



रेलटेल कॉर्पोरेशन ऑफ इंडिया लिमिटेड
का
ज्ञापन
एवं
आर्टिकल्स ऑफ एसोसिएशन

Memorandum
and
Articles of Association
of
RAILTEL CORPORATION OF INDIA LIMITED

COMPANY NO. 55-107905



सत्यमेव जयते

Certificate for Commencement of Business

व्यापार प्रारम्भ करने का प्रमाण-पत्र

Pursuant to section 149 (3) of the Companies Act, 1956

कम्पनी अधिनियम 1956 की धारा 149 (3) के अनुसरण में

I hereby certify that the **RAITEL CORPORATION OF INDIA LIMITED**

मैं एतद् द्वारा प्रमाणित करता हूँ कि **रेलटेल कॉर्पोरेशन ऑफ इण्डिया लिमिटेड**

which was incorporated under the Companies Act, 1956 on

जो कि कम्पनी अधिनियम, 1956 के अन्तर्गत पंजीकृत की गई थी दिनांक **4** **आश्विन** 1922

the **TWENTY SIXTH** day of **SEPTEMBER** 2000

and which has filed duly verified declaration in the

और जिस ने कि यथावत् निर्धारित प्रपत्र में सत्यापित घोषणा पत्र प्रस्तुत

prescribed form that the conditions of section

कर दिया है कि उस ने धारा 149 (2) (क) से (ग)

149 (2) (a) to (c) of the said Act, have been complied with is entitled

को सभी शर्तों को अनुपालन कर दिया है, अतः व्यापार आरम्भ करने का

to commence business

अधिकारी है।

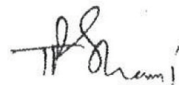
Given under my hand at NEW DELHI

मेरे हस्ताक्षर से आज दिनांक **17** **आश्विन** 1922

this **NINETH** day of **OCTOBER**

TWO THOUSAND
को जारी किया गया।




टी. पी. शमी
उप कम्पनी रजिस्ट्रार
Registrar of Companies
DY रा. रा. क्षेत्र दिल्ली एवं हरियाणा
N.C.T. OF DELHI & HARYANA



सत्यमेव जयते
प्रारूप एक
Form 1

निगमन का प्रमाण पत्र

Certificate of Incorporation

सं० 55-107905 शक 19 22

No. 55-107905 of 2000-20 01

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज रेलटेल कॉर्पोरेशन ऑफ इण्डिया
लिमिटेड

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

I hereby certify that RailTel Corporation of India Limited

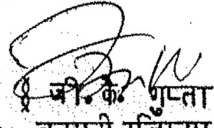
is this day incorporated under the Companies Act, 1956 (No. 1 of 1956)
and that the Company is limited.

मेरे हस्ताक्षर से आज ता० 4 आश्विन, 1922 को दिया गया।

Given under my hand at...NEW DELHI...this...TWENTY SIXTH...

day of...SEPTEMBER...TWO THOUSAND ...




सहायक कम्पनी रजिस्ट्रार
ASSTT. Registrar of Companies
रा. रा. क्षेत्र दिल्ली एवं हरियाणा
N.C.T. OF DELHI & HARYANA



Memorandum of Association

of

RailTel Corporation of India Limited

(THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
RAILTEL CORPORATION OF INDIA LIMITED

- I. The Name of the Company is **RAILTEL CORPORATION OF INDIA LIMITED**.
- II. The Registered office of the Company will be situated in the **National Capital Territory of Delhi**.
- 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 ARE :-**
 1. To plan, build, develop, operate and maintain in India broadband telecom network by laying optical fibre cable (OFC) and providing associated equipment alongside Railway Track and on the railway property utilizing Right of Way (ROW) on lease from the Ministry of Railways.
 2. To take over and maintain Railways owned OFC and microwave assets and liabilities thereon, including contractual rights and obligations, on such terms and conditions as may be prescribed by the Ministry of Railways from time to time.
 3. To plan, design, establish, develop, provide, operate and maintain any or all types of telecommunication network systems and services including information technology enabled and value added services such as :
 - National long distance and international telecommunication and multimedia services;
 - Internet services, electronic mail services, e-commerce services, cyber services, multimedia and content transmission;
 - Telephony, Facsimile, Telex, Wireless, Wire and Data communications, Telematic and other like forms of communications;
 - Cellular mobile telephone services, mobile internet on Wireless Applications Protocol, satellite telephone, VSTATs services;
 - Video phones and video conferencing, integrated service data network, satellite networks;
 - International gateways;
 - Broadcasting of audio, video and data signals;
 - Local Area Network, Wide Area Network, Globally managed data networks; on end to end basis in all parts of the country and elsewhere;
 4. To plan, design, develop, establish, provide, operate, maintain and modernise communications for Railway train control, operational, safety and accident/disaster management systems and networks.

5. To lease and maintain the additional/ spare capacity of the infrastructure to Government, other multiple agencies, Government and non-government organizations, residents or foreigners or non-resident Indians duly giving priority to Railway requirements.
6. To create a nationwide broadband telecom and multimedia network to supplement national telecom infrastructure to spur growth of telecom, Internet and IT-enabled value-added services in all parts of country specially rural, remote and backward areas.
7. To enter into any collaboration with strategic partner(s) to implement and achieve its goals and objectives.
8. To generate necessary revenues through commercial exploitation for its developmental needs of telecom services/facilities.
9. To collect and settle revenue, rental, lease charges and other charges payable to the Company by persons, companies, agencies and administrations for the services provided and to utilize the same for furtherance of activities of the Company.
10. To develop, manufacture, design, operate, alter, convert, process, import, export, buy, sell, lease, transfer, install, service, maintain, exchange of all telecommunication related computer hardware and software or software of all kinds including machine oriented and problem oriented software, programmes application systems, data collection and other facilities relating to computer operations and data processing equipments of all kinds, data entry devices, data collecting systems, accounting and invoicing machines and intelligent terminals etc.
11. To plan, build, develop, operate, and maintain broadband telecom network by laying optical fibre cable and providing associated equipment alongside any or all of the other utilities, like roadways, pipelines, waterways, plain land etc.
12. To undertake design and development of railway signaling projects / systems, telecom works in new factories / workshops and also other works relating to railway electrification, power distribution systems, transmission lines, incidental civil engineering works etc. concerned with running of railway in India and abroad. However, for undertaking any electrification work which are within purview of CORE, Allahabad, RailTel would seek prior approval of the Board (CRB).
13. To undertake design and development of information technology, infrastructure projects covering hardware and software applications and other associated sub systems in the industry.
14. To carry on the business / activity / scheme like Build-Operate-Transfer (BOT), Build-Own-Operate-Transfer (BOOT), Build-Lease, Transfer (BLT) or any other scheme or project found suitable in relation to the fields of business of the Company under the Public Private Partnership (PPP) programme.

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 Clause No. 12,13 & 14 inserted vide special resolution passed by the members of the Company at their Annual General Meeting held on 27.08.2014 & with the approval of the Ministry of Railways, Govt. of India dated 15.10.2014

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

1. To work in consultation with and on behalf of the Ministry of Railways in the matter of entering into agreement or joint venture with any national or international agency and with any other telecommunication organizations for attainment of goals/objectives of the company.
2. To obtain specific prior approval of the Ministry of Railways in the following cases:
Provisions of any new services to the Railways:
Withdrawal of any existing communication service provided or that may be provided to the Railways on any section;
Fixation, modification, increase or decrease of tariff for lease services provided or that may be provided to the Railways;
3. To participate in seminars, exposition and exhibitions and attend meetings of the technical, planning, financial, maintenance, management and administrative committee of national and international organizations of repute.
4. To acquire from any person, firm or body corporate whether in India and/or outside India in the public or private sector, technical information, know-how, process engineering, manufacturing and operating data, plans, layouts and blue prints useful for design, erection, construction, commissioning, operation and maintenance of plant and equipment required for any of the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.
5. To buy in India or outside India any plants, equipments and auxiliaries which can be advantageously utilized by the Company to attain its objects and carry on operations or business of any nature which the Company from time to time may deem fit or expedient to carry on in connection with its business at any time being conducted.
6. To build, construct, maintain, enlarge, pull down, remove or replace, dispose off, improve or develop and operate, manage and control any buildings, offices, godowns, warehouses, shops, machinery and plants, telephone exchanges, microwave stations, repeater stations, towers, cables, telecommunication lines which may seem calculated directly or indirectly to advance the interests of the company and to subsidise, contribute or otherwise assist or take part in doing any of these things, and/ or to joint with any other person and/or company and/ or with any Governmental authority in doing any of these things.
7. To establish/construct and maintain or wind up branch offices and/or new offices in and outside India as may be necessary to protect and promote the interests of the Company.
8. To purchase or sell, take or give on lease or licence or in exchange, hire or otherwise acquire or dispose off any immovable and/or movable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the Company and in particular, any land (freehold, leasehold, or other tenure) buildings, easements, machinery, plant and stock-in-trade and on any such

lands to erect and to lend/advance money for the erection of buildings, factories, sheds, godowns or other structures for the works, for purposes of the Company and also for the residence and amenity of its employees, staff and other workman and erect and install machinery and plant and other equipment deemed necessary or convenient or profitable for the purposes of the Company.

9. (a) To undertake research and development and for that purpose establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops and to undertake and carry on directly or in collaboration with other agencies scientific and technical research experiments and tests of all kinds and to process, improve and invent new products and their techniques of manufacture and to promote, encourage, reward in every manner studies and research, scientific and technical investigations and inventions of any kind that may be considered likely to assist, encourage and promote rapid advances in technology, economies or any business which the company is authorised to carry on.
- (b) To impart training and/or education and for that purpose to establish, maintain and operate training/education institutions and hostels for trainees, officers and staff in India or in any part of the world; to make such arrangements as may be expedient for imparting training and / or education including conferring of degrees / diplomas either by itself or in association / affiliation / collaboration with other recognized / accredited education / training institutions from India / or any part of the world to all successful candidates.
10. To receive or pay remuneration, assist and finance in India and / or outside India any industrial undertaking, project or enterprise, whether owned or run by Government, Statutory Body, private company, firm or individual with capital credit or resources for execution of its work and business by or to the Company.
11. To promote, organize or carry on the business of consultancy services either independently or through suitable tie-ups both in India and abroad in any field of activity in which the company is engaged in or connected therewith as also in such other field of activities where the company has developed expertise by virtue of its dealing in such areas and rendering consultancy and advisory services to clients and any such other services.
12. To receive engineering, technical and management consultancy services for telecommunications but not limited to engineering, commercial, and operational management of telecommunications system, market research and personnel management.
13. (a) To pay for any rights, facilities and property acquired by the Company and to remunerate any person, company, administration, or body whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (b) To receive payment for any rights, facilities, and property provided by the Company and to receive remuneration from any person, company, administration or body either by cash payment, allotment of shares, debentures or other securities.

14. Subject to the provisions of the Company Act, 1956 as amended from time to time and directives of Reserve Bank of India, to borrow or raise money or to receive money on deposit or loan including public deposit at interest otherwise in such manner as the Company may think fit and in particular by the issue of the debentures or debenture stock or bonds, perpetual or otherwise, and which may or may not be convertible into shares, in this or any other Company, and to secure the repayment of any such money borrowed, raise or received, or owing by mortgage, pledge, charge or lien upon all or any of the property, assets, or revenue of the Company (both present and future) including its uncalled capital and to give the lenders or creditors the powers of sale and other powers as may seem expedient to purchase, redeem or pay off any such securities and also by a similar mortgage, charge of lien to secure and guarantee the performance of the Company or any person, firm or Company or any obligation undertaken by the Company of any other person, firm or Company as the case may be.
15. To issue or guarantee the issue of or the payment of interest on debentures or other security or obligations of any Company or association and to pay or provide for brokerage, commission and underwriting in respect of such issue.
16. Subject to the provisions of the Companies Act, 1956 as amended from time to time and directives of the Reserve Bank of India, to receive money on deposits for interest or otherwise and to lend or advance money with or without security to such Companies, firms or persons and Government departments and on such terms and conditions as may seem expedient and in particular to customers, suppliers and others having dealing with this Company and to guarantee the performance of contracts or obligations by any such persons, Companies and firms, provided that the Company shall not carry on the business of Banking as defined by the Banking Regulations Act, 1949.
17. To invest and deal with the moneys of the Company not immediately required in such manner as may be thought fit and as determined by the Board of Directors of the Company from time to time.
18. To enter into any contracts or arrangements for the more efficient conduct of the business of the Company or any part thereof and to sublet any of the such contracts from time to time.
19. (i) To negotiate and/or enter into agreement and contracts with individuals, companies, corporations, bodies corporate and/or such other organizations in India and abroad including governments and governmental or semi-governmental bodies of other sovereign states, for obtaining or providing know-how or technical and/or financial collaboration or any other such assistance for carrying out any business or transactions which the Company is authorised to carry on and also for the purpose of activating research and development and to acquire or provide, exploit, use, formulate inventions, utility models and patent rights for furthering the objects of the Company, subject to Joint Ventures guidelines issued by Government as amended from time.

- (ii) Subject to Section 391, 394 and 394A of the Companies Act, 1956 to amalgamate or take over or merge with or reconstruct the business of the Company or consolidate with any other person, organisation, firm, Company, body corporate whether created hereto for or hereafter, whether incorporated or not and whether registered in India or otherwise, or enter into partnership or into any other arrangement for sharing of profits, union of interest, co-operation, joint-venture, reciprocal concession or co-operation or for limiting competition or otherwise, with any person, persons or Company or body corporate or other organizations carrying on or engaged in or about to carry on, or engage in or being authorised to carry on or to bifurcate one or more units of the Company in one or more Companies for the interest of the Company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debentures-stock or other debt instruments or securities including futures, options, derivatives that may be agreed upon and to hold and retain, sell, mortgage, pledge, encumber and deal with any shares, debenture, debenture-stock or securities, options, futures, derivatives, instruments so received or offered. Provided that the merger and acquisition so arrived at may not in anyway effect the majority interest of the Government of India unless otherwise so approved. Provided further that Government of India approves and the scope of the business will be those which the Company is authorised to carry on.
20. To distribute or otherwise as may be resolved, any property or assets of the Company or any proceeds of sale or disposal of any property or assets of the company in case of winding up of the company, including the shares, debentures or other securities or any other securities of any other Company formed to take over the whole or any part of the assets or liability of the Company so that no distribution amounting to a reduction of capital may be made except with the sanction of (if any) for the time being required by law and subject to the provisions of the Companies Act, as applicable in the event of winding up.
21. To vest any immovable or moveable property, rights or interests acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
22. To carry on the business which the Company is authorised to carry on by means or through the agency of any subsidiary Company or other associate or affiliate Companies or other business organisation in India or abroad and to enter into any arrangement with any such Company for taking the profits and bearing the losses of any business so carried on or for financing any such Company or business organisation or guaranteeing its liabilities or obligations or to make any other arrangements which may seem desirable with reference to any other business so carried out by the Company with a power at any time to close any such business either temporarily or permanently and / or to appoint Directors or Managers or administrators of any such Company or business organisations.

23. To buy, sell and deal in minerals, plant, machinery, implements, conveniences, provisions and things capable of being used in connection with the business of the Company.
24. To purchases, create, generate, or otherwise acquire, use, sell or otherwise dispose of, electric current and electric, steam and water power of every kind and description, and to sell, supply or otherwise dispose of, light, heat and power of every kind and description.
25. To acquire and take over all or any part of the business, goodwill, property and other assets, and to assume or undertake the whole or any part of the liabilities and obligations of any person, firm, association or corporate body or Government department carrying on a business which the Company is or may become authorised to carry on, and to pay for the same in cash, shares, stocks, debentures or bonds of the Company, or otherwise and to hold, manage, operate, conduct, and dispose of in any manner, the whole or any part of any such acquisitions and to exercise all the powers necessary or convenient in and about the conduct and management thereof.
26. To cause the Company to be registered or recognized in any part of the world.
27. To make, draw, accept, endorse, discount, execute and issue cheques, promissory notes, hundies, bills of exchange, bills of landings, warrants, debentures, and other negotiable or transferable instruments/securities.
28. To apply for purchase, or otherwise acquire.
29. To sell, dispose of or transfer any building, industrial undertaking, projects or factory any Company or association or concern carrying on similar business on such terms and conditions as may be determined by the Company.
30. To enter into any arrangement with the Government of India or with any other Government or State or any local or State Government or with authorities, supreme, national, local, municipal or otherwise or with any person for the purpose of directly or indirectly carrying out the objects of furthering the interests of the company or its members and to obtain from any such Government, State authority or person, any charters, subsidies, loans, indemnities, grants, contracts, decrees, rights, sanctions, privileges, licences or concessions whatsoever, (whether statutory or otherwise) which the Company may think it desirable to obtain and carry out, exercise and comply with the same in accordance with the law of the land.
31. To provide against payment of charges or fees as may be prescribed from time to time, residential and/or resting accommodation, medical, club and other welfare facilities for the employees of the Company and in connection therewith to afford to such persons, facilities and conveniences for transport, washing, bathing, cooking, reading, writing and for the purchase, sale and consumption of provisions, both liquid and solid and for the safe custody of goods.
32. To exchange, sell, convey, assign or let on lease or grant licence for the whole or any part of the Company's immovable properties and to accept as consideration or in lieu thereof other land or cash or Government securities, or securities guaranteed by Government or shares in joint stock Companies or partly the one and partly the other or such other property or securities as may be

determined by the Company and to take back or reacquire any property so disposed of by repurchasing or obtaining a licence or lease on such price or prices and on such terms and conditions as may be agreed upon.

33. To employ foreign or other technicians, experts, advisers, or consultants, or to lend the services or the employees of the Company's objectives aforesaid.
34. To sell, improve, manage, develop, exchange, loan, lease or let, under-lease, sub-let, mortgage, dispose off, deal with in any manner, turn to account or otherwise deal with any rights or property of the Company.
35. To promote and form and to be interested in and take hold and dispose of shares in other Companies having objects in whole or in part similar to those of the Company and to transfer to any such Company any property of this Company, and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such Company and to subsidise or otherwise assist any such Company.
36. To pay out of the funds of the Company all costs, charges and expenses which the Company may lawfully incur with respect to the promotion, formation and registration of the Company or which the Company shall consider to be preliminary including therein the cost of advertising, printing and stationery, expenses attendant upon the formation of agencies, branches and local boards.
37. To establish and maintain or procure the establishment and maintenance of any contributory provident funds, contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pension, bonus, annuities or other allowances or emoluments to any persons who are or were at any time in the employment and / or service of the Company, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company or who are or were at any time the Directors or officers or staff of the Company or of any such other Company as aforesaid, and the employees or ex-employees of the Company or Government department formerly engaged in any business acquired by the Company and the wives, widows, families and dependants of any such persons, and also establish and subsidise and subscribe to any charitable or public object, institutions, society, associations, clubs or funds and by providing or subscribing or contributing toward places of instruction and recreation, hospitals and dispensaries, medical and other attendance and by building or contributing to the building of houses, dwellings, calculated to the benefit of or to advance the interests and well being of the Company or of any such other company or department as aforesaid or its employees and to make payment to or towards the insurance of any such persons as aforesaid and to any of the matters aforesaid either alone or in conjunction with any such other Company as aforesaid.
38. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the

properties of the Company, or redeemable preference shares or for any other purposes whatsoever conducive to the interests of the Company.

39. To adopt such means of making known the business of the Company or in which the Company is interested as may seem expedient and in particular by advertising in the press, circulars, publication of books and periodicals, audio and audio-visual media, internet, exhibitions and by granting prizes, rewards and concessions.
40. To enter into, make and perform contracts and arrangements of every kind and description for any lawful purpose with any persons, firm, association, corporate body, municipality, body politic, territory, province, State Government or colony or dependency thereof, without limit as to amount, and to obtain from any Government or authority any rights, privileges, contracts and concessions which the Company may deem desirable to obtain, and to carry out, exercise or comply with any such arrangements, rights, privileges, contracts and concessions.
41. To donate, make contribution, give grant-in-aid, provide assistance financial or otherwise in aid of any National, Public, Benevolent or charitable cause, purpose or object, and to give donations, contribute monies, make grants, provide aid pecuniary or otherwise to any person(s), association of persons, society, fund trust, local or municipal bodies, organisation or institution for rural uplift or development including for purposes like providing or improving drainage and water supply system, environmental protection, afforestation etc, educational or research institutions, health and medicare centres, which in the opinion of the company and its absolute discretion deserve to be assisted, helped or supported by reason of location of company's business establishment and/or nature of its business activities or otherwise, and which may promote the goodwill of the company and directly or indirectly further the interests of the company and of its members.
42. To layout and prepare any land for any kind of athletics, sports and for the paying of such sports of kind of amusement or entertainment and to construct the stands and buildings and conveniences for use in connection therewith.
43. To act as agent and as trustees for any person or Company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through agents, sub-contracts, trustees or otherwise and either alone or jointly with others in connection with the business of the company.
44. To carry on any other business or any business of any other kind or quality whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties or rights.
45. To obtain, apply for and arrange for the issue or enactment of order or act of legislature or act of authority in India or any other part of the world for enabling the Company to obtain powers, authorities, protection, financial and other help, necessary or expedient to carry out or extend any of the objects of the company or for any other purposes which may seem expedient and to

oppose any proceedings or application or any other endeavours, steps or measures which may seem calculated directly or indirectly to prejudice the company's interest.

46. To promote, float and form any subsidiary companies or other companies, firms, associations in India or abroad.
47. (a) To enter into agreements and contracts with foreign companies or other organisations for purchase of equipments and for technical, financial or any other assistance, for carrying out all or any of the objects of the company.
(b) To enter into contracts of indemnity and guarantee.
48. To open an account or accounts with any bank and to pay into and withdraw money from such account or accounts.
49. Generally to do all other things as may be deemed incidental or conducive to the attainment of the above objects or any of them and to carry on any business which may seem to the Company capable of being conveniently carried on in connection with any of the Company's objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

(C) OTHER OBJECTS

1. To purchase or otherwise acquire and to hold, own, invest, trade and deal in, mortgage, pledge, assign, sell, transfer or otherwise dispose of goods, equipment, machinery, wares, merchandise and personal property of every class and description and to transport the same in any manner.
2. To carry on the business of a store keeper in all its branches and in particular, to buy, sell and deal in goods, stores, consumable articles, chattels and effects of all kinds, both wholesale and retail.

IV. The liability of the members is limited.

V. The authorised share capital of the Company in Rupees 1000,00,00,000 (Rupees One Thousand Crore) divided into 100,00,00,000 (One Hundred Crore) equity shares of Rs. 10/- (Rupees Ten) each.

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:

Sl. No.	Name, Address, Description & Occupation of each subscribers	No. of Shares	Signature of Subscribers	Signature of witness with address, description and occupation
1.	Mr. Ashok Kumar S/o Mr. Shri Krishna Chairman, Railway Board Age-59 Yrs. R/o RB No. 7, Moti Bagh-I, New Delhi	1	Sd/-	<p>I witness the signatures of all the subscribers who have signed in my presence.</p> <p>Sd/- (C.S. VERMA) S/o Late Sh. V.K. Verma Group General Manager & Company Secretary Indian Rly. Finance Corp. Limited. Bhikaji Cama Palace, New Delhi-66</p>
2.	Mr. N.K. Chidambaram S/o Late Sh. N.V. Krishnaier Member (Electrical) Railway Board Age-58 Yrs. R/o 211, Rail Niwas, State Entry Road, Delhi	1	Sd/-	
3.	Mr. R.N. Kumar S/o Mr. M. Kumar Additional Member (Telecom) Age- 58 R/o Rail Vihar, Indra Puram, Ghaziabad.	1	Sd/-	
4.	Mr. A.K. Chopra S/o Mr. K.R. Chopra Age-57 Yrs. R/o G-7, Badhwar Park, Colaba, Mumbai	1	Sd/-	
5.	Mr. A.K. Misra S/o Mr. B.N. Misra Age-48 Yrs. R/o 304/2A, Chelmsford Road, Rly. Officer Flat, New Delhi	1	Sd/-	
6.	Mr. Rajendra Kashyap S/o Mr. S.D. Kashyap Age-46 Yrs. R/o 3C-Rail Board Flats, Sarojini Nagar, New Delhi	1	Sd/-	
7.	Mr. Akhil Agarwal S/o Late Sh. K.P. Agarwal Age-42 Yrs. R/o 301/3A, Chelmsford Road, Rly. Officer Flat, New Delhi. ED/Tele. Dev) Rly. Bd.	1	Sd/-	
Total		7 (Seven only)		

Dated : 21-09-2000
Place : NEW DELHI



Articles of Association

of

RailTel Corporation of India Limited

(Revised Articles of Association containing Article-1 to Article-132, adopted by the shareholders in the 1st Extraordinary General Meeting of the Company held on 28/09/2020)

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF

RAILTEL CORPORATION OF INDIA LIMITED

Interpretation Clauses	Article 1- in the interpretation of the Memorandum of Association and these Articles, the following expression shall have the following meanings, unless repugnant to the subject or context:	
The Act/or the said Act	(a)	“The Act” or “the said Act” means “The Companies Act, 2013”, including any statutory modification or re-enactment thereof for the time being in force containing the provisions of the Legislature in relation to Companies.
These Articles	(b)	“These Articles” means these Articles of Association as originally framed or as from time to time altered by Special Resolution.
The Company	(c)	“The Company” or “this Company” means “RailTel Corporation of India Limited”.
The Directors	(d)	“The Directors” means the Directors for the time being of the Company and includes persons occupying the position of Directors by whatever name called.
The Board or Board of Directors	(e)	“The Board” or the “Board of Directors” means a meeting of the Directors duly called and constituted or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a resolution by circulation in accordance with the Act.
The Chairman	(f)	“The Chairman” means the Chairman of the Board of Directors for the time being of the Company.
The Managing Director	(g)	“The Managing Director” includes one or more persons appointed as such or any of such persons or Directors for the time being be the Managing Director of the Company.
The Office	(h)	“The Office” means the Registered Office for the time being of the Company.
The President	(i)	“The President” means the President of India.
Capital	(j)	“Capital means the Share Capital for the time being raised or authorised to be raised for the purpose of the Company.
Register	(k)	“Register” means the Register of the Company required to be kept pursuant to the Act.
The Registrar	(l)	“The Registrar” means the Registrar of Companies of the State in which the Registered office of the Company is situated.
Dividend	(m)	“Dividend” includes any interim dividend.
Month	(n)	“Month” means a calendar Month.

Seal	(o)	"Seal" means the common seal for the time being of the Company.
Special Resolution	(p)	"Special Resolution" means a resolution referred to in Section 114 (2) of the Act.
Proxy	(q)	"Proxy" means a proxy appointed as per the Act.
In writing	(r)	"In Writing" and "written" shall include printing, lithography and other modes of representing or reproducing words in a visible form in tune with the prevalent technology to the extent permitted by the Act.
Plural Number	(s)	Words imparting the singular number also include the plural number and vice versa.
Persons	(t)	Words imparting persons include corporations and firms as well as individuals.
Gender	(u)	Words imparting masculine gender shall also include the feminine gender and vice versa.
Government	(v)	"Government" means the "Central Government".
Government Company	(w)	"Government Company" means a Government Company as defined in section 2(45) of the Act.
Express in the Act to bear same meaning in Articles	(x)	Subject as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meaning in these Articles.
Marginal Notes	(y)	The marginal notes hereto shall not affect the construction of the Articles.
Applicable Laws	(z)	"Applicable Laws" means all applicable statutes, laws, ordinances, rules and regulations, judgments, notifications circulars, orders, decrees, bye-laws, guidelines, directive, or any decision, or determination, or any interpretation, policy, requirements, notification, clarification or administration or other governmental instruction or any similar form of decision, having the force of law, including but not limited to, any authorization by any authority like Ministry of Corporate Affairs, Securities and Exchange Board of India or any other regulatory body, in each case, as may be applicable to the Company and being in effect from time to time.
SEBI	(aa)	"SEBI" means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992.
SEBI Listing Regulations	(bb)	"SEBI Listing Regulations" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Table – "F" not to apply

Article 2 – Save as reproduced in these Articles or made applicable by Act, the regulations contained in Table "F" in the First Schedule to the Act shall

not apply to the Company.

Being a Government Company, certain provisions of the Companies Act, 2013 shall apply with such exceptions, modifications and adaptations as directed / notified by Central Government from time to time by virtue of powers conferred under section 462 of the Act.

Company to be governed by these articles

Article 3 - The regulations for the management of the Company and for the observance of the members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alteration of or addition to its regulations by special resolution as prescribed or permitted by the Act, be such as are contained in these Articles.

Company is a Public Limited Company

Article 4 - The Company is a "Public Company" limited by shares within the meaning of section 2 (71) of the Act.

Company's share not to be purchased

Article 5 – Save as permitted by section 67 of the Act, the funds of the Company shall not be employed directly or indirectly in the purchase of, or lent on, the security of shares of the Company and the Company shall not give, any financial assistance, whether, by way of loan guarantee, the provision of security or otherwise, for the purpose of or in connection with any purchase of or subscription for shares in the Company or any company of which it may, for the time being, be a subsidiary.

This Article shall not be deemed to affect the power of the Company to enforce repayment of loans to members or to exercise a lien as provided hereinafter.

Company may buy-back its own shares

Article 6 – Notwithstanding anything contained in these Articles, the Company may buy back its own shares or other securities as it may think proper subject to such limits, upon such terms and conditions, and subject to such approval as may be required under the Act and other Applicable Laws.

CAPITAL AND SHARES

Authorized Share Capital

Article 7 - The authorised share capital of the Company shall be such amounts and be divided into such shares, as may be provided in Clause V of the Memorandum of Association of the Company, from time to time, with such rights, privileges and conditions attached thereto as are provided by the Company and with powers to the Company as permitted by the Act and Applicable Laws to increase, reduce or modify the said capital and to divide the shares of the Company in to several classes and attach thereto preferential, qualified or special rights, privileges or conditions as may be determined by the Company subject to provisions of the Act and other Applicable Laws, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of the Company and allowed by Applicable Law.

Shares and Securities under the control of the Board

Article 8 - Subject to the provisions of the Applicable Laws, these Articles and the rights of the President of India, the shares and securities of the Company for the time being shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of the same or any of them to such person, 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 and to give to any person or persons the option or right to

call for any shares either at par or premium during such time and for such consideration as the Board thinks fit, and may issue and allot Shares in the Capital of the Company on payment in full or part of any property sold and transferred or for any services rendered to the Company in the conduct of its business and any Shares which may so be allotted may be issued as fully paid up shares and if so issued, shall be deemed to be fully paid shares. Provided that option or right to issue Shares shall not be given to any person or persons without the sanction of the Company in the General Meeting.

Increase of Share Capital by the Company and how carried in to effect

Article 9 – Subject to Applicable Laws, and these Articles, the Board may, from time to time, increase the Capital by creation of new shares and debentures in accordance with the applicable provisions of the Act. Such increase shall be of such aggregate amount and to be divided into such shares of such respective amounts, as the resolution of the Board shall prescribe. Subject to the provisions of the Act, any shares of the original or increased capital shall be issued upon such terms and conditions and with such rights and privileges annexed thereto, as the Board shall determine. Whenever the Capital of the Company has been increased under the provisions of this Article, the Directors shall comply with the provisions of Section 64 of the Act or any such compliance as may be required by the Act for the time being in force.

On what condition new shares may be issued

Article 10 - Subject to such directions as may be issued by the President in this behalf, new shares shall be issued in accordance with the Applicable Laws and upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof shall direct and if no direction be given, as the Board shall determine.

Mode of further issue of shares

Article 11 - A further issue of shares may be made in any manner whatsoever as the Board may determine, among others, by way of further public offer or private placement, subject to and in accordance of the Act and other regulations governing such issues.

Commission

Article 12 - The Company may, at any time, pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures, or debenture stock or Bonds of the Company or procuring or agreeing to procure subscription (whether absolute or conditional) for any shares, debenture stock of the Company but so that if the commission in respect of shares shall be paid or be payable out of capital the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed 5% on the price of shares and 7 ½ % on the price of debentures or debenture stock, or Bonds in each case subscribed or to be subscribed. The commission may be paid or satisfied in cash or in shares or debenture stock or Bonds of the Company.

How far new shares to rank with existing shares

Article 13 - Except so far as otherwise provided by the conditions of issue, or by these Articles, any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provision herein contained with reference to the payment of calls and installments, transfer and transmission, lien, voting, surrender and otherwise.

Reduction of capital

Article 14 - Subject to the provisions of Section 66 of the Act and to such directions as may be issued by the President in this behalf, the Company

may, from time to time, by special resolution reduce its capital by paying off capital or cancelling capital which has been lost or is unrepresented by available assets, or is superfluous by reducing the liability on the shares or otherwise as may be expedient, and capital may be paid off upon the footing that it may be called up again or otherwise; and the Board may, subject to the provisions of the Act, accept surrender of shares.

Sub-division and
consolidation of shares

Article 15- Subject to the approval of the President, the Company in general meeting may, from time to time, sub-divide or consolidate its shares or any of them and exercise any of the other powers conferred by Section 61 of the Act and shall file with the Registrar such notice of exercise of any such powers as may be required by the Act.

Power to modify

Article 16 - If at any time, the Capital of the Company by reason of the issue of preference shares or otherwise, is divided into different classes of shares, all or any of the rights attached to the shares of each class may, subject to the provisions of Section 48 of the Act be varied with the consent in writing of the holders of at least three fourth of the issued shares of that class or with the sanction of the special resolution passed at a separate meeting of the holders of the issued shares of that class and all the provisions hereinafter contained as to general meeting shall, mutatis mutandis, apply to every such meeting.

Allotment of Shares

Article 17 - Subject to the provisions of Applicable Laws and these Articles, the shares shall be under the control of the Board of Directors who may allot or dispose of the same, or any of them, to such persons, upon such terms and conditions, at such times, and upon such consideration as the Board may think fit.

Installments of shares to
be duly paid

Article 18 - If by the conditions of allotment of any share, the whole or part of the amount of issue price thereof shall be payable by installments, every such installment shall, when due, be paid to the Company by the person who, for the time being, shall be the registered holder of the shares or by his executor or administrator.

Liability of joint-holders of
shares

Article 19 - The joint holder of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share.

Who may be registered

Article 20 - Shares may be registered in the name of any person, company or other body corporate. Not more than three persons shall be registered as joint-holders of any share.

Dematerialization
of Securities

Article 21 - The Company shall seek admission of Company's securities in the Depository system of Central Depository Service (India) Ltd. to dematerialize the certificates of shareholders of the Company who wish to do so. The Company shall seek admission of Company's securities in the Depository system of National Stock Depository (India) Ltd. to dematerialize the certificates of shareholders of the Company who wish to do so.

CALL OF SHARES

Board of Directors to make
calls

Article 22-

(1) The Board of Directors, may from time to time, by a resolution passed by a meeting of the Board (and not by a resolution by circulation) make

such call as it thinks fit upon the members in respect of moneys unpaid on the share held by them respectively, by giving not less than 15 days notice for payment and each member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board of Directors. A call may be made payable by installments. The Board may, at their discretion, extend the time for payment of such calls.

Calls to carry interest

- (2) If any member fails to pay any call due from him on the day appointed for payment thereof or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payments at such rate as shall from time to time be fixed by the Board of Directors but nothing in this Article shall render it compulsory for the Board of Directors to demand or recover any interest from any such member.

Sums payable on allotment or at fixed date to be paid on due dates

Article 23-

- (1) Any sum which by the terms of issue of a share become 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 becomes payable.

Voluntary advances of uncalled shares capital

- (2) (a) The Board may, if it thinks fit receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him but this advance of calls may carry interest but shall not in respect thereof have a right to dividend or to participate in profit.
- (b) Upon all or any of the money 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, six percent per annum as may be agreed upon between the Board and the member paying the sum in advance and the Board of Directors may, at any time, repay the amount so advanced upon giving to such members three months' notice in writing. Provided further that such advance received by the Company will not be entitled to any dividend or participate in profits of the Company.

Call to date from resolution

Article 24- A call shall be deemed to have been made at the time when the resolution authorising such call was passed at a meeting of the Board of Directors.

Forfeiture of Shares

Article 25-

- (1) 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.
- (2) 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 will be liable to be forfeited.

- (3) 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.
- (4) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (5) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms it thinks fit.

Liability to pay money
owing at the time of
forfeiture

Article 26-

- (1) 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 moneys which at the date of forfeiture, were presently payable by him to this Company in respect of the share.
- (2) The liability of such persons shall cease if and when Company shall have received payment in full of all such money in respect of the shares.

Declaration of forfeiture

Article 27-

- (1) 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 person claiming to be entitled to the share.
- (2) The Company may receive the consideration, if any, given for the shares 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.
- (3) The transferee shall thereupon be registered as the holder of the share.
- (4) 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 or disposal of the share.

Provisions regarding
forfeiture to apply in the
case of non-payment at a
fixed time.

Article 28- The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of share, becomes payable at a fixed time, whether on account of the nominal value of the shares or by way of premium, as if the same had been payable by virtue of a call duly made and noticed.

Company's lien on shares

Article 29- The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not called or payable at a fixed time) in respect of that share and the Company shall also have a lien on all shares (other than fully paid shares) standing registered in the name of single person, for all moneys presently payable by him or his estate to the Company, but the Board may, at any time, declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividend payable thereon.

Enforcement of lien by sale

Article 30- The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable nor until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of amount in respect of which 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.

Application of proceeds of sales

Article 31- The proceeds of the sale shall be received by the Company and shall applied in payment of such part of the amount in respect of which lien exists as is presently payable and the residue shall (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the persons entitled to the shares at the date of the sale. The purchaser shall be registered as the holder of the share and he 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.

Transfer and transmission of shares

Article 32- Subject to the provisions of Applicable Laws, the right of members to transfer their shares shall be restricted as follows:

- (a) Subject to Section 58 of the Act and other Applicable Laws and subject as aforesaid, the Board may, in their absolute and uncontrolled discretion, refuse to register any proposed transfer of shares.
- (b) If the Board refuse to register transfer of any shares the Board shall within thirty days of the date on which the instrument of transfer is delivered to the Company, send to the transferee and the transferor notice of the refusal. But the Board shall not refuse to register transfer of any share on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account, whatsoever except a lien on the shares.
- (c) Subject to the provisions of the Act, other Applicable Laws and save as herein otherwise provided, the Board shall be entitled to treat the persons whose name appears on the register of members as the holder of any share as the absolute owner thereof and accordingly shall not (except as order by court of competent jurisdiction or as by law required) be bound to recognize any benami, trust or equity or equitable contingent or other claim to or interest in such share on the part of any person whether or not it shall have express or implied notice thereof

Transmission by operation of law	(d) Nothing contained in this Article shall prejudice any power of the Company to register as share-holder any person to whom the right to any share in the Company has been transmitted by operation of law.
Execution of transfer	Article 33- The instrument of transfer of any share in the Company shall be executed both by transferor and transferee and the transferor shall be deemed to remain holder of the share until the name transferee is entered in the register of members in respect thereof.
Register of transfers	Article 34- The Company shall keep a book to be called the "Register of Transfers" in accordance with all applicable provisions of the Act, and the Depositories Act with details of Securities held in dematerialized form in any medium as may be permitted by Applicable Law including in any form of electronic medium and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any share.
Instruments of the transfer to be left at office	Article 35- Every instrument of transfer shall be delivered to the Company at the office for registration, accompanied by any certificate of the shares to be transferred and such evidence as the Company may require to prove the title of the transferor or his right to transfer the shares. All instruments of transfer shall be retained by the Company, but any instrument of transfer which the Board may decline to register shall on demand be returned to the person depositing the same.
Form of transfer	Article 36- Shares in the Company shall be transferred in the form prescribed by the Companies (Central Government's) General Rules and Forms 2014 or in such other form as may be prescribed by the Applicable Laws. The instrument of transfer shall be in a common form approved by the stock exchanges;
Closing of Register of Members and Debenture holders or other security holders	Article 37- The Register of Members or the Register of Bond/Debenture holders may be closed for any period or periods not exceeding 45 days in each year but not exceeding 30 (thirty) days at any one time after giving not less than 7 days previous notice by advertisement in some newspaper circulating in the district in which the registered office of the company is situated.
Fee on Transfer	Article 38- No fee will be charged for transfer/transmission of shares and/or bonds.
How far new shares to rank with shares in original capital	Article 39- Except so far as otherwise provide by the conditions of issue, or by these Articles, any capital raised by the creation of any shares shall be considered part of the original capital and shall be subject to the provision herein contained with reference to the payment of calls and installments, transfer and transmission, lien, voting, surrender and otherwise.
New Shares to be offered to Members	Article 40 - The new shares shall be offered to the members in proportion to the existing shares held by each member and such offer shall be made by notice specifying the number of shares to which the member is entitled and limited a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the member to whole such notice is given that he declines

to accept the shares offered, the Board may dispose of the same in such manner as they think most beneficial to the Company.

BORROWING POWERS

Power borrowing

Article 41-

(1) Subject to the provisions of Section 73 to 76, 179 and 180 of the Act or other Applicable Laws, the Directors may, from time to time borrow, raise or secure the payment of any sum of money for the purpose of the Company in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or bonds of the Company or by mortgage charge upon all or any of the properties of the Company both present and future including its uncalled capital for the time being, by means of a resolution passed at a meeting of the Board. Provided that the Board shall not without the requisite sanction of the Company in general meeting borrow any sum of money which together with money borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves.

Conditions on which money may be borrowed

(2) The Board may secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable debentures, or debenture stock or any mortgage, charge or other securities on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

Terms of Issue of Securities

(3) Any debentures, debenture stock, bonds or other securities may be issued on such terms and conditions as the Board may think fit. Provided that debenture with a right to allotment or conversion into shares shall be issued in conformity with the provisions of Section 62 of the Act. Debentures, debenture stock, bonds and other securities may be made assignable free from any equities from the Company and the person to whom it may be issued, Debentures, debenture stock, bonds or other securities with a right of conversion into or allotment of shares shall be issued only with such sanctions as may be applicable.

How debentures etc. shall be transferred

(4) Debentures, bonds, etc. of the Company shall be transferred or transmitted in accordance with the procedure prescribed for shares in Section 56 of the Act and the prevailing rules made there under by Central Government from time to time, unless different provisions are made specifically in the terms of issue governing such debentures, bonds etc.

Securities may be assignable free from equities

Article 42- Debentures, debenture stock, bonds or other securities may be made assignable free from any encumbrances between the Company and the person to whom the same may be issued.

Inviting/accepting deposits

Article 43- Subject to the provisions of the Act and the rules made there under from time to time, the Board of Directors may, from time to time, invite and/or accept deposits from the members of the public and/or

employees of the Company / or otherwise at such interest rates as may be decided by the Board. Board may also pay commission to any person for subscribe or procure or agreeing to procure these deposits.

GENERAL MEETING

Notice of General Meeting

Article 44-

- (1) A general meeting of the Company may be called by giving not less than twenty one days' notice in writing.
- (2) A general meeting may be called after giving shorter notice than that specified in clause (1) of this Article if consent is accorded thereto :
 - (i) In the case of an Annual General Meeting, by not less than ninety-five per cent of the members entitled to vote thereat, and
 - (ii) In the case of any other General meeting subject to the provisions of Section 101 of the Act, by members of the Company holding not less than ninety five percent of such part of the paid-up share capital of the Company gives a right to vote at the meeting.
 - (iii) The notice in each case shall specify the place, day and hour of the meeting.

Business of ordinary meeting

Article 45- The business of an annual general meeting shall be to receive and consider the profit and loss account, the balance sheet, and the report of the Board of Directors and of the Auditors, to declare dividends. All other business transacted at such meeting shall be deemed special.

Quorum

Article 46-

- (1) 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.
- (2) Save as herein otherwise provided, the quorum for the General meetings shall be as provided in section 103 of the Act.

General Meeting

Article 47 - The first annual general meeting of the Company shall be held within a period of nine months from the date of closing of the first financial year and thereafter, the annual general meeting shall be held within six months after the expiry of each financial year, except in the case when for any special reason time for holding any annual general meeting (not being the first annual general meeting) is extended by the Registrar under Section 96 of the Act, no greater interval than fifteen months shall be allowed to elapse between the date of one annual general meeting and that of the next. Every annual general meeting shall be held during business hours, i.e. between 9 a.m. and 6 p.m., on a day other than a national holiday either at the registered office of the Company or at some other place within city, town or village in which the registered office of the company is situated or at other place as the Central Government may direct, and the notice calling the meeting shall specify it as the annual general meeting. All other General meetings of the Company shall be called "Extra-ordinary General Meeting".

When Extraordinary meeting to be called

Article 48 - The Board may, whenever, they think fit and shall on the requisition of the holders of not less than one tenth of the paid-up capital of the Company upon which all calls or other sums then due have been paid, as at the date carry the right of voting in regard to that matter or forthwith proceed to convene an extraordinary meeting of the Company, and in the case of such requisition, the following provisions shall have effect :-

- (1) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office and may consist of several documents, in like-form each signed by one or more requisitionists.
- (2) If the Board of Directors of the Company do not proceed within twenty one days from the date of the requisition being so deposited to cause meeting to be called on a day not later than 45 days from the date of deposit of the requisition, the requisitionists or majority of them in value may themselves convene the meeting but any meeting so convened shall be held within three months from the date of the deposits of the requisition.
- (3) Any meeting convened under this Article by the requisitions shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board. If after, a requisition has been received, it is not possible for a sufficient number of Directors to meet in time so as to form a quorum any Director may convene an extraordinary general meetings in the same manner as nearly as possible as that in which meetings may be convened by the Board.

Omission to give notice

Article 49- The accidental omission to give any such notice or the non-receipt of any such notice by any member shall not invalidate the proceeding at any meeting.

Chairman of general meeting

Article 50- The Chairman of the Board shall be entitled to take the Chair at every general meeting or if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act as Chairman, the members present shall choose another Director as Chairman and if the Directors present decline to take the chair then, the members present shall choose one of their members to be the Chairman.

When, if quorum not present, meetings to be dissolved and when to be adjourned

Article 51 - If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present those members who are present shall be quorum and may transact the business for which the meeting was called.

Right of President to appoint any persons as his representative

Article 52-

- (1) The President, so long as he is a shareholder to the Company may, from time to time, appoint one or more persons (who need not be a member or members of the Company) to represent him at all or any meeting of the Company.

- (2) Any one of the persons appointed under sub-clause (1) of this Article shall be deemed to be a member of the Company and shall be entitled to vote and be present in person and exercise the same rights and powers (including the right to vote by proxy) as the President could exercise as a member of the Company.
- (3) The President may, from time to time, cancel any appointment made under sub clause (1) of this Article and make fresh appointment.
- (4) The production at the meeting of an order of the President evidenced as provided in the Constitution, shall be accepted by the Company as sufficient evidence of any such appointment or cancellation as aforesaid.

Article 53-

How questions at
adjourned meeting

- (1) The Chairman may with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting adjourns the same, from time to time and place to place.

Business at adjourned
meeting

- (2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Notice of adjourned
meeting

- (3) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as was given in the case of an original meeting.
- (4) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at adjourned meeting.

Article 54-

How questions to be
decided at

- (1) Every question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chairman shall, both on a show of hands and at a poll (if any), have a casting vote in addition to the vote or votes to which he may be entitled, as a member.

Evidence of Resolution where Poll
Not demand

- (2) At any general meeting a resolution put to vote of the meeting shall be decided on a show of hands, unless a poll is, before or on the declaration of the result of the show of hands, demanded by a member present in person or proxy, or by duly authorised representative, and unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the vote recorded in favour of or against that resolution.

Poll

- (3) If a poll is duly demanded, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise, and

the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn.

Poll demanded to be taken at the meeting	(4)	Subject to the provisions of Section 109 of the Act, any poll duly demanded on the election of a Chairman of a meeting or on any question or adjournment shall be taken at the meeting and without adjournment.
Business may proceed notwithstanding demand poll	(5)	The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
Chairman's decision conclusive	(6)	The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.
Objection to vote	(7)	No objection shall be raised to the qualifications 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 other purposes.
Chairman to judge validity	(8)	Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
Votes of Members		Article 55 - Upon a show of hands every member present in person or by proxy, or by duly authorised representative shall have one vote and upon a poll every such member shall have voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company. A member may exercise his vote at a meeting by electronic means in accordance with the provisions of Section 108 of the Act and rules made thereunder, and shall vote only once.
Votes in respect of shares of deceased and bankrupt members		Article 56 – Any person entitled under the transmission clause to any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares provided that seventy-two hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Board of Directors of his right to such shares, unless the Board of Directors shall have previously admitted his right to such shares of his right to vote at such meeting in respect thereof.
Joint Holders		Article 57 - Where there are joint registered holders of any share, any one of such persons may vote at any meeting either personally or by proxy, in respect of such shares as if he were solely entitled thereto, and if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.
Votes in respect of shares of members of unsound mind.		Article 58 - 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 poll, by his committee or other legal guardian,

and any such committee or guardian may on a poll, vote by a proxy.

No member to vote unless calls are paid up

Article 59 - No member shall be entitled to vote at any general meeting unless all calls or others sums presently payable by him in respect of share in the Company have been paid.

Instrument appointing proxy to be writing

Article 60 - A member entitled to attend and vote at a meeting may appoint another person (whether a member or not) as his proxy to attend meeting and vote on show of hand or on a poll. No member shall appoint more than one proxy to attend on the same occasion. The instrument appointing a proxy shall be in writing and be signed by the appointer or his attorney duly authorised in writing or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.

Form of proxy

Article 61 - An instrument appointing proxy shall be in either of the form as prescribed in the provisions of the Act or rules thereto.

Instrument appointing proxy to be deposited in office

Article 62 - The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of the power of authority shall be deposited at the Registered Office of the Company not less than forty-eight 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 taking of the poll and in default the instrument of proxy shall not be treated as valid.

When vote by proxy valid though authority revoked

Article 63 - A note 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 or transmission shall have been received at the office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

No member entitled to vote etc. while call due to the Company

Article 64 - No member shall be entitled to be present or to vote on any question either personally or by proxy at any general meeting or upon a poll or be reckoned in a quorum whilst any call or other sum shall be due and payable to the Company in respect of any of the shares of such members.

BOARD OF DIRECTORS

Board of Directors

Article 65 - The business of the Company shall be managed by the Board of Directors.

Number of Directors

Articles 66 –

A. Subject to the provisions of Section 149 of the Act, the President shall, from time to time, determine, in writing, the number of Directors of the Company which shall not be less than 3 (Three) and not more than 15 (Fifteen). The Directors shall not be required to hold any qualification shares and their remuneration, if any, shall be determined by the President.

B. The following shall be the first directors of the Company:

1. Shri Ashok Kumar Chopra
2. Shri P. Raja Goundan

3. Shri Ashok Kumar Misra
4. Shri Akhil Agarwal
5. Shri Rajendra Kashyap
6. Shri S. Balachandran

Appointment of Chairman,
Chairman-cum-Managing
Director,
Directors and their term of
office

Article 67 -

- (1) The President shall have powers to appoint;
 - (a) Full time Chairman or Part time Chairman, full time Managing Director(s) or a full time Chairman-cum-Managing Director and other full time Directors.
 - (b) The Directors representing the Government of India (Govt. Nominee Directors) and
 - (c) Part-time Non-Official Directors/ Independent Directors
 - (d) The Directors appointed by the President shall hold office until removed by him or until their resignation, retirement, death or otherwise.

Remuneration of Directors

- (2) The Directors so appointed shall be paid such fee, salary and/or allowance as the President may from time to time, determine. Subject to the provisions of the Act, such reasonable additional remuneration as may be determined by the President may be paid to any one or more of the Directors for extra or special services rendered by him or them or otherwise.

Removal of Directors

- (3) The President shall have the power to remove any Director including the Chairman, Managing Director, and the Chairman-cum-Managing Director, if any, from office at any time in his absolute discretion.

Filling of vacancies of
Directors

- (4) The President shall have the right to fill any vacancy in the office of Chairman, Chairman-cum-Managing Director, Managing Director or Director(s) caused by removal, resignation, death or otherwise, as provided in the Article 67 (1).

Retirement of Directors

- (5) The Chairman or Chairman-cum-Managing Director, the Managing Director(s) and whole time Directors shall retire on their ceasing to hold office of the Chairman or Chairman-cum-Managing Director, the Managing Director(s) and whole time Directors respectively. Non-official part-time Director shall retire on the expiry of the term of their appointment. A Director representing a Ministry of the Government of India shall retire on his ceasing to be an official of that Ministry. A retiring Director shall be eligible for reappointment.

Appointment of
Independent Directors

Article 68 –

Subject to the provisions of Section 149(6) of the Act and other Applicable Laws, the President shall have the power to appoint requisite number of Independent Directors to comply with the Act as well as Listing Regulations as amended from time to time.

- (i) Every Independent Director shall at the first meeting of the Board in which he participates as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as an Independent Director, give a declaration that he meets the criteria of independence.
- (ii) The Company and Independent Directors are required to abide by the provisions specified in Schedule IV of the Act.

- (iii) An Independent Director shall not be entitled to any stock option and may receive remuneration by way of sitting fee, reimbursement of expenses for participation in the Board and other meetings of the Committees of the Board, and also to such commission based on profits, as may, subject to provisions of Applicable Laws, be approved by the Members.
- (iv) An Independent Director shall be held liable, only in respect of such acts of omission or commission by a Company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.
- (v) The provisions relating to retirement of Directors by rotation shall not be applicable to appointment of Independent Directors. Subject to Applicable Law, an Independent Director shall hold office for a term for which he is appointed upto a maximum period of 5 (five) consecutive years on the Board of a Company, but shall be eligible for reappointment for one more term on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than 2 (two) consecutive terms, but such Independent Director shall be eligible for appointment after the expiration of 3(three) years of ceasing to become an Independent Director provided that he shall not, during the said period of 3 (three) years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- (vi) The Company shall familiarize the Independent Directors through various programmes about the company, including the following:
 - (a) Nature of the industry in which the Company operates;
 - (b) Business model of the Company;
 - (c) Roles, rights, responsibilities of Independent Directors; and
 - (d) Any other relevant information.

Sitting fee

Article 69 – The part time Non- official directors/ independent directors appointed in the Company shall be entitled to sitting fee for attending the meetings of Board of Directors or any committee thereof, as permitted under the provisions of the Act or rules thereto subject to the approval of the President of India. Fee shall also be payable for participating in meetings through permissible electronic mode.

General powers of the Company vested in the Board of Directors

Article 70 - Subject to the provisions of the Act, other Applicable Laws and the directives of instruments, if any, the President may issue from time to time, the business of the Company shall be managed by the Directors who may exercise all such powers of the Company as are stipulated under the Act or any statutory modification thereof for the time being in force or SEBI Listing Regulations, rules and regulations of the stock exchanges and Department of Public Enterprises Guidelines, as applicable and as amended from time to time, or by these Articles, required to be exercised or done by the Company in general meetings Provided that the Directors shall not exercise any power or do any act or thing which is directed or required whether by the Act or any other act or by the Memorandum or Articles of the Company or otherwise, to be exercised or done by the company in general meeting. Provided further that in exercising any such power or doing any such act or thing, the Directors shall be subject to the

provisions contained in that behalf in the Act or any other Applicable Law, or in the Memorandum or articles of the company, or in any regulations made by the company in general meeting. No regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

Delegation of powers

Article 71 -

- (1) Subject to the provisions of the Act the Board may from time to time, delegate such of its powers as it may think fit to the Chairman, Chairman-cum-Managing Director and/or Managing Director(s), whole time Director subject to such terms and conditions and restrictions as it may deem necessary to impose and may, from time to time, revoke, amend or vary all or any of the powers so delegated.
- (2) The Chairman, the Chairman-cum-Managing Director and/or Managing Director(s), whole time Director may sub-delegate any of the powers, delegated to him by the Board to any officer or other employees of the company, subject to conditions that every such sub-delegation of his powers will be reported to the Board.

Power of Chairman

Article 72 -

- (1) The Chairman shall reserve for decisions of the President any proposals or decisions of the Board of Directors or any matter brought before the Board which raises in the opinion of the Chairman, any important issue and which is on that account is fit to be reserved for the decision of the President and no decision on such an important issue shall be taken in the absence of the Chairman appointed by the President.

Prior approval of President to be obtained in respect of

- (2) Notwithstanding any of the provisions contained in the other Articles, prior approval of the President shall be obtained in respect of :-
 - (a) Permanent appointment of any foreign national to any post in the Company.
 - (b) any programme of capital expenditure on any new projects, modernization, purchase of equipments etc for an amount which exceeds the amount as per powers delegated to the Company within the Govt guidelines being a Mini Ratna category I status Company.'
 - (c) Issue of preference Share Capital etc.
 - (d) Winding up of the Company.
 - (e) Sale, lease or disposal of any property having an original book value of Rs. 1 Crore and above.
 - (f) The formation of a subsidiary Company or joint venture in India with the equity investment to establish joint ventures and subsidiaries exceeding the ceiling amount as per powers delegated to the Company within the Govt. guidelines, being a Mini Ratna Category I status Company.'

- (g) Company's Five Year and Annual Plans for Development and Capital Budgets.
- (h) Revenue Budget of the Company in case there is an element of deficit which is proposed to be met by obtaining funds from Central Government.
- (i) Agreement involving foreign collaboration proposed to be entered into by the Company.
- (j) Purchases and contracts of a major nature involving substantial capital outlay which are in excess of the powers vested in the Company.

Power of President to issue directives

Article 73- Notwithstanding anything contained in all these Articles but subject to the provisions of the Act and applicable laws, the President may, from time to time, issue such directives or instructions as may be considered necessary in regard to the conduct of business and affairs of the Company and in like manner may vary and annul any such directive or instruction. The Board of Directors shall give immediate effect to the directives or instructions so issued. In particular, the President will have the powers :-

- (i) To give directives to the Company as to the exercise and performance of its functions in matters involving national security or substantial public interest.
- (ii) To call for such returns, accounts and other information with respect to the property and activities of the Company as may be required from time to time.
- (iii) To provide wholly or partly owned Company(ies) or subsidiary(ies) including participations in their share capital irrespective of the sources from which the operations of such companies are to be financed.
- (iv) To determine in consultation with the Board annual, short and long-term financial and economic objectives of the Company.

Provided that all directives issued by the President shall be in writing addressed to Chairman. The Board shall, except where the President considers that the interest of national security requires, otherwise, incorporate the contents of directives issued by the President in the annual report of the Company and also indicate its impact on the financial position of the Company.

- (v) To take decisions regarding entering into partnership and/or regarding arrangements for sharing profits.

No Action in respect of any decision of Board requiring approval of President until such approval is obtained

Article 74 - No action shall be taken by the Company in respect of any proposal or decision of the Board reserved for the approval of the President until his approval to the same has been obtained.

Special powers of the Board of Directors

Article 75 – Without prejudice to the general powers conferred by these Articles, but subject to the provisions of Sections 179 to 182 of the Act, the Board of Directors shall have the following powers, that is to say power:-

1. To purchase, take on lease or otherwise acquire for the Company property, rights or privileges which the Company is authorised to acquire at such price, and generally on such terms and conditions as they think fit.
 2. To authorise without reference to the Central Government, the undertaking of works of a capital nature within the limits stated in Article 72(2) above.
 3. To pay for any property, rights or privileges acquired by, or services rendered to the Company either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company, and any such shares may be issued either as fully paid-up or with such amount credited as paid up thereof as may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
 4. To secure the fulfillments of any contracts or engagements entered into by the Company by mortgaged or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they may think fit.
 5. To create posts, to appoint persons thereto, and at their discretion remove or suspend such as general managers, CEOs, managers, secretaries, officers, clerks, agents and servants engaged for permanent, temporary or special services, as they may, from time to time, think fit, and to determine their powers and duties and fix their salaries or emoluments and require security in such instances and to such amounts as they think fit.
 6. To appoint any person or persons (whether incorporated or not) or to accept and hold in trust for the company, any property belonging to the Company or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.
 7. To institute, conduct, defend, compound or abandon, any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any claims or demands by or against the Company.
 8. To refer any claims or demands by or against the Company to arbitration and observe and perform the awards.
 9. To make and give receipts, release, and other discharges for money payable to the Company, and for the claims and demands of Company.
 10. To determine who shall be entitled to sign on the Company's behalf,
- To pay for property, debentures etc.
- To secure contracts by mortgage
- To appoint officers etc.
- To appoint trustees
- To bring and defend action
- To refer to arbitration
- To give receipt
- To authorize acceptance

etc.	bills, notes, receipts, acceptance, endorsements, cheques, releases, contracts and documents.
To appoint attorney	11. From time to time to provide for the management of the affairs of the Company outside the areas which in the context includes the townships and sites of operations of the Company in such manner as they think fit, and in particular to appoint any person to be the attorney or agent of the Company with such powers (including power to sub-delegate) and upon such terms as may be thought fit.
To invest money	12. To invest in Reserve Bank/State Bank of India/any bank or in such securities as may be approved by the President and deal with any of the moneys of the Company upon such investments authorised by the Memorandum of association of the Company (not being shares in this company) and in such manner as they think fit and from time to time to vary or relies such investments.
To give security by way of indemnity	13. To execute in the name and on behalf of the Company in favour of any Director or other persons who may incur or be about to incur any personal liability for the benefit of the Company such mortgage of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other power, covenants and provisions as shall be agreed upon.
To give percentage	14. To give any person employed by the Company a commission on the profit of any particular business, transaction or a share in the general profits of the Company, and such commission or share of profit shall be treated as part of the working expenses of the Company.
To make bye-laws	15. From time to time make, vary and repeat bye-laws for the regulations of the business of the Company, its officers and servants.
To give bonus	16. To give award, or allow any bonus, pension, ex-gratia, gratuity or compensation to any employee of the company or his widow, children or dependents, that may appear to the Board of Directors just or proper whether such employee, his widow, children or dependents have or have not a legal claim upon the Company.
To create Provident Fund	17. Before declaring any dividend, to set aside such portion of the profits of the Company as they may think fit, to form a fund to provide for such pensions, gratuities or compensation or to create any provident, superannuation, medical or benefit fund in such manner as the Board of Directors may deem fit.
To establish Managing Committee	18. From time to time and at any time to establish any Managing Committee for managing any of the affairs of the Company in any specified locality in India, or out of India, and to appoint any person to be member of such Managing Committee and to fix their remuneration and from time to time and at any time to delegate to any person so appointed any of the powers, authority and discretion for the time being vested in the Board of Directors other than their power to make call; and to authorize the members for the time being for any such Managing Committee or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made in such terms and subject to such conditions as the Board of Directors may think fit and the Board of Directors may at any time remove any person so appointed and may annual or vary

any such delegation.

To make contract	19. To enter into all such negotiations and contracts and rescind and vary all such contracts, execute and do all such acts deeds and things in the name and on behalf of the company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company.
To establish institution, society, etc.	20. To establish, maintain, support and subscribe to any charitable, benevolent, public or generally useful objects of any institution, society, or club or local Boards or fund which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on its business or elsewhere or any objects in which the Company may be interested.
To borrow or raise or secure the payment of money, subject to the approval of the President	21. Subject to the approval of the President to borrow or raise or secure the payment of money in such manner as the Company shall think fit and particular by executing mortgages and the issue of bonds, debentures or debenture-stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future) including its uncalled capital and to buy-back, purchase, redeem, or pay off any such securities.
To pay for preliminary expenses incurred	22. To pay, reimburse, the expenses, cost, charges, honorarium, and consultancy for related, connected and related to preliminary expenses in connection with the promotion, formation, establishment and registration of the Company.
To fix terms and conditions, for providing, maintaining operating services	23. To fix terms, conditions and consideration for providing maintaining and operating services provided to the customers.
To review compliance of laws applicable to Company	24. To periodically review compliance reports pertaining to all laws applicable to the Company, as well as the steps taken by the Company to rectify instances of non-compliances;
To plan for succession	25. To satisfy itself that plans are in place for orderly succession for appointment to the Board of Directors and senior management;
To formulate a code of conduct for Board members and senior management of Company	26. To lay down a code of conduct for all members of Board of Directors and senior management of the company. The code of conduct shall suitably incorporate the duties of Independent Directors as laid down in the Act;
To implement risk management plan for the Company	27. To be responsible for framing, implementing and monitoring the risk management plan for the Company in accordance with the Applicable Laws. The Company shall lay down procedures to inform members of the Board of Directors about risk assessment and minimization procedures.
Additional Director	Article 76 – Subject to the provisions of Sections 149, 152 and 161 of the Act and Applicable Laws, the Board shall have the power to appoint 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 these Articles. 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.

Alternate Director

Article 77– (i) Subject to the approval of the President of India and provisions of Section 161 (2) of the Act, the Board may appoint an Alternate Director, not being a person holding any alternate directorship for any other director in the Company, to act for a Director (hereinafter called “the Original Director”) during his absence for a period of not less than three months from India. An Alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. If the terms of office of the Original Director are determined before he so returns to India, any provisions in the Act or in these Articles for the automatic reappointment of any retiring Director in default of another appointment shall apply to the Original Director, and not to the Alternate Director.

(ii) For the purpose of absence in the Board meetings in terms of Section 167 (1)(b) of the Act, the period during which an Original Director has an Alternate Director appointed in his place, shall be considered.

Small Shareholders Director

Article 78 - Subject to the provisions of Section 151 of the Act and other Applicable Laws, issued from time to time, the company may have one Director elected by small shareholders.

Woman Director

Article 79 - Subject to the second proviso to Section 149 sub-section 1 of the Act and other Applicable Laws, if any, issued from time to time, the company shall have at least one Woman Director on the Board.

Seal

Article 80 - The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and except in the presence of at least one Director or such other person as the Board may appoint for the purpose; and the said Director or the person aforesaid shall sign every instrument to which the seal of the Company is so affixed in his presence.

Meeting of the Board

Article 81 – The Company shall hold minimum number of four (4) meetings of its Board of Directors every year in such a manner that not more than 120 days shall intervene between two consecutive meetings of the Board.

Directors may summons meeting

Article 82 - A Director in consultation with and under the authority of the Chairman may at any time convene a meeting of the Board of Directors. Questions arising at any meeting shall be decided by majority of votes. The Chairman shall have a second or casting vote.

Notice of meeting

Article 83 - Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director for the time being in India and at his usual address in India. An accidental omission to give notice of any such meeting to a Director(s) shall not invalidate the meeting.

Quorum of meetings

Article 84 - The quorum for a meeting of the Company shall be one-third of its total strength (total strength as determined by the Act and any fraction in that one-third being round of as one) or 2 Directors, whichever is higher.

Chairman of Board's

Article 85 - The President may nominate a Director as Chairman of the

meeting	Director's meetings and determine the period for which he is to hold office. If no such Chairman is nominated, or if at any meeting the Chairman is not present within 15 minutes after the time for holding the same, the Directors present may choose one of their members to be the Chairman of the meeting.
Power of Quorum	Article 86 - A meeting of the Board of Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretion by or under the Articles of Company for the time being vested in or exercisable by the Board of Directors generally.
Delegation of powers to committees	Article 87 - The Board may, subject to the restrictions laid down in Section 179 of the Act, delegate any of their powers to Committees consisting of such member or members of their body as they think fit, and may from time to time, revoke such delegation. Any Committee so formed shall, in the exercise of the power so delegated, conform to any regulation that may, from time to time, be imposed upon it by the Board of Directors. The proceedings of such a Committee shall be placed before the Board of Directors as its next meeting.
Chairman at meeting of Committee	Article 88- A committee of Directors may elect a Chairman of their meetings, if no such Chairman is elected or if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of the member to be the Chairman of the meeting.
When acts of Directors or Committee valid notwithstanding defective appointment etc.	Article 89 - All acts done by Directors in any meeting of the Board of Directors, or of a Committee of Directors, or by any person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been fully appointed and was qualified to be Director. Provided that nothing in this Articles shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.
Resolution without Board Meeting valid	Article 90 - Subject to the provisions of Section 179 of the Act, resolutions of the Board can be passed by circulation and they shall be as valid and effectual as if they have been passed at a meeting of the Board of Directors duly called and constituted. No resolution shall, however, be deemed to have been duly passed by the Board or by a Committee thereof by circulation unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors, or to all the members of the Committee then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee as the case maybe) and to all other Directors or members at their usual address in India, and has been approved by such of the Directors as are then in India or by a majority of such of them, as are entitled to vote on the resolution.

VIGIL MECHANISM

Vigil Mechanism	Article 91 - The Company shall establish a vigil mechanism for their Directors and employees to report their genuine concerns or grievances. Audit Committee shall oversee the vigil mechanism. The vigil mechanism shall provide for adequate safeguards against victimisation of employees and Directors who avail of the vigil mechanism and also provide for direct
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access to the Chairman of the Audit Committee or the Director nominated to play the role of Audit Committee, as the case may be, in exceptional cases. In case of repeated frivolous complaints being filed by a Director or an employee, the Audit Committee may take suitable action against the concerned Director or employee including reprimand.

DUTIES OF DIRECTORS

Duties of Directors

Article 92 -

- (i) Subject to the provisions of this Act, a director of a Company shall act in accordance with the Articles of the Company.
- (ii) A director of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- (iii) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- (iv) A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- (v) A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- (vi) A director of a company shall not assign his office and any assignment so made shall be void.
- (vii) If a director of the company contravenes the provisions of this section such director shall be punishable with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees.

RESERVES AND DIVIDENDS

Reserve fund

Article 93- Subject to the provisions of Section 123 of the Act, the Board may, before recommending any dividend, set apart out of the profits of the Company such sums as they think proper as a reserve fund to meet contingencies or for equalizing dividends, or for special dividends, or for repairing, improving and maintaining any of the property of the company, and for amortization of capital and for such other purposes as the Board of Directors shall in their absolute discretion think conducive to the interest of the Company, and may invest the several sums so set aside upon such investments. (other than shares of the company) as they may think fit from time to time to deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company, and may divide the reserve funds into such special funds, as they think fit and employ the reserve funds or any part thereof in the business of the company and that without being bound to keep the same separate from the other assets.

Net Profits

Article 94 - The declaration of the Directors as to the amount of net profits

of the Company shall be conclusive.

Dividend	Article 95 - The profits of the Company available for payment of dividend subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to the reserve funds and amortization of capital, shall, with the approval of the President, be divisible among the members in the proportion to the amount of capital paid up by them respectively, provided always that (subject as aforesaid) any capital paid up on a share during the period in respect of which a dividend is declared shall only entitle the holder of such share to an apportioned amount of such dividend as from the date of payment.
Interim dividend	Article 96 - Subject to the provisions of the Act and Applicable Laws, the Board may, from time to time, pay to the members such interim dividends as in their judgement the position of the Company justifies.
Capital paid up in advance	Article 97 - Where capital is paid up on any shares in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to a participate in profits.
Declaration of dividend	Article 98 - The Company in general meeting may declare a dividend to be paid to the members according to their rights and interests in the profits but no dividend shall exceed the amount recommended by the Board of Directors.
Dividend out of profits only and not to carry interest	Article 99 - No dividend shall be declared or paid by the Company for any financial year except out of profits of the Company for that year arrived at after providing for the depreciation in accordance with the provisions of Section 123 of the Act or out of profits of the Company for any previous financial year or years arrived at after providing for the depreciation in accordance with those provisions and remaining undistributed or out of both or out of money provided by the Government for the payment of dividend in pursuance of a guarantee given by the Government. No dividend shall carry interest against the Company.
Debts may be deducted	Article 100 - The Board may retain any dividends in respect of shares on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
Dividends to the joint holders	Article 101 - Any one of several persons who are registered as the joint holders of any share, may give effectual receipts for all dividends and payments on account of dividends in respect of such shares.
Dividends are to be paid in cash	Article 102 - Subject to the provisions of Section 123 of the Act, no dividend shall be payable except in cash.
Payment by post	Article 103 - Unless otherwise directed, any dividends may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled or in the case of joint holders, to the registered address of that one whose name stands first in the register in respect of the joint holding; and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent. No unclaimed dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with all the provisions of Section 123 and 124 of the Act in respect of unclaimed or unpaid dividend.

Notice of dividends

Article 104 - Notice of the declaration of any dividends, whether interim or otherwise, shall be given to the holders of registered shares in the manner hereinafter provided.

ACCOUNTS

Accounts to be kept

Article 105 - The Company shall cause to be kept proper books of accounts with respect to :-

- (a) All sums of money received and expended by the Company and the matters in respect of which the receipts and expenditure take place.
- (b) All sales and purchases made by the Company.
- (c) The assets and liabilities of the Company.

Inspection of Account Books

Article 106 - The books of accounts shall be kept at the Registered Office of the Company or at such other place in India as the Board of Directors shall think fit and shall be open to inspection by the Directors during business hours.

Inspection by members

Article 107 - The Board of Directors shall, from time to time, determine whether and to what extent and at what time 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) and 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 of Directors or by the company in general meeting.

Annual accounts & balance sheets

Article 108 - Subject to Section 129 of the Act, at the first Annual General Meeting and subsequently at every Annual General Meeting, the Board shall lay before the Company, a balance sheet and profit and loss Account in the case of the first account since the incorporation of the Company, and in any other case since the preceding account made upto a date not earlier than the date of the meeting by more than six months or where an extension of time has been granted for holding the meeting by more than six months and the extension so granted.

Annual Report of the Board of Directors

Article 109 - The Board shall make out and attach to every balance sheet a report with respect to the state of the Company's affairs, the amount, if any, which they recommended should be paid by way of dividend and the amount, if any, which they propose to carry to the Reserve Fund, General Reserve or Reserve Account shown specifically in a subsequent balance sheet. The report shall be signed by the Chairman of the Board of Directors on behalf of the Directors authorised in that behalf by the Board, and when he is not so authorised, shall be signed by such number of Directors as are required to sign the balance sheet and the profit and loss account by virtue of sub-section (6) of Section 134 of the Act.

Content of Profit and Loss Account

Article 110 - Forms of Balance Sheet and Profit and Loss Account shall be in accordance with the provisions of Section 129 of the Act. The profit and loss account shall in addition to the matters referred to in Section 129 of the Act show, arranged under the most convenient head, the amount of

gross income distinguishing the several sources from which it has been derived and the amount of gross expenditure distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account so that just balance of profit and loss may be laid before the meeting, and in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, with addition of the reason why only a portion of such expenditure is charged against the income of the year.

Balance sheet and profit and loss account to be sent to members

Article 111 - The Company shall send a copy of such Balance Sheet and Profit and Loss Account together with a copy of the Auditor's Report to the registered address of every member of the Company in the manner in which notices are to be given hereunder at least twenty-one days before the meeting at which it is to be laid before the members of the Company during a period of at least twenty-one days before that meeting.

AUDIT

Accounts to be audited annually

Article 112 - Once at least in every financial year the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheet shall be certified by one or more auditors as provided in the Act.

Appointment of Auditors

Article 113 - The auditors of the Company shall be appointed or reappointed by the Central Government on the advice of the Comptroller and Auditor General of India and their remuneration, rights and duties shall be regulated by Sections 139 to 147 of the Act.

Powers of the Comptroller and Auditors General

Article 114 - The Comptroller and Auditor General of India shall have the powers :-

- (a) To direct the manner in which the Company's accounts shall be audited by the auditors appointed in pursuance of Article 113 hereof and to give such auditors instruction in regard to any matter relating to the performance of their functions as such.
- (b) To conduct a supplementary or test audit of the Company's accounts by such person or person as he may authorize in this behalf, and for the purposes of such audit, to have access at all reasonable times, to all accounts, account books, vouchers, documents and other papers of the Company and to require information or additional information to be furnished to any person or persons so authorised on such matters by such person or persons and in such form as the Comptroller and Auditor General may, by general or special order, direct.

Comments upon or supplement to audit report by the Comptroller & Auditor General to be placed before the annual meeting

Article 115 - The auditors aforesaid shall submit a copy of his/her audit report to the Comptroller and Auditor General of India who shall have the right to comment upon or supplement to the audit report in such manner as he may think fit. Any such comments upon or supplement to the audit report shall be placed before the Annual General Meeting of the Company at the same time and in the same manner as the audit report.

Auditor's right to attend meeting

Article 116 - The auditors of the Company shall be entitled to receive notice of and to attend any general meeting of the Company at which any account which have been examined or reported on by them are to be laid

down before the Company and may make any statement or explanation they desire with respect to the accounts and supplementary report and comments, if any, of the Comptroller and Auditor General of India.

When accounts to be deemed finally settled

Article 117 - Every account of the Company when audited and approved by a General Meeting shall be conclusive except as regards any error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within the period, the account shall forthwith be corrected and henceforth shall be conclusive.

NOTICE

How notices to be served on members

Article 118 - A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address; if he has no registered address to the address if any, supplied by him to the Company, or through electronic means (e-mail), for the giving of notice to him.

In case of holder having no registered place of address

Article 119 - A holder of registered shares who has no registered place of address, may, from time to time, notify in writing to the Company his address which shall be deemed his registered place of address within the meaning of the last preceding Article.

When notice may be given by advertisement

Article 120 - If a member has no registered address and has not supplied to the Company an address for giving of notices to him, a notice addressed to him and advertised in newspaper circulating in the neighborhood of the registered office of the Company, shall be deemed to be duly given to him on the day on which the advertisement appears.

How notice to be given to a deceased or bankrupt member

Article 121 - A notice may be given by the Company to the person entitled to share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to him by name, or by the title or representative of the deceased, or assigned of the insolvent or by any like description, at the address (if any) supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by giving notice in any manner in which the same might have been given if the death or insolvency had not occurred.

To whom notice of general meeting to be given

Article 122 - Notice of every general meeting shall be given in the same manner here-in-before authorised to every member of the Company except those members who having no registered address have not supplied to the Company an address for giving of notice to them, and also to every person entitled to a share in consequence of the death or insolvency, would be entitled to receive notice of the meeting, provided the Company has been given due notice in accordance with the provisions of the Act..

Transferees bound by prior notice

Article 123 - Every person who by operation of the law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share which previously to his name and address and title to the share being notified to and registered by the Company, shall be duly given to the person from whom he derives his title to such share.

How notice to be signed

Article 124 - The signature to any notice to be given by the company may be written or printed.

How time to be counted

Article 125 - Where a given number of days' notice or notices extending over any other period is required to be given, the day of service shall unless it is otherwise provided to be counted in such number or other period.

STATUTORY REGISTERS

Statutory registers

Article 126 – The Company shall keep and maintain at its registered office or at such other place in India as the members of the Company may decide at the General Meeting, all applicable statutory registers namely, register of charges, register of members (including Foreign Register of members/debenture holders as the case may be) register of debenture holders, register of any other security holders, the register and index of beneficial owners and annual return, register of loans, guarantees, security and acquisitions, register of investments not held in its own name and register of contracts and arrangements for such duration as the Board may, unless otherwise prescribed, decide, and in such manner and containing such particulars as prescribed by the Act, and the rules or any other Applicable Laws. The registers and copies of annual return shall be open for inspection during 11.00 a.m. to 1.00 p.m. on all working days, other than Saturdays, at the registered office of the Company by the persons entitled thereto on payment, where required, of such fees as may be fixed by the Board but not exceeding the limits prescribed by the rules.

WINDING UP

Distribution of asset on winding up

Article 127 - Subject to the applicable provisions of Chapter XX of the Act and the rules made there under, if the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as nearly as may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively. And if in a winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up, the excess shall be distributed amongst the members in proportion to the capital paid-up, or which ought to have been paid up on the shares held by them respectively. But this article is to be without prejudice to the rights of the holders of share issued upon special terms and conditions.

SECRECY

Secrecy

Article 128 - Every Director, Secretary, Trustee, for the Company, its members, or debenture-holders member of a Committee, officer, servant, agent, accountant, or other person employed in or about the business of the Company shall, if so required by the Board before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all bonafide transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or by any general meeting or by a court of law and except so far as may be necessary in order to comply with any of the provisions contained in these Articles.

Restriction on entry upon

Articles 129 - No shareholder or other person (not being a Director) shall

property

be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board or to require discovery of or any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of trade secret, mystery of trade, or secret process or of any matter whatsoever which may be late to the conduct of business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to communicate.

The President shall, however, be exempt from the provision of this Article notwithstanding anything mentioned hereinbefore.

INDEMNITY AND RESPONSIBILITY

Director's and other's
rights to indemnity

Article 130 - Subject to the provisions of the Act, every Director, Manager, Auditor, Secretary or other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses (including travelling expenses) which such Director, Manager, Auditor, Secretary or the officer or employee or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any other way in the discharge of his duties and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company have priority as between the members over all other claims.

Subject to aforesaid every Director, Manager or officer of the Company shall be indemnified against any liability incurred by him or them in defending any proceedings whether civil or criminal in which judgement is given in his or their favour or in which he is or they are acquitted or in connection with any application under Section 463 of the Act in which relief is given to him or them by the Court.

Individual responsibility of
Directors

Article 131 - No Director or other officer of the Company shall be liable for the acts, receipts, neglect or defaults of any other Director or officer of the Company or for joining in any receipt or other act of conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency to title to any property acquire by the order of the Board of Directors for and behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any persons with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own negligence, default, misfeasance, breach of duty or breach of trust.

REQUIREMENT OF COMPLIANCE WITH THE PROVISIONS OF THE SEBI LISTING REGULATIONS AND THE RULES AND REGULATIONS MADE BY SEBI

Requirement of
compliance with the
provisions of the SEBI
Listing Regulations and

Article 132 -

The Company shall from time to time comply with all the provisions as stipulated under the SEBI Listing Regulations and the rules and the regulations made by Securities and Exchange Board of India. Any

the rules and regulations
made by SEBI

provision of these Articles which is contrary to the provisions of the SEBI Listing Regulations or the Rules and Regulations made by SEBI or the provision of the Act, the said provision shall be deemed to be amended to the extent necessary to make it compliant with the said Listing Agreement or the rules and regulations of the SEBI or the Act. In case of any inconsistency between the provisions of these Articles, Act, SEBI Listing Regulations and other Applicable Laws, the provision/ compliance which is/are more onerous shall be applicable in such case, and these Articles shall be deemed amended to such extent.

Sl. No.	Name, Address, Description & Occupation of each subscribers	Signature of Subscribers	Signature of witness with address, description and occupation
1.	Mr. Ashok Kumar S/o Mr. Shri Krishna Chairman, Railway Board Age-59 Yrs. R/o RB No. 7, Moti Bagh-I, New Delhi	Sd/-	<p>I witness the signatures of all the subscribers who have signed in my presence.</p> <p>Sd/- (C.S. VERMA) S/o Late Sh. V.K. Verma Group General Manager & Company Secretary Indian Rly. Finance Corp. Limited. Bhikaji Cama Palace, New Delhi-66</p>
2.	Mr. N.K. Chidambaram S/o Late Sh. N.V. Krishnaier Member (Electrical) Railway Board Age-58 Yrs. R/o 211, Rail Niwas, State Entry Road, Delhi	Sd/-	
3.	Mr. R.N. Kumar S/o Mr. M. Kumar Additional Member (Telecom) Age- 58 R/o Rail Vihar, Indra Puram, Ghaziabad.	Sd/-	
4.	Mr. A.K. Chopra S/o Mr. K.R. Chopra Age-57 Yrs. R/o G-7, Badhwar Park, Colaba, Mumbai	Sd/-	
5.	Mr. A.K. Misra S/o Mr. B.N. Misra Age-48 Yrs. R/o 304/2A, Chelmsford Road, Rly. Officer Flat, New Delhi	Sd/-	
6.	Mr. Rajendra Kashyap S/o Mr. S.D. Kashyap Age-46 Yrs. R/o 3C-Rail Board Flats, Sarojini Nagar, New Delhi	Sd/-	
7.	Mr. Akhil Agarwal S/o Late Sh. K.P. Agarwal Age-42 Yrs. R/o 301/3A, Chelmsford Road, Rly. Officer Flat, New Delhi. ED/Tele. Dev) Rly. Bd.	Sd/-	

Dated : 21-09-2000
Place : NEW DELHI