

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

RELICAB CABLE MANUFACTURING LIMITED

- i. The name of the Company is **RELICAB CABLE MANUFACTURING LIMITED**
- ii. The registered Office of the Company will be situated in the union territory of DAMAN AND DIU.
- iii. The Objects for which the Company is established are: -

(A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

- 1 To take over and acquire the running business of M/s RELICAB CABLE CORPORATION 57/1 (4B), BHENSLORE IND ESTAE, VILLAGE DUNETHA, NANI DAMAN, DAMAN 396210 together with all its assets and liabilities, including benefits, contracts, licences, quotas, trade names, trade marks, other tangible and intangible rights, patents etc, on such consideration as may be mutually agreed upon and on take over firm shall stand dissolved.
- 2 To manufacture, PVC Cables, Specialised Copper Cables, Copper Wires, Cable Products export, import, assemble, deal, alter, repair, exchange, let on hire, treat, prepare, in India or elsewhere all types of cable wires pvc wires cable products electronic equipments including Radios, Record Changers, tape recorders, videos, video games, televisions, wireless sets, quartz, digital, analogue watches, gadgets, calculators, computers, electronic copiers, counter equipments, electronic weighing machines and counters, bakelite and plastic components, process control instrumentation, testing equipments and all kinds of cables components and copper wires electrical or electronic items.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

3. To purchase, take on lease, tenancy or in exchange, hire or otherwise acquire any immovable or immovable property, any rights or privileges which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property to be acquired for the purpose of the Company's business or to turn the same to account as may seem expedient.
4. To sell, improve, manage, develop, exchange, lease, mortgage, and dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company for the time being.
5. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on business which the Company is authorized to carry on.
6. To sell, lease, mortgage or otherwise dispose of the property assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, stocks, debentures or other securities of other company having objects altogether or in part similar to those of the Company.

To amalgamate, enter into any partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction, which the company

*The Company is converted from Private Limited to Public Limited vide special resolution passed at an Extra Ordinary General Meeting dated 09/09/2015.



8. authorized to carry on and to give or accept by way of consideration for any of acts or accept by way of consideration for any of acts or things aforesaid, or property acquire, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain or sell, mortgage deal with any shares, debentures, debentures-stock or securities so received.
9. To enter into contracts, agreements and arrangements with any other person, firm, co-operative society, company or body corporate for the carrying out by such other person, co-operative society, or body corporate on behalf of the company of any of the objects for which the company is formed.
10. To employ experts to investigate and examine into condition, prospects, value, character and circumstances of any business concerns, undertaking, assets, property or rights, in which the company is authorized.
11. To undertake and execute any trusts the undertaking of which may seem to the company desirable and either gratuitously or otherwise and to vest any real or personal, rights or interest acquired by or belonging to the company and with or without any declared trust in favour of the company.
12. To subscribe form take or otherwise acquire and hold, shares, stock debentures or other securities of any other Company having objects altogether or in part similar to those of the Company.
13. To exercise and enforce all rights and power conferred by or incidental to the ownership of any shares, stocks, obligations, or other securities including without prejudice to the generality of the foregoing all such powers of vote or control as may be conferred by virtue of the holding by Company of some special proportion of the issued or normal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any Company.
14. To lend and advance money or given credit to such person or companies and on such terms as may seem expedient, and in particular to customer and other having dealings with the Company, and guarantee the performance of any contract or obligation and the payment of money of or by any such person or companies, and generally to give guarantees and indemnities.
15. To invest, deal with the funds of the Company not immediately required for Company's business in such manner and upon such securities as shall from time to time be thought necessary or for the benefit of the Company and to create any reserve fund, sinking fund, insurance fund, depreciation fund or provident fund there out.
16. To receive money on deposit or loan and borrow or raise money in such manner as the Company as per section 3 (1) (iii) shall think fit, and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charges or lien upon all or any of the property or assents of the Company (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any other person or company of any obligation undertaken by the company or any person or company as the case may be, subject to the provision of section 58A and direction of the Reserve Bank of India.
17. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory note, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
18. To apply for, promote and obtain any Act, charter privilege, concession, license, authorization, if any, of any/or from any Government, State or Municipality, provisional order or license or any authority for enabling the Company to carry any of its objects into effects, or for extending any of the power of the Company, or for affecting any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.
19. To enter any arrangement with any Government or authority supreme, Municipal, local or otherwise, or any person or company that may seem

conductive to the Company's objects or any or any of them and to obtain from any rights, privileges, characters, contracts, licenses and concession which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.

20. To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets invention, trademarks, design, licenses, concessions and the like conferring any exclusive or non-exclusive or limited rights to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company and to use, exercise, develop or grant licenses in respect of or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventories or rights.
21. To purchase and execute directly, or by contributions or other assistance, any such or any other works, undertakings, projects or enterprises in which or for the prosecution whereof, or on the security whereof or of any profits or emoluments derivable therefrom, the Company shall have invested money, embarked capital or engaged its credit.
22. To pay out the funds of the company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
23. To pay all preliminary expenses of any company promoted by the Company of any company in which the company is or may contemplate being interested, including is such preliminary expenses of owners of any business or property acquired by the Company.
24. To pay for any rights or property acquired by the Company and to remunerate any person of company for services rendered or to be rendered in placing of shares in the Company's capital or any debenture-stock, or other securities of the company or in or about the formation or promotion of the company or the acquisition of property by the company or the conduct of its business whether by cash payment, or by the allotment of shares, debentures, or other securities of the company, credited as paid up or in part or otherwise.
25. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in the Company's capital or any debentures, debenture-stock, or in or about the information or promotion of the Company or the acquisition of property by the Company, or the conduct of its business.
26. To provide for the welfare of the Directors or ex-directors or the employees or ex-employees of the Company and the wives, widows and families or dependents or connections of such persons by building or by contributing to the building of houses, dwellings or chawls by grant of money, pensions, gratuities, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other funds or trusts and by providing or subscribing towards schools, places of instructions, recreation clubs, hospitals and dispensaries, medical, other assistance as the company shall think fit.
27. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry out investigation and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lecturers, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes, and grants to student or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be likely to assist any of the business which the company is authorized to carry on.
28. To purchase, acquire or otherwise obtain and to enter into all manner of technical, financial and or other collaboration agreements with any person, firm, company or body corporate or local body or authority or Government both Central as well as State or in any part of the world for the purchase or

acquisition of technical knowledge, know-how or any other secret technical or other information for the purpose of carrying any business (whether manufacturing or otherwise) ancillary to business of the company or connected therewith and to sell, impart or otherwise disclose and to enter into all manner of technical, financial or other collaboration agreements with any person, firm, company or body corporate or local body or authority or Government both Central as well as State or Government both Central as well as State or Government of any country or in any part of the world for the same, imparting of or disclosing technical knowledge, know-how or any other secret technical or other information owned and/or possessed by the Company.

29. To make donations to such persons or institutions and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company, and also to contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or other institutions, objects or for any exhibitions of for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors in business or of persons having dealing with the Company or the dependents, relatives or connected with such persons, and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lump sum and to make payment towards insurance and to form and contribute to provident and benefit funds of or for such persons.
30. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social responsibilities of the Company to the public or any other section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may without prejudice to the generality of the foregoing undertake, carry out, promote and sponsor any activity for publishing any books, literature, newspaper or for organizing lecturers or seminars likely to advance these objects or for giving merits awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies for academic pursuits or research and for establishing, conducting or assisting any institutions, funds, trusts etc. having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner and the Directors may at their discretion, in order to implement any of the above mentioned objects or purpose, transfer without consideration or at such fair confessional values the Directors may think fit and divest the ownership of any property of the company to or in favour of any public or local body or authority or Central or State Government or any public institutions or trusts or funds as the Directors may approve.
31. To undertake, carry out, promote and sponsor rural development including any program for promoting social & economic welfare of or the uplift of the public in any rural area and to incur and expenditure on any program of rural development and to assist execution and promotion thereof wither directly or through an independent agency or in any other manner without prejudice to the generality of the foregoing, "Program of Rural Development shall also include any program for promoting the social and economic welfare of or the uplift of the public in any rural area which the Directors consider it likely to promote and assist rural includes such area as may be regarded as rural areas under which the Directors consider it likely to promote and assist rural development and that the words "rural area" shall include such area under provisions for Income-Tax Act, 1961 or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural area and the Directors may at their discretion in order to implement, any of the above mentioned objects or purposes, transfer without consideration or at such far or confessional values the Directors may think fit and divest the ownership of any public or local body or Central or State Government or any public institution or trust or funds as the Directors may approve.

32. To establish or promote or concur in establishing or promoting any company or companies having similar subjects whether in India or any foreign country, to carry on any object of the company or for the purpose of acquiring all or any of the property, rights and liabilities of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise, acquires all or any part of the shares, debentures or other securities of any such company.
33. To distribute as bonus shares among members or place to reserve or otherwise to apply as the company may from time to time think fit, any money received by way of premium on shares or debentures issued at premium by the Company and any money received in respect of forfeited shares and moneys arising from the sale by the Company of forfeited shares and accumulated profits and reserves of the Company, subject to the provision of Companies Act, 1956.
34. Subject to the provision of Companies Act, 1956 to distribute among the members in specie any property of the Company, or disposal of any property of the company in the event of winding up.
35. To create any reserve, sinking fund, insurance fund, or any other special fund whether for depreciation or repairing, improving, extending or maintaining any property of the Company or for any other purpose conducive to the interest of the Company.
36. To refer or agree, to refer any claim, demand dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and member or members or his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matter and things to carry out or enforce the awards.
37. To adopt such means of making known the business of the Company as may seem expedient, and in particular be advertising in the press, radios, televisions, by circulars, by purchase and exhibitions or works of arts of interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
38. To insure the whole or any part of the property of the Company either fully or partially to protect and indemnify the Company from liability or loss in any respect either fully and also to insure and to protect and indemnify any part or portion thereof either on mutual principals or otherwise.
39. To act as principals, agents, factor, trustee contractor, or otherwise, either alone or in conjunction with any other person, firm, association, corporate body, Municipality, province, state, body politic or government or colony or dependency thereof.



40. To establish branches or appoint in or outside India for in connection with any of the objects of the Company and in particular in relation to the investment of money, the sale of property and the collection and receipt of money.
41. To exercise all, or any of its corporate powers, rights and privileges and to conduct its business in all, or any of its branches in the union of India and in or all states, territories, possessions, colonies, and dependencies thereof and in any or all foreign countries and to discontinue such member of offices and agencies therein as may be convenient.
42. To procure the company to be registered or recognized in any part of the world. and

IV The liability of the members is limited.

V a) * The Authorised Share Capital of the Company is Rs.5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each.

b) * The paid up Share Capital of the Company is Rs. 2,97,45,300/- (Two Crores Ninety Seven Lakhs Forty five thousand Three Hundred only) i.e. shall be 29,74,530 (Twenty Nine Lakhs Seventy Four Thousand Five Hundred and Thirty Only) Equity Shares of Rs. 10/- (Rupees Ten only).

*Authorised Share Capital is increased to Rs. 3,00,00,000/- vide special resolution passed at the Extra ordinary General meeting held on 09.02.2015.

*Split of face value of shares from Rs. 100/- to Rs. 10/- vide special resolution passed at the Extra ordinary General meeting held on 09.02.2015.

* The paid up capital is increased by issue of Bonus shares vide special resolution passed at the Extra ordinary General meeting held on 09.02.2015

* The paid up capital is further increased by preferential issue of Rs. 1,73,45,300/- vide special resolution passed at the Extra ordinary General meeting held on 31.03.2015

* Authorised Share Capital is increased to Rs. 5,00,00,000/- vide special resolution passed at the Extra ordinary General meeting held on 11.09.2015.



