

MEMEORANDUM OF ASSOCIATION

OF

CYBELE INDUSTRIES LTD.*

(Company Limited by shares under Companies Act,1956)

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- I.** The name of the Company is **CYBELE INDUSTRIES LTD.***
- II** The Registered Office of the Company will be situated in the State of Tamil Nadu
- III** The objects for which the Company is established are :

(A) MAIN OBJECTS :-

1. To set up unit/units for the manufacture of cables including House Wiring Cables, Shot Firing Cables, Single Core and Multi Core Flexible Cables, Submersible Pump Cables, Automobile Cables, TV Feeder Cables, Heat Resistant Cables, Instrumentation Cables, and Co-axial Cables, OEM Cables, Flat Cables, Computer Cables, Screened Cables, Telephone and Telecommunication Cables, Booster Cables, Computer and Data Cables, Network and Satellite Cables, Ship Wiring Cables, Teflon Cables, Telephone Cord, Moulded Power Cords, Service Cords, Connectors, Thermoplastic Cables, Elastomeric (Rubber)Cables, Rubber Insulated Welding Cables, Paper Insulated Mining Cables, Pilot Cables, Submarine Cables, Millikon Conductor Cables, Airport Lighting Cables, Self Supporting Aerial Cables, Aircraft Cables, Railway Signaling Cables, Unscreen Cables, Solidal Cables, Split Concentric Neutral Cables, Aircraft Cables, Lift Cables, Weather Proof Cables, Submersible Pump Winding Wires, Pilter-proof Cables, Automobile Wiring Cables, Hook up Wire, Power Supply Cord, Shielded Wire, Teflon Feb Wire, Christmas Tree Wire, Tinned Copper Wire, Feeder Wire, Double Insulated hook up Wire, Twin Axial Cable, Composed Cable, Control Cable, Flated Ribbon Wire, Key Board Cable, Data Transmission Cable, Infantry Field Wire, Power Cables with Aluminum Conductors, Power Cables with Copper Conductors, Silicon Cables, Manufacturing of all kinds of Motor and Transformer Winding Wire and Fibre Optic Cables.

* Amended at the EGM held on 09.12.2006

2. To set up unit/units for the manufacture of all types of bare and Tinned Copper, Aluminum and Aluminum alloy conductors and Earthing braids, Tinsel Conductors and enameled and Polyester based conductors and strips.

3. To set up unit/units for the manufacture of all types of PVC Compounds, Polymer derivatives and all ingredients connected with the said compounds.

4. To set up unit/units for the manufacture of wiring harness for all types of automotive applications.

5. To engage in the export of all types of Cables, Conductors & Moulded Power Cords and such products as may be manufactured by the Company.

6. Manufacture of all types of motors used for domestic and industrial application.

** 7. To carry on business of construction and development of properties and to enter into joint venture with the other parties for developing of technology parks, houses, flats, plots, industrial/commercial buildings and to buy, sell, lease or otherwise acquire lands, buildings and other infrastructural development activities.

(** Amended vide special resolution passed by postal ballot and declared the results on 29th September, 2006).

8. Manufacture of continuous cast copper rod out of scrap or ingots, wire bars.

9.* Sub Clause 9 has been deleted vide special resolution passed by postal ballot and declared at Annual general Meeting held on 27-09-2002.

*** 10. To carry on business of manufacturing, assembling, servicing, trading, import and export of Solar lighting equipments, Light Emitting Diodes (LED) and other related accessories, equipments and components.

(*** Amended vide special resolution passed by postal ballot and declared the results September, 2011).

****11. To carry on trading of equity shares, derivatives, commodities through the recognized stock exchanges and to carry on business of buy, invest in and acquire, hold and dispose off the shares, stocks, debentures, debenture-stock, commodities, bonds, obligations and other securities by whatever name called.

(**** Amended vide Special Resolution passed by Postal Ballot and declared the results on March 16, 2013).

***** 12. To purchase agriculture land and carry on agriculture cultivation of various crops and other connected farming activities.

(***** Amended vide special regulation passed at the annual general meeting held on 30.09.2016)

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

1. To enter into arrangements and contracts including collaborations with Indian or foreign individuals, companies or other organizations for technical information, know-how and expert advice, financial or any other assistance for carrying out all or any of the objects of the Company.

2. To establish and maintain any agencies in India or any part of the world for the conduct of the business of the Company or for the sale of any materials or things for the time being at the disposal of the Company for sale.

3. To advertise and adopt means of making known the business activities of the Company or any articles or goods traded or dealt in by the Company in any way as may be expedient including display of bills in relation thereto and the issue of circulars, books, pamphlets and price-lists and the conducting of competitions, exhibits, and the giving of prizes and rewards.
4. To apply for, purchase or otherwise acquire and protect, prolong and renew trade marks, trade names, designs, secret processes, patents, patent rights, 'BREVETS D'INVENTION, 'licences, protections and concessions, which may appear likely to be advantageous or useful to the Company and spend money in experimenting and testing and improving or seeking to improve any patents, inventions or rights, which the Company may acquire or propose to acquire or develop.
5. To enter into partnership or into any arrangements for sharing of profits, union of interest, co-operation, joint ventures, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or undertaking or transaction which the Company is authorized to carry on and to lend money, to guarantee the contracts of or otherwise assist any person, firm or company and to take or otherwise acquire and hold shares or securities of any person, firm or company and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares and securities.
6. To enter into any arrangement with any Government or State Authority, Municipal, Local or otherwise that may seem conducive to the Company's objects, or any of them and to obtain from any such Government or State Authority, any rights, privileges and concessions, which may seem conducive to the Company's objects or any of them.
7. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any persons, firm or Company is authorized to carry on business which this Company authorized to carry on and to purchase, acquire, apply for, hold, sell shares, stock, debentures or debenture stock of any such person, firm or Company, to conduct to make or carry into effect any arrangements in regard to the winding up of the business of any such person, firm or Company.
8. To construct, acquire, establish, provide maintain and administer factories, estates, buildings, water reservoirs, sheds, channels, pumping installations, generating installations, pipelines, garages, storage and accommodation of all description in connection with the business of the Company.
9. To apply for, tender, purchase or otherwise acquire any contracts and concessions for or in relation to the construction, erection, equipment, improvement and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
10. To buy, lease or otherwise acquire lands, buildings and other immovable properties and to sell, lease, mortgage or hypothecate or otherwise dispose of all or any of the properties and assets of the Company on such terms and conditions as the Company may think fit.
11. To appoint, subject to the provisions of the Companies Act, 1956, any person, firm or body corporate as selling agents or distributors of the products, materials or services of the Company and as buying agents for the materials, products or services required for the Company and also to establish offices, depots, shops, show rooms and such other places for effecting such sales or purchase.

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

13. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company and issue of its capital including any underwriting or other commission, broker's fees and charges, in connection therewith including costs, charges, expenses of negotiations and contracts and arrangements made prior to in anticipation of the formation and incorporation of the Company.

14. Subject to the provisions of the Companies Act, 1956, to remunerate or make donations by cash or/other assets or by the allotment of fully or partly paid shares or by call or option on shares, debentures, debenture stock or securities of this or any other Company's capital, profits or otherwise to any person, firm or company for services rendered in introducing any property or business to the Company or placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture stock or other securities of the Company for any other reason which the Company may think proper.

15. To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise.

16. To draw, make, issue, accept and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warrants, warehouse keeper's certificates and other negotiable or commercial or mercantile instruments connected with the business of the Company.

17. To open accounts with any individual, firm or company or with any bank and banks to pay into and in withdraw moneys from such account or accounts.

18. Subject to the provisions of the Companies Act, 1956, to apply for and acquire or otherwise employ moneys belonging to, entrusted to or at the disposal of the Company upon securities and shares or without security upon such terms as may be thought proper and from time to time vary such transaction in such manner as the Company may think fit.

19. To lend or deposit moneys belonging to or entrusted to or at the disposal of the Company to such person or Company and in particular to customers and others having dealings with the Company with or without security, upon terms as may be thought

proper and guarantee the performance of contracts by such person or Company but not to do the business of Banking as defined in the Banking Regulation Act.

20. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company.

21. To borrow or raise money with or without security or to receive money on deposit at interest or otherwise in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock- perpetual or otherwise including debentures or debenture stock convertible into shares of this or any other Company and in security of any such money so borrowed, raised, received to mortgage, pledge, or charge the whole or any part of the property, assets or revenue of the Company present or future including its uncalled capital and to purchase, redeem or pay off any such securities.

22. To sell, mortgage, assign or lease and in any manner deal with or dispose of the undertakings or properties of the Company or any part thereof, whether movable or immovable for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any other Company having objects altogether or in part similar to those of this Company.

23. To improve, manage, work, develop, alter, exchange, lease, mortgage, turn to account, abandon or otherwise deal with all or any part of the properties, rights and concessions of the Company.

24. To Provide for the welfare of Directors, the employees or ex-employees of the Company and the wives, widows, families or dependants or connections of such persons by building or contributing to the building of houses, dwellings, or by grant of money, pensions, gratuity, bonus, payment towards insurance or other payment; or by creating from time to time, subscribing or contributing to adding or supporting provident funds or trust or conveniences and by providing or subscribing or contributing towards places of instructions or recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Company shall think fit.

25. To establish, maintain and operate technical training institutions and hostels for technical staff of all categories and to make such other arrangements as may be expedient for the training of all categories of officers, workers, clerks, technical and other personnel likely to be useful to or assist in any business which the Company is authorized to carry on.

26. Subject to the provisions of the Companies Act, 1956 and the Constitution of India, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects.

27. Generally to do all such other matters and things as may appear to be, incidental or conducive to the attainment of the above objects or any of them or consequent upon the exercise of its powers or discharge of its duties.

28. To distribute any of the properties of the Company amongst the members in specie or kind upon the winding up of the Company.

29. To set up unit/units connected with the manufacture of the items mentioned in the main objects.

(C) OTHER OBJECTS: -

1. To carry on business as business consultants and efficiency experts in all their branches.
2. To carry on the business of sound, video and film recording, production and sale of pre-recorded audio and videocassettes and films.
3. To carry on the business of design, installation and maintenance of sound, video and film recording studios and associated control, processing, recording, editing and dubbing equipments.

4. To carry on the business of repair and servicing of audio, video and film recording/play back equipments, radio and television receivers and equipment for home entertainment such as stereophonic systems and video games.
5. To carry on the business of manufacture, operation, installation and sale of public address systems for use in open air, halls, auditoriums and churches.
6. To establish and run schools of music for imparting training in vocal and instrumental music.
7. To carry on the business of electricians, mechanical engineers and dealers in electrical lighting, transmission and distribution equipment at factories, industrial establishments, homes and places of public utility.
8. To manufacture, install and deal in or otherwise trade in refrigerators, refrigerating antic making plants, humidifying, dehumidifying, ventilating and cooling plants, air-conditioning, and water pumping machinery.
9. To carry on the business of design, manufacture, sale and distribution of professional power electrical equipments (including sub-assemblies and peripherals).
10. To carry on generally the business as agents, dealers and representatives of any and all kinds of goods and services manufactured or supplied in India or elsewhere in any part of the world.
11. To carry on the business of developing ERP Systems for Manufacturing Companies, To develop Client-server based applications, to provide Electronic Commerce solutions, to design and develop intranet and internet based solutions, Multi-media Communications and all other business connected with information systems.*

* Inserted vide special resolution passed by postal ballot and declared at Annual general Meeting held on 27-09-2002.

IV. The liability of the members is limited.

V. As amended as per BIFR Order No.47/05 dated 12.01.2009 (Form 61 filed with RoC on 17.03.2010)

The share capital of the Company is Rs.11,21,55,000/- (Rupees Eleven Crores Twenty One lakhs and Fifty Five thousands only) divided into 1,12,15,500 Equity shares of Rs.10/- (Rupees Ten only) each with power to vary the capital and divide the shares into different classes and vary the rights and privileges attaching to each class as per provisions of the Companies Act, 1956.

We, the several persons whose names and address are subscribed and 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.

SI. No.	Signatures, Names, Addresses, Descriptions and Occupations of the Subscribers	No. of Equity shares taken of each Subscribers	Signature, Name, Address, Description and Occupation of Witness
1.	Sd/- PUTHUVETIL ABRAHAM JOYKUTTY Age.50, S/o.G.V.Abraham 1669, 15 th Main Road, Anna Nagar, Madras - 600 040. BUSINESS	500 (Five hundred)	
2.	Sd/- ANNAMMA JOY Age.41 W/o.P.A.Joykutty 1669, 15 th Main Road, Anna Nagar, Madras - 600 040. BUSINESS	100 (One hundred)	
3.	Sd/- THOMAS PUTHUVETIL JOY Age 19 S/o P.A. Joykutty 1669, 15 th Main Road, Anna Nagar, Madras - 600 040. BUSINESS	100 (One hundred)	
4.	Sd/- GEORGE PUTHUVETIL JOY Age 18 S/o.P.A.Joykutty 1669, 15 th Main Road, Anna Nagar, Madras - 600 040. BUSINESS	100 (One hundred)	Sd/- M.V.BALACHANDRAN,B.COM F.C.A Chartered Accountant S/o. Sri M.R.R.Variar Age: 39 12 A / 5, "Shanthi Apartments" Vysar Street, T.Nagar, Madras-600 017

SI. No.	Signatures, Names, Addresses, Descriptions and Occupations of the Subscribers	No. of Equity shares taken of each Subscribers	Signature, Name, Address, Description and Occupation of Witness
5.	Sd/- NALLAPPA UDAIYAR KARUPPIAH (One hundred) Age 39 S/o.S.M.Nallappa Udaiyar 17, Bharathiyar Street, Padi, Madras - 600 050. BUSINESS	100	
6.	Sd/- VENKATARAMAN NAGARAJAN (One hundred) Age 47 S/o.P.Venkataraman 1A/2, "Raman Avenue", Cart Track Road, Guindy, Madras - 600 032. BUSINESS	100	Sd/- M.V.BALACHANDRAN,B.COM, F.C.A Chartered Accountant S/o Sri. M.R.R.Variar Age: 39 12 A /5, "Shanthi Apartments" Vysar Street, T.Nagar, Madras – 600 017.
7.	Sd/- RAJU SATHASIVAM Age 35 N-4, XVIII Avenue, Ashok Nagar, Madras - 600 083.	100 (One hundred)	
	Total	1100 (One thousand one hundred only)	

Date : 05.05.1993

Place : Madras