designs, project schemes, survey-report, valuation reports and to act as consultants and valuers in respect of all work and conveniences to undertake any scheme any/or works and/or activities.
44. To carry on the business of manufacturers, installers, maintainers, repairer of and dealer in all types of information and word processing equipments and apparatus of every kind and description and service based on the use of computers and business machines of all kinds.
45. Subject to the provisions of Gold control Act, 1965 to carry on the business of goldsmiths, silversmiths, jewellers, gem, and diamond merchants and in clocks, watches, jewellery cutlery and their components and accessories and of producing, acquiring and trading in metals, bullion gold, ornaments, silver, silver utensils, diamonds, precious stones, painting, coins, manuscripts, curios, antiques and objects of art.
46. To carry on the business of guaranteeing the performance of any contract of any Company, firm or persons and of guaranteeing the payment and re-payment of the capital and principal of dividing, interest or premium payable on any stock, share and securities, debentures, debenture-stock, mortgage loan and other securities issued by any Company, corporation, firm or persons including (without prejudice to the said generality) bank overdrafts, bills of exchange and promissory notes and generally of giving guarantees and indemnities and guaranteeing the fidelity of persons, filling situations of trust or confidence or due performance of duties.
47. To acquire and hold by way of investment of resale, metals, bullion, gold, silver, diamonds, precious stones, ornaments and jewellery and paintings and coins and manuscripts and object of art, share, stock debentures, debenture-stock, bonds, obligations or securities by original subscriptions, tender, purchase, exchange or otherwise and to subscribe for the same or to guarantee the subscription thereof.
48. To carry on all kinds of agency business, and to act as agents, selling agents, buying, broker, trustees or there offices and agents of any such or other Company association firm or person, and in connection therewith to appoint and remunerate and directors, accountants, assistants and other officer or experts or agents.
49. To carry on the business in India and elsewhere as importers, exporters, or all kinds of articles and finished goods, raw materials, as may be permitted to be imported and exported by the laws prevailing in the Union of India for this purpose.

50. To carry on business of suppliers of plant, machinery and equipment, stores, tools, gadgets, devices, contraptions, instruments, spares and components and to develop, acquire, supply plans, drawings, estimates project reports, and know-how, for industries, business, companies services and public bodies and Governments.
51. To purchase, sell, develop, take in exchange or on lease, hire or otherwise acquire whether for investment or sale, or working the same any real or personal estate, including lands, business, building, factories, mills, house, cottages, shops, depots, warehouses, machinery, plants, stock in trade, mineral rights, concessions, privileges, licenses, easement or interest in or with respect to any property in consideration for a gross sum or rent or partly in one way and party in other or for any other consideration.
52. To carry on business as proprietors of flats and buildings and to let on lease or otherwise apartments therein and to provide for the conveyance commonly provide in flats, suits and residential and business quarters.
53. To sell, buy, import, export and deal in merchandise, commodities and articles of all kinds and generally to carry on business as merchants exporters, importers, financiers, contractors, commission agents and to deal in forward as well as ready good of all kind and description.
54. To carry on in any mode, the business of storekeepers in all its branches and in particular to buy sell, manufacture and deal in goods, storages, consumable articles, chattels and effects of all kinds both wholesale or retail.
55. To carry on the business of electrical engineers, electricians, engineers, contractors, constructors, suppliers of and dealers in electrical and other appliances, cables, wire line, dry cells, accumulators, lamps and works and to generate, accumulate and distribute and supply electrical energy and to employ manufacture and deal in apparatuses and things required for or capable of being used in connection with the general distribution supply accumulation and employment of electricity including in the term electricity all power that may be directly or indirectly derived therefrom or may be incidentally after discovered in dealing with electricity.
56. To carry on the business of mechanical engineers, machinists fitters, millwrights, founders, wire drawers, tube makers, metallurgist, galvanisers, japanners annealers, enamellers, electroplaters, and painters.
57. To manufacture, produce, use, buy or otherwise acquire, sell, distribute, deal in and dispose of alkalis and acids, gases, compounds, fertilizers, chemicals and chemical products of every nature and description and compounds, intermediates, derivatives and bye-products thereof and products to be made there from (hereinafter for convenience referred to generality of the foregoing as chemicals and chemical products) including specifically but without limiting the generality of the foregoing calcium carbide, calcium cyanamido, vat., solublised vat, azoic salts, bapthols, all types of flotation reagents, wetting agents, insecticides and fumigents, plastic and resin, dyes stuffs, explosives, catalytic agents, foods direct colours, basic and rapid fast colours, pigments, drugs, biological pharmaceuticals, syrups, vitamin products, harmones, sutures, ligure , drugs for disease, for disabilities in men or animals and products derived from phosphate, mines, limestone quarries, bauxite mines, petroleum natural gas and other natural deposits useful of or suitable in the manufacture of chemicals and chemical products as hereinabove designed.
58. To manufacture, produce, regain purchase, store, sell and generally to trade and deal in hair oil, edible or vegetable oils, medical oils and all types of products and bye-products thereof including soap, paint, varnish, lubricants, ghee and butter or their substitutes, oil, cloth, candle, tallows, substitutes, glycerin and in connection therewith to acquire, construct, repair, operate and use factories and other refineries, buildings, mills, factories, distilleries, ghanies, rotaries, expellers, mechanical or hydraulic press.
59. To carry on business of manufacturers and dealers, importers and exporters of natural and synthetic resins, mouldings, powders, adhesives and cements oil paints, distempers, cellular paints, colours, varnishes, enamels, gold and silver leaf enamels, spirites and other articles.

60. To carry on development and research work and to manufacture calcine, refine, process, import, export, buy, sell, and deal in petroleum coke, coal tar anthracite coal and to draw out manufacture and deal in coal tar and coking products and other by-products as may be possible and to utilize waste gases for industrial uses and purposes.
61. To engineer, design, assemble, manufacture, produce/import, export, buy, sell let on hire and otherwise deal in :-
- a) All kinds of earth moving and agricultural machines, petrol and diesel engines, tools, plants, tractors, equipments, spares, appliances, implements, accessories, mobile or otherwise.
 - (b) Heavy vehicles and machines for agricultural and land reclamation drainage, irrigation waterworks, engineering, forest cleaning, pumping and other purpose.
 - (c) Spraying machines, vehicles and equipments whether mobile or otherwise.
 - (d) Mobile workshops, garage, equipments for repair and service stations.
 - (e) Tubewells, pumps, floating or otherwise, motors and irrigation machinery.
62. To carry on the business of farming horticulture, floriculture, sericulture, dairy cultivators of all kinds of foodgrains, seeds, fruits, proprietors of orchards and traders; exporters dealers and sellers of the products of farming, dairy, horticulture, sericulture and pisciculture and fishing and to carry on the business of cultivators growers, manufactures, millers, grinders, cold, storers, and preservers and dealers of food grains, other agricultural dairy and poultry, horticultural products, fruits, vegetables, herbs, medicines, flowers, and to extract by-products and derivatives, whether edibles, pharmaceuticals, medicines or of any extract by-products and derivatives, whether edibles, pharmaceuticals medicines or of any other kind and food preparations of every kind and descriptions and to carry on the business of manufacture and trading in preserved, dehydrated, canned or converted agricultural products, fruits and vegetable, provisions food dairy and poultry products and other derivatives of all kinds and descriptions and to set up and run machinery for processing and preserving the same.
63. To carry on the business of financing, leasing, loaning, advancing (not amounting to banking business within the meaning of banking Regulation Act 1949) hire purchase of fridge, scooter and other articles and goods used for domestic personal or industrial commercial purposes.
64. To carry on business as general, commercial, colour, craft and process printer, lithographers, photographers, engravers, die makers, publisher of newspapers, books, magazines art and musical production, plan and chart printers, press and advertising agents, contractor, ink, die, colour and chemical manufacturers or metal and sings, manufacturers and dealers of containers and components and machinery, manufacturers and dealers in printing machine, type and all printers, suppliers, book binders and to act as stationers and dealers in all kinds of supplies and equipment for mercantile and other uses.
65. To carry on in India or abroad the business of forwarding and clearing agents, transportation cartage and haulage contractors, garage and Service station proprietors, Petrol/Diesel pump owners, body builders, owners, and charters of load vehicles/ships, barge and boats of every description/lightermen carrier of goods and boats of every description, carrier of goods and passengers by road, rail, water, or air, cartage, contractors, stevedores, war fighters, cargo superintendents, packers, hauliers, warehouseing, storekeepers and job masters.
66. To carry on the business as buyers, sellers, importers, exporters, stockists, agents, commission agents, forwarding and clearing agent, distributors, warehouseman, merchants, traders, sales organizers, representatives of manufacturers of all kinds of commodities, goods, articles, materials and things and for that purpose, to buy, to sell, exchange, market, pledge, distribute install, service, maintain or otherwise deal in all kinds of commodities goods, articles, materials, and things.

67. To carry on business of rock phosphate, stone, chips and allied products.
68. To carry on business of manufactures, dealers, importers, exporters, buyers, sellers, contractors, painters, jobbers in all kinds of paints, enamels, varnishes; Dia Octyle, Pathalate (DQP), Dia Butanol, Pathalate (DBP), Power, distempers, oil bound distempers, pigments, plaster of pans, polishes, disinfectants, organic salts, cement paints, white stiff, spirit, printing inks, products of white leads, linseed oil and all kinds of allied materials useful to painters, glaciers, artists and decorators.
69. To manufacture, produce, process, develop, buy sell or otherwise deal in, import, export, distribute, supply cleansing substance, domestic and industrial detergents and detergents textile auxiliaries including wetting agents, emulsifiers and allied compounds in any form whether liquid, paste, powder, flakes, cakes or bars. soap, power, deodorant chemicals, pharmaceuticals, laboratory chemicals, compounds, products and by-products and derivatives thereof.
70. To carry on the business as manufacturers, importers, exporters, processors, producers, assemblers, moulders, fabricators traders, stockiest and commission agent of plastic, Rubber of all kinds and products thereof.
71. To carry on the business of manufacturer processor, trader, dealer, importer, exporter, stockiest agent in textile including manmade fibre, cotton, silk, jute, wool and synthetic and all products and articles made therefrom.
72. To carry on the business of chemists, druggists chemical manufacturers, dealers, dry salters, importers, exporters, and dealers in pharmaceutical, Biological, zoological and medical preparations and to process pack, repack and deal in minerals water, cordials, medicinal liquors, syrups, broths foods or invalids.
73. To carry on the business of agents, commission agents, stockists, distributors, brokers, factors, consultant, fury-key projects, representative, real, estate, middlemen, jewellery, property, precious/semiprecious articles and stones, diamonds, silver bullion, gold, ornaments, antiques, utensils, gems, valuables, precious metals, pearis, coins, cups metals shields, cutlery, presents and gifts.
74. To carry on business civil, mechanical, electrical and consulting engineers, agricultural, aeronautical/aviation engineers, construction engineers and engineers in all branches of work whatsoever know.
75. To purchase, sell, import, export, repairs, hire let out on hire, alter exchange, manufacture or otherwise deal in all sorts of refrigerators, airconditioners, coolers, washing machines, Iron presses, steam presses, gysers, mixers, toasters, transformers, radios, electric motors, electric appliances of all kinds and descriptions.
76. To carry on the business of a leasing and hire purchase Company and to acquire or to provide on lease or to be provided on hire purchase basis all types of industrial and offices, plant equipment, machinery, vehicle, buildings, and real estate required for manufacturing, processing, transportation and to do the business and other commercial and service business.

The objects of the Company shall extend to the Whole of India and abroad.

- IV. The liability of the member (s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.**
- V. The Authorised Share Capital of the Company is ₹ 90,00,00,000 (Rupees Ninety Crores) divided into 40,00,00,000 (Forty Crore) Equity Share of ₹ 2/- (Rupees Two) each and 10,00,000 (Ten lacs) Redeemable Preference Shares of ₹ 100/- (Rupees One Hundred) each with such rights and privileges and conditions attached thereto or as may be determined by the Board of Directors at the time of issue. The Company shall always have the power to divide the Authorised Share Capital from time to time into different classes and to vary, modify or abrogate any rights, privileges or conditions attached to any class of share in such manner as may be decided by the Board of Directors of the Company.**

- (i) The business and assets and liabilities of M/s. Paramount Cable Corporation shall become the property of the Company and having regard to the obligations imposed on the Company by these presents shall be taken at their net book value (i.e. total assets less total liabilities) on and from the date of incorporation of the Company.
- (ii) The assets of the firm shall vest in the Company on its incorporation free from all claims by the subscribers as parties hereto and pending the incorporation of the Company they shall hold the assets in trust for the Company.
- (iii) The Company shall undertake, pay, observe, satisfy, perform and fulfill the agreements, arrangements, and the liabilities of the said firm entered into the name of the said firm in relation to the said business and assets brought in as aforesaid and indemnify them and their executors, estates and effects from and against all actions proceedings claims and demands in respect thereof.
- (iv) No member shall be liable to pay calls or to contribute to an extent exceeding the amount for the time being unpaid or not credited as paid-up on the shares held by him and on the incorporation of the Company the liabilities of the members shall be limited.

The Rules and regulations governing the Company shall be as contained in the Articles of Association being schedule 'A' hereto and the unanimous resolution of all the seven partners of M/s. Paramount Cable Corporation (Paramount Communication Limited dated 1st April, 1994 marked as exhibit "B")

Signed and delivered by

- | | |
|--------------------------------|------|
| 1. Shri. Shyam Sunder Aggarwal | Sd/- |
| 2. Shri. Sanjay Aggarwal | Sd/- |
| 3. Shri. Sandeep Aggarwal | Sd/- |
| 4. Mrs. Kamla Aggarwal | Sd/- |
| 5. Mrs. Archana Aggarwal | Sd/- |
| 6. Mrs. Shashi Aggarwal | Sd/- |
| 7. Mrs. Satya Devi | Sd/- |

In the presence of Shri Atul Aggarwal
Sd/-

Dated 16th day of June, 1994.

We the several persons, whose names and addresses are subscribed hereto, 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, description, occupation & addresses of each subscribers	Number of and type of subscribed shares	Signature of subscribers	Name, addresses, description, occupation and signature of witness or witnesses
1. Shyam Sunder Aggarwal S/o. Shri B.L. Gupta Wo. 61/34, New Rohtak Road, New Delhi-5 Occ-Business	39000 (Thirty Nine Thousand Equity Shares	Sd/-	I hereby witness the signatures of all the subscribers who have signed in my persence. Sd/- (ATUL AGGARWAL) S/o. Sh. Harbans Lal Aggarwal 56-B, Block J (D), Pitampura, Delhi - 110034 Chartered Accountant M.No. 86175
2. Sanjay Aggarwal S/o. Sh. S.S. Aggarwal R/o. 61/34, New Rohtak Road, New Delhi-5 Occ-Business	29500 (Twenty Nine Thousand Five Hundred) Equity Shares	Sd/-	
3. Kamla Aggarwal W/o. S.S. Aggarwal R/o. 61/34, New Rohtak Road, New Delhi-5 Occ-House Wife	500 (Five Hundred) Equity Shares	Sd/-	
4. Sandeep Aggarwal S/o. S.S. Aggarwal R/o. 61/34, New Rohtak Road, New Delhi-5 Occ-Business	29500 (Twenty Nine Thousand Five Hundred) Equity Shares	Sd/-	
5. Archana Aggarwal W/o. Sandeep Aggarwal R/o. 61/34, New Rohtak Road, New Delhi-5 Occ-House Wife	500 (Five Hundred) Equity Shares	Sd/-	
6. Shashi Aggarwal W/o Sanjay Aggarwal R/o. 61/34, New Rohtak Road, New Delhi-5 Occ-House Wife	500 (Five Hundred) Equity Shares	Sd/-	
7. Satya Devi W/o. Lt. Sh. A. S. Sanghi R/o. 61/34, New Rohtak Road, New Delhi-5 Occ-House Wife	500 (Five Hundred) Equity Shares	Sd/-	
Total	100000 (One Lakh) Equity Shares		

Place : New Delhi Dated : 16th Day of June, 1994

(The Companies Act, 2013)
(*Company Limited by Shares*)

ARTICLES OF ASSOCIATION

of

PARAMOUNT COMMUNICATIONS LIMITED

I. Interpretation

- (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.

II. Share capital and variation of rights

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.
- (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 recognized 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 recognize (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 rules made thereunder.
(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
(iii) The commission may be 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 to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
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 shares 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.

III. Lien

9. (i) The company shall have a first and paramount lien—
 - (a) On every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) On all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

 - (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
10. 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.

11. (i) To give effect to any such sale, the Board may authorize 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.
12. (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.

IV. Calls on shares

13. (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.
14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16. (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.
17. (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.

18. 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.

V. Transfer of shares

- 19. (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.
- 20. 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.
- 21. The Board may decline to recognize any instrument of transfer unless—
 - (a) The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - (b) The instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) The instrument of transfer is in respect of only one class of shares.
- 22. 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.

VI. Transmission of shares

- 23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- 24. (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.

25. (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.
26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:
- Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
27. 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.

VII. Forfeiture of shares

28. 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.
29. 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.
30. 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.
31. (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.
- 32. (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.
- 33. (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.
- 34. 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.

VIII. Alteration of capital

- 35. 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.
- 36. 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.
- 37. Where shares are converted into stock,—
 - (a) The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) The holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) Such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

38. 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.

IX. Capitalisation of profits

39. (i) The Company in general meeting may, upon the recommendation of the Board, resolve—

- (a) That it is desirable to capitalize 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.

40. (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 capitalized 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 authorize 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 capitalization, 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 capitalized, 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.

X. Buy-back of shares

- 41. 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.

XI. General meetings

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

XII. Proceedings at general meetings

- 44. (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.
- 45. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
- 46. 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.
- 47. 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.
- 48. 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.

XIII. Adjournment of meeting

- 49. (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.

XIV. Voting rights

- 50.** 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.
- 51.** A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
- 52.** (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.
- 53.** 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.
- 54.** Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
- 55.** 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.
- 56.** (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.

XV. Proxy

- 57.** The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarized 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.
- 58.** An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
- 59.** 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.

XVI. Board of Directors

- 60.** 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.
- 61.** (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.
- 62.** The Board may pay all expenses incurred in getting up and registering the company.
- 63.** 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.
- 64.** 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.
- 65.** 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.
- 66.** (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.

XVII. Proceedings of the Board

- 67.** (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.
- 68.** (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.
- 69.** 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.

70. (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.
71. (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.
72. (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.
73. (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.
74. 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.
75. 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.
76. 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.

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

77. 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.
78. 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.

XIX. The Seal

- 79.** (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.

XX. Dividends and Reserve

- 80.** The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- 81.** 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.
- 82.** (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.
- 83.** (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.
- 84.** 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.
- 85.** (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.
- 86.** 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.
- 87.** 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.

- 88.** No dividend shall bear interest against the company.

XXI. Accounts

- 89.** (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.

XXII. Winding up

- 90.** 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.

XXIII. Indemnity

- 91.** 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.

EXHIBIT-B

TRUE COPY OF MINUTES FOR CONVERSION OF PARTNERSHIP FIRM INTO COMPANY UNDER CHAPTER IX HELD ON 1st DAY OF APRIL. 1994 AT M-4, BAHUBALI BUILDING, 59/17, NEW ROHTAK ROAD, NEW DELHI AT 10.30 A.M.

“Unanimously resolved that the partnership firm PARAMOUNT CABLE CORPORATION be registered under Chapter IX of the Companies Act, 1956 as a public Company limited by Shares and Shri Sanjay Aggarwal & Shri Shyam Sunder Aggarwal are hereby authorised to take all necessary steps in this regard.”

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|----|-------------------------|------|
| 1. | (SANJAY AGGARWAL) | Sd/- |
| 2. | (SHYAM SUNDER AGGARWAL) | Sd/- |
| 3. | (SANDEEP AGGARWAL) | Sd/- |
| 4. | (SHASHI AGGARWAL) | Sd/- |
| 5. | (SATYA DEVI) | Sd/- |
| 6. | (ARCHANA AGGARWAL) | Sd/- |
| 7. | (KAMLA AGGARWAL) | Sd/- |