

**Articles of Association  
of  
ADC India Communications Limited**

(Incorporated under the Companies Act, 1956, Company Limited by Shares)

**PRELIMINARY**

1. Save as provided herein, the Regulations contained in Table "F" in Schedule I to the Act, shall apply to the Company in the same manner as if all such Regulations of Table "F" are specifically contained in these Articles.

**INTERPRETATION**

2. In the interpretation of these Articles, the following words and expressions shall have the following meanings, unless repugnant to the subject or context.

"The Company" or "This Company" means ADC INDIA COMMUNICATIONS LIMITED.

"The Act" or "The Said Act" means the Companies Act, 2013 and any statutory modification thereof for the time being in force.

"The Articles" means these Articles of Association as adopted or as from time to time altered by Special Resolution.

"Auditors" mean those Auditors appointed under the said Act.

"Beneficial Owner" means and include beneficial owner as defined in clause (a) sub-Section (1) of Section 2 of the Depositories Act, 1996 or such other Act as may be applicable.

"Board" means the Directors of the Company collectively and shall include a Committee thereof.

"Capital" means the capital for the time being raised or authorized to be raised, for the purposes of the Company.

"Depositories Act" means the Depositories Act, 1996 and shall include any statutory modification(s) or reenactment thereof for the time being in force.

"Depository" shall mean a Depository as defined under clause (e) of sub-section (1) of Section 2 of the `Depositories Act, 1996.

"Directors" means the Directors appointed to the Board of the Company.

"Dividend" shall include Interim Dividend.

"In writing" or "Written" includes include printing, lithography and other modes of representing or reproducing words in a visible form.

"Tyco Electronics AMP GmbH" (formerly Known as ADC GmbH) means Tyco Electronics AMP GmbH a German Company having its place of registration at Amperestrasse, 12-14, Bensheim 64625, Germany or

- i) any body corporate with which Tyco Electronics AMP GmbH may amalgamate or merge; or

- ii) any parent or subsidiary company of Tyco Electronics AMP GmbH or of the body corporate referred to in (i) above; or
- iii) any of its affiliates.

"Managing Director" means a Director who, by virtue of an agreement with the Company or of a resolution passed by the Company in General Meeting or by its Board of Directors or by virtue of the Articles of Association, is entrusted with substantial powers of management which would not otherwise be exercisable by him, and includes a Director occupying the position of a Managing Director, by whatever name called.

"Members" means the duly registered holders, from time to time, of the shares of the Company and includes the beneficial owner in the records of the Depository.

"Annual General Meeting" means a General Meeting of the shareholders or members held in accordance with the provisions of Section 96 of the Act.

"Extraordinary General Meeting" means an Extraordinary General Meeting of the Shareholders/Members duly called and constituted.

"Month" means an English calendar month.

"Office" means the Registered Office for the time being of the Company.

"Rules" means any rule made pursuant to section 469 of the act or such other provision pursuant to which the Central Government is empowered to make rules and shall include such rules as may be announced from time to time.

"Persons" where the context requires, includes bodies corporate and companies as well as individuals.

"The Promoter Shareholder" means Tyco Electronics AMP GmbH (formerly ADC GmbH).

"Proxy" means an instrument whereby any person is authorized to vote for a Shareholder/Member at a General Meeting or Poll.

"Register or Register of Members" means the register of members maintained pursuant to the Act and includes the register of beneficial owners maintained by a depository.

"Registrar" means the Registrar of Companies of the State in which the Registered Office of the Company is for the time being situated.

"Company's Regulations" or "these presents" means and includes the Memorandum and this Articles of Association.

"Seal" means the Common Seal for the time being of the Company.

"Secretary" means a Key Managerial Person appointed by the Directors to perform any of the duties of a Company Secretary.

"Shares" means the shares into which the Capital is divided and the interest corresponding with such shares.

"Ordinary and Special Resolution" have the meanings assigned to these terms by the provisions of the Act.

Words imparting the singular number include, where the context admits or requires, the plural number and vice versa.

Words imparting the masculine gender also include the feminine gender

Subject as aforesaid, any words or expressions defined in the Said Act shall, except where repugnant to the subject or context, bear the same meaning in these Articles.

The marginal notes and the headings given in these Articles shall not affect the construction of these Articles.

3. The Regulations for the management of the Company and for the observance of the members thereof and their representatives shall be such, as contained in these Articles.

### **SHARE CAPITAL**

4. The Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time be provided in Clause V of the Memorandum of Association of the Company with power to Board of Directors to reclassify, subdivide, consolidate and increase and with power from time to time, to issue any shares of the original capital or any new capital with and subject to any preferential, qualified or special rights, privileges or conditions may be though fit and upon the sub-division of shares to apportion the right to participate in profits, in any manner as between the shares resulting from sub-division.
5. Subject to the provisions of these Articles, the shares in the Capital of the Company shall be under the control of the Board of Directors, who may issue, allot or dispose of the same to such persons on such terms and conditions and at such times, and either at par or at a premium as the Board may think fit, provided that where at any time, subsequent to the first allotment of shares, it is proposed to increase the subscribed capital of the Company by the issue of new shares, then, subject to any directions to the contrary which may only validly be given by the Company in General Meeting, the Board shall issue such shares in the manner set out in Section 62 of the Act, provided further that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.
6. If the Company shall offer any of its shares to the public for subscription, the amount payable on application on each share shall not be less than 5 per cent of the nominal amount of the share or such other percentage or amount as may be specified by the Company.
7. As regards all allotments made from time to time, the Directors shall duly comply with the applicable provisions of the Act.
8. The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures or debenture-stock of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares, debentures, or debenture-stock of the Company. The amount or the rate of commission shall not exceed five per cent of the price at which the shares are issued and in case of debenture or debenture stock shall not exceed two and a half per cent of the price at which debenture or debenture stock are issued or as may be prescribed under the Rules in each case subscribed or to be subscribed. The commission may be paid or satisfied in cash or in shares, debentures or debenture-stock of the Company or in any combination thereof.

The Company shall not pay any commission to any underwriter on securities which are not offered to public for subscription.

9. The Company may, subject to Applicable Law, also on issue of shares, pay brokerage as it may consider reasonable.
10. Where any calls for further share capital are made on shares, such calls shall be made on a uniform basis on all shares falling under the same class in accordance with the provisions of the Act.
11. If by the conditions of allotment of any shares, the whole or part of the amount or issue price thereof be payable by instalments, every such instalments shall, when due, be paid to the Company by the person who for time being shall be the registered holder of the shares.
12. Except as provided by the Act, the Company shall not, except by reduction of capital under the provisions of section 66 or section 242 of the Said Act, buy its own shares nor give, whether directly or indirectly, and whether by means of a loan, guarantee, provision of security or otherwise any financial assistance for the purpose of or in connection with a purchase or subscription made or to be made by any person of or for any shares in the Company.

Provided that nothing in this Article shall be taken to prohibit:

- i) The provision of any money in accordance with any scheme approved by Company through special resolution and in accordance with the requirements specified in the relevant Rules, for the purchase of, or subscription for, fully paid up shares of the Company, if the purchase of, or subscription for the shares held by trustees for the benefit of the employees or such shares held by the employee of the Company.
  - ii) The giving of loans by the Company to persons in the employment of the Company other than its Directors or Key Managerial Personnel, for an amount not exceeding their salary or wages for a period of six months with a view to enabling them to purchase or subscribe for fully paid shares in the Company to be held by them by way of beneficial ownership.
  - iii) Nothing in this clause shall affect the right of the Company to redeem any shares issued under Section 55.
13. Notwithstanding what is stated in Articles 12 above, the Company shall be entitled to purchase its own shares or other securities, subject to such limits, upon such terms and conditions and subject to such approvals as required under section 68 of the Act and other Applicable Law and Regulations and any amendments, modifications, re-promulgations or re-enactments thereof.
  14. The Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not, except as ordered by a Court of a competent jurisdiction or as by law required, be bound to recognize any trust, benami or equitable or other claim to or interest in such share on the part of any other person or any interest in any fractional part of any other person or any interest in any fractional part of a share whether or not it shall have express or other notice thereof. No notice of any trust, express, implied or constructive shall be entered on the register of members or of debenture-holders or be receivable by the Registrar.
  15. Shares may at the discretion of the Directors be registered in the name of any limited company or other corporate body or in any other collective name.

## **SHARES**

- 16.** The Company shall cause to be kept a Register and Index of Members in accordance with section 88 of the Act.
- 17.** The shares in the Capital shall be numbered progressively according to their several denominations, and except in the manner herein mentioned no shares shall be subdivided.
- 18.** The Board of Directors shall observe the restrictions as to allotment of shares to the Public contained in Section 39 and 40 of the Act so far as those restrictions are binding on the Company and shall cause to be made the returns as to allotment provided for in section 39 of the Act.
- 19.** Any application signed by an applicant for shares in the Company, followed by an allotment of any share therein, shall be an acceptance of shares within the meaning of these Articles: and every person who thus or otherwise accepts any shares and whose name is on the Register shall, for the purpose of these Articles, be a member.
- 20.** The money (if any) which the Board of Directors shall, on the allotment of any shares being made by them require or direct to be paid by way of deposit call or otherwise, in respect of any shares allotted by them, shall immediately on the inscription of the name of the allottee in the Register of Members as the name of the holder of such shares, become a debt due to and recoverable by the Company from the allottee thereof, and shall be payable by such allottee accordingly.
- 21.** Every Member or his heirs, executors or administrators, shall pay to the Company the proportion of the capital represented by his share which may, for the time being remain unpaid thereon, in such amounts, at such time or times and in such manner, as the Board of Directors shall from time to time, in accordance with the Company's regulations require or fix for the payment thereof.
- 22.** Notwithstanding anything contained in the Articles:
  - i) the Company shall be entitled to dematerialize its shares, debentures and other securities and to offer its shares, debentures and other securities in a dematerialized form pursuant to the Depositories Act, 1996.
  - ii) (a) Every person subscribing to securities offered by the Company shall have the option either to receive the security certificates or to hold the securities with a depository. If a person opts to hold a security with a depository, the Company shall intimate such depository the details of allotment of the security. On receipt of such information, the depository shall enter in its records the name of the allottee as the beneficial owner of the security.  
  
(b) Every person who is the beneficial owner of the securities can at any time opt out of a depository in the manner provided by the Depositories Act. The Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities
  - iii) In the case of transfer of shares or other marketable securities where the Company has not issued any certificates and where such shares or other marketable securities are being held in an electronic and fungible form, the

provisions of the Depositories Act, 1996 shall apply. Further, the provisions relating to progressive numbering shall not apply to the shares of the Company which have been dematerialised.

- iv) (a) Notwithstanding anything to the contrary contained in the Act or the Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.  
(b) Save as otherwise provided in (a) above, the Depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.  
(c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.
- v) Notwithstanding anything in the Act or the Articles, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the company by means of electronic mode or by delivery of floppies or discs.
- vi) Nothing contained in Section 56 of the Act shall apply to a transfer of securities affected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository.
- vii) Notwithstanding anything contained in the Act or the Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.
- viii) The Register and Index of beneficial owners maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members and Security holders for the purposes of the Articles.

### **CERTIFICATES**

- 23. The certificates of title to shares and duplicates thereof when necessary shall be issued under the Seal of the Company which shall be affixed in the presence of two Directors and the Secretary or some other person appointed by the Board for the purpose and signed by them.
- 24. Every person whose name is entered as a member in the Register of Members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or subdivision/consolidation within such other period as the conditions of issue shall be provided,—
  - a. one certificate for all his shares without payment of any charges; or
  - b. several certificates, each for one or more of his shares, upon payment of fees as may be prescribed in the Act and the Rules thereto for each certificate after the first or as may be fixed by the Board.

- c. in respect of a Share(s) held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate of shares to one of several joint holders shall be a sufficient delivery to all such holders.
25. The Share certificates shall be numbered progressively according to their several denominations, specify the Shares to which it relates and bear the seal of the Company, and except in the manner hereinbefore mentioned, no Share shall be subdivided. Every forfeited or surrendered Share certificate shall continue to bear the number by which the same was originally distinguished.

Provided however that the provision relating to progressive or distinctive numbering of Shares shall not apply to the Shares of the Company which are dematerialized or may be dematerialized in future or issued in future in dematerialized form.

26. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board, not exceeding Rs.50 for each certificate or such other amount as may be prescribed by the Applicable Laws.

Every certificate shall specify the name or names of the person or persons in whose favour the certificate is issued, the shares to which it relates and the amount paid up therein. When issued with the same serial number a share certificate which has been defaced, lost or destroyed, it shall state on the face of it and against the stamp or counterfoil that it is a duplicate issued for the one so defaced, lost or destroyed.

27. When any shares under the powers in that behalf in these Articles herein contained are sold by the Directors and the certificate thereof has not been delivered to the Company by the former holder of the said shares, the Directors may issue a new certificate for such shares distinguishing it in such manner as they think fit from the certificate not so delivered up.

### **JOINT-HOLDERS OF SHARES**

28. When two or more persons are registered as the holders of any share, they shall be deemed to hold the same as joint-tenants with benefit of survivorship subject to the provisions following and to the other provisions of these Articles relating to joint-holders:-
- (a) The Company shall not be bound to register more than four persons as the Joint-holders of any share.
  - (b) The joint-holders of a share shall be liable severally as well as jointly in respect of all payments which ought to be made in respect of such share.
  - (c) On the death of any one of such joint-holders the survivor or survivors shall be the only person or persons recognized by the Company as having any title to or interest in such share but the Directors may require such evidence of death as they may deem fit.
  - (d) Only the person whose name stands first in the Register as one of the joint-holders of any share shall be entitled to delivery of the certificate relating to such share.

## **CALLS**

29. The Directors may, from time to time, subject to the provisions of Section 49 of the Act and the terms on which any shares may have been issued, make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively and not by the conditions of allotment thereof made payable at fixed times and each member shall pay the amount of every call so made on him to the persons and at the times and places appointed by the Directors. A call may be made payable by instalments. A call may be revoked or postponed at the discretion of the Directors.
30. A Call shall be deemed to have been made at the time when the resolution of the Directors authorizing such call was passed.
31. Not less than fourteen days' notice of any call shall be given specifying the time and place of payment and to whom such call shall be paid provided that the Directors may by notice in writing to the members revoke the call or extend the time for payment thereof.
32. If by the terms of issue of any share or otherwise any amount is made payable at any fixed time or by installments at fixed times, whether on account of the amount of the share or by way of premium, every such amount or installment shall be payable as if it were a call duly made by the Directors and of which due notice had been given and all the provisions herein contained in respect of calls shall relate to such amount or installment accordingly.
33. If the sum payable in respect of any call or such other amount or instalments be not paid on or before the day appointed for the payment thereof or any extension thereof, the holder for the time being of the share in respect of which the call shall have been made or such amount or instalment shall be due, shall pay interest for the same at such rate not exceeding twelve per cent per annum or at such other rate as the Directors may determine from the day appointed for the payment thereof to the time of the actual payment. Nothing in this Article shall however, be deemed to make it compulsory on the Board to demand or recover any such interest, and the payment of such interest, wholly or in part, may be waived by the Board if they think fit to do so.
34. In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
35. On the trial or hearing of any action or suit brought by the Company against any member or his representatives to recover any debt or money claimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name of the defendant is, or was, when the claim arises, on the Register of Members of the Company as a holder or one of the holders of the number of shares in respect of which such claim is made.
36. The Directors may if they think fit, receive from any member willing to advance the same, all or any part of the money due upon the shares held by him beyond the sums for which calls shall have been made and upon the money so paid in advance or so much thereof as, from time to time, exceeds the amount of the calls then made upon the shares in respect of which such advance has been made, the Company may pay interest at such rate as the member paying such sum in advance and the Directors agree upon but not more than six per cent per annum unless the Company in General



Meeting shall otherwise direct. No voting rights in respect of the monies so paid in advance shall be exercisable until the monies shall have become payable. Money so paid in excess of the amount of calls shall not rank for dividend or participate in profits of the company and until appropriated towards satisfaction of any call, shall be treated as a loan to the Company and not as a part of its Capital and shall be repayable to the members at any time without notice if the Directors so decide.

### **FORFEITURE AND LIEN**

37. If any member fails to pay any call or instalment of a call on or before the day appointed for the payment of the same, the Directors may at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on such member requiring him to pay the same, together with any interest that may have accrued.
38. The notice shall fix a date (not being earlier than the expiry of fourteen days from the date of the notice) and a place or places on and at which such call or instalment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment at or before the time and at the place or places appointed, the shares in respect of which such call was made or installment is payable and to which the notice relates will be liable to be forfeited.
39. If the requisites of any such notice as aforesaid be not complied with, any shares in respect of which such notice has been given may, at any time thereafter before payment of all calls or instalments, interest and expenses due in respect thereof, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. Neither the receipt by the Company of a portion of any money which shall from time to time be due from any member to the Company in respect of his shares, neither by way of principal or interest, nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein provided.
40. When any share shall have been so forfeited, notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof shall forthwith be made in the Register but no forfeiture, shall be in any manner invalidated by any omission or neglect to give such notice or to make such entry aforesaid.
41. Any share so forfeited shall be deemed to be the property of the Company and the Directors may sell, re-allot or otherwise dispose of the same in such manner as they think fit.
42. The Directors may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as they think fit.
43. (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 calls, instalment, interest and expenses owing upon or in respect of such shares at the date of forfeiture with interest thereon from the date of forfeiture until payment at such rate not exceeding twelve per cent per annum as the Board may determine.

- (2) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
  - (3) The Company may receive the consideration, if any, given for the share on any sale, re-allotment or other disposition thereof and execute a transfer of the share in favor of the person to whom the share is sold, re-allotted or disposed of.
  - (4) The transferee shall thereupon be registered as the holder of the share.
  - (5) The transferee shall not be bound to see application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
  - (6) The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the term of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
44. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of the share and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.
  45. A declaration in writing that the declarant is a Director of the Company, and that certain shares in the Company have been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming, to be entitled to the shares and such declaration and the receipt of the Company of the consideration, if any, given for the shares on the sale or disposition thereof shall constitute a good title to such share.
  46. The Company shall have a first and paramount lien upon all the shares (other than fully paid up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any share shall be created except upon the footing and condition that Article 14 hereof is to have full effect and such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the company's lien if any, on such shares. The Directors may at any time declare any shares to be wholly or in part to be exempt from the provisions of this Article.
  47. For the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as they think fit, but no sale shall be made unless a sum in respect of which the lien exists is presently payable and until notice in writing of the intention to sell shall have been served on such member, his executors or administrators or his committee, curator bonis or other legal representative as the case may be and default shall have been made by him or them in the payment, fulfillment or discharge of such debts, liabilities or engagements for fourteen days after such notice. To give effect to such sale the Directors may authorize some person to transfer the shares sold to the purchaser thereof.
  48. A certificate in writing under the hand of any Director that the last mentioned power of sale has arisen and is exercisable by the Company shall be conclusive evidence of the facts therein stated.

49. The net proceeds of any such sale after payment of the costs of such sale, shall be applied in or towards the satisfaction of the debts, liabilities or engagements of such member, and the residue (if any), paid to such member or any of his executors, administrators, curator bonis or other legal representatives as the case may be.
50. Upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers by these presents given, the Directors may cause the purchaser's name to be entered in the Register in respect of the shares sold and the purchaser shall not be bound to see to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the Register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

### **TRANSFER AND TRANSMISSION OF SHARES**

51. The Company shall not register a transfer of shares in, or debentures of, the Company, unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and by or on behalf of the transferee and specifying the name, address and occupation if any, of the transferee, has been delivered to the Company along with the certificate relating to the shares or debentures or if no such certificate is in existence, along with the letter of allotment of the shares or debentures: provided that where, on an application in writing made to the company by the transferee and bearing the stamp required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnify as the Board may think fit. The transferor shall be deemed to remain holder of such share until the name of the transferee is entered in the Register in respect thereof.
52. An application for the Registration of the transfer of shares may be made either by the transferor or the transferee provided that, where such application is made by the transferor, no registration shall in the case of partly paid shares be effected unless the Company gives notice of the application to the transferee in the manner prescribed by the Act and the Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name of the transferee in the same manner and subject to the same conditions as if the application for registration was made by the transferee.
53. Before registering any transfer tendered for registration, the Directors may, if they so think fit, give notice by letter posted in the ordinary course to the registered holder that such transfer deed has been lodged and that, unless objection is taken the transfer will be registered and if such registered holder fails to lodge an objection in writing at the office of the Company within seven days from the posting of such notice to him, he shall be deemed to have admitted the validity of the said transfer. Where no notice is received by the registered holder, the Directors shall be deemed to have decided not to give notice and in any event the non-receipt by the registered holder of any notice shall not entitle him to make any claim of any kind against the Company in respect of such non-receipt.

54. The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares, made or purporting to be made by an apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard, to attend or give effect to any notice which may be given to it of equitable right, title or interest or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company; but the Company shall nevertheless, be at liberty to regard and attend to any such notice and give effect thereto if the Directors shall so think fit.
55. The instrument of transfer shall be in writing and shall be in the form prescribed in section 56 of the Act.
56. The Directors may decline to register any transfer of shares upon which the Company has a lien and in the case of shares not fully paid up may refuse to register a transfer to a transferee of whom they do not approve provided that registration of a transfer of shares shall not be refused on the ground 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.
57. In particular and without prejudice to the generality of the above powers, the Board may, subject to the provisions of section 58 of the Act, also decline to register in exceptional circumstances when it is felt that the transferee is not a desirable person from the larger point of view of the interest of the Company as a whole, subject to any other applicable law.
58. No transfer shall be made to a minor or person of unsound mind.
59. Every instrument of transfer shall be left at the Office for registration, accompanied by the certificate of the shares to be transferred and such other evidence as the Directors may require to prove the title of transferor or his right to transfer the shares or the right of the transferee to have the shares transferred. The Directors may waive the production of any certificate upon evidence satisfactory to them of its loss or destruction.
60. All instruments of transfer which shall be registered shall be retained by the Company but any instrument of transfer which the Directors may decline to register shall be returned to the person depositing the same.
61. If the Directors refuse to register the transfer of any shares, they shall, within thirty days from the date on which the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of the refusal giving reasons for such refusal.
62. No fee shall be charged for registration of transfers or issue of new share certificates in replacement of those which are old, decrepit, worn out or where the pages on the reverse of the share certificates for recording transfers have been fully utilized. No fee shall also be charged for transmission of share or for registration of any Power of Attorney, Probate, Letter of Administration or other similar instruments.

63. On giving seven days' notice by advertisement as required by section 91 of the Act in a newspaper the transfer books and Register of Members may be closed during such time or times as the Directors think fit, not exceeding on the whole forty-five days in each year but not exceeding thirty days at a time.
64. The executors or administrators or the holder of a succession certificate in respect of shares of a deceased member (not being one of several joint-holders) shall be the only person whom the Company will recognize as having any title to the shares registered in the name of such member and in case of the death of any one or more of the joint-holder of any registered shares, the survivors and in case of death of all joint-holders, the nominee shall be the only persons recognized by the Company as having any title to or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.
65. Before recognizing any executor or administrator or legal heir, the Directors may require him to obtain a Grant of Probate or Letter of Administration or succession certificate or other legal representation, as the case may be, from some competent Court, provided nevertheless that in any case where the Board in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of Probate or Letters of Administration or a succession certificate or such other legal representation upon such terms as to indemnify or otherwise as the Directors may consider desirable; provided also that the holder of the succession certificate shall not be entitled to receive any dividends already declared but not paid to the deceased member unless the succession certificate declares that the holder thereof is entitled to receive such dividends; provided also that if the member was a member of joint-hindu family, the Directors on being satisfied to that effect and on being satisfied that the shares standing in his name in fact belonged to the joint family, may recognize the survivors thereof as having title to the shares registered in the name of such member but this proviso shall in no way be deemed to modify or nullify the provisions contained in Article 13 hereof.
66. Any person becoming entitled to or to transfer of shares in consequence of the death or insolvency of any member, upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Directors think sufficient, may with the consent of the Directors (which they shall not be under any obligation to give) be registered as a member in respect of such shares, or may, subject to the regulations as to transfer herein before contained, transfer such shares. This Article is hereinafter referred to as "The Transmission Article". Subject to any other provisions of these Articles, if the person so becoming entitled to shares under this or the last preceding Articles shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to transfer the shares to some other person, he shall execute an instrument of transfer in accordance with the provisions of these Articles relating to transfer of shares. All the limitations, restrictions and provisions of these Articles relating to the right of transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid.
67. Subject to the provisions of the Act and these Articles, if the Directors in their sole discretion are satisfied in regard thereto, a person becoming entitled to a registered share in consequence of the death or insolvency of a member may receive and give discharge for any dividend or other monies payable in respect of the share.
68. A nominee on becoming entitled to shares by reason of the death of the holder or joint holders shall be entitled to the same Dividend and other advantages to which he would be entitled if he were the registered holder of the Share or Debenture, except that he shall not before being registered as holder of such shares or Debentures, be entitled in

respect of them to exercise any right conferred on a member or Debenture holder in relation to meetings of the Company.

Provide that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the shares or Debentures, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonus, interest or other moneys payable or rights accrued or accruing in respect of the relevant shares or Debentures, until the requirements of the notice have been complied with.

69. Nothing contained in the foregoing Articles shall apply to transfer of security affected by the transferor and the transferee both of whom are entered as Beneficial Owners in the records of a Depository.
70. Notwithstanding anything contained in these Articles, a Depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of Securities on behalf of a Beneficial Owner.
71. Nothing in these Articles shall prejudice any power of the Company to register as shareholder any person to whom the right to any share has been transmitted by operation of Law.

### **STOCKS**

72. The Company in General Meeting may by Ordinary Resolution convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination. The Company shall as required by section 61 of the Act give due notice to the Registrar of Companies of any such conversion or reconversion.
73. The holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit; but the Board may from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
74. The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege and advantage.
75. Such of the regulations of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "share-holder" in those regulations shall include "stock" and "stock-holder" respectively..

### **ALTERATION OF CAPITAL**

76. The Company in General Meeting may, from time to time, by Ordinary Resolution alter the conditions of its Memorandum of Association to increase the share capital by such amounts, to be divided into shares of such amounts as may be specified in the resolution.
77. Any increase in the capital of the Company shall require the approval of the Promoter Shareholder who shall have a pre-emptive right to allotment in any new issue of shares

of the Company to maintain their percentage of shareholding at any time of issue of such new shares.

78. In the event Tyco Electronics AMP GmbH is unable, for any reason not attributable to it, to acquire such additional shares, then it shall have the right to renounce its right to acquire the said shares in favour of person(s) nominated by it.

79. The Company may, in General Meeting by Ordinary Resolution alter the conditions of its Memorandum to:
- i) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - ii) Sub-divide its existing shares or any of them into shares of smaller amount that is fixed by the Memorandum of Association;
  - iii) Cancel any shares which, at the date of passing of the resolution, have not been taken or agreed to be taken by any person.
80. Subject to the provisions of any special rights or privileges for the time being attached to any issued shares, the new shares shall be issued upon such terms and conditions and with such rights and privileges attached thereto, as the Company in General Meeting or the Board of Directors (as the case may be) resolving upon the creation thereof shall direct and in particular such shares may be issued with a preferential or qualified right to dividends, or otherwise, or with a right to participate in some profits or assets of the Company, as permitted in terms of section 47 of the Act. 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.
81. Subject to the other provisions of these Articles and subject to any direction to the contrary that may be given by the meeting that resolves upon the increase of capital where the Directors decide to increase the capital of the Company by the issue of further shares, such shares shall be offered to the persons who at the date of the offer, are holders of the equity shares of the Company, in proportion as nearly as circumstances admit to the capital paid up on those shares at the date, and such offer shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen days from the date of the offer within which the offer, if not accepted, will be deemed to have been declined; and after the expiration of such time or on receipt of an earlier intimation from the members to whom such notice is given that he declines to accept the shares offered, the Directors may dispose of the same in such manner as they think most beneficial to the Company; and the offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice aforesaid shall contain a statement of this right but so that the person or persons in whose favour any such shares maybe renounced shall be such as the Directors may in their absolute discretion approve of and in case the Directors may not so approve of any such person the renunciation of any such shares in favour of such persons shall not take effect.
82. In addition to and without derogating from the powers for that purpose conferred on the Directors under these presents, the Company in General Meeting may determine that any shares (whether forming part of the original capital or of any increased capital of the Company) shall be offered in the first instance to existing members in such proportion to the amount of the capital held by them and on such terms and conditions and either at a premium or at par or (subject to compliance with the provisions of the Act), at a discount, as such General Meeting shall determine or make any other provisions as to the issue and allotment of the new shares and with full power to give to any person (whether a member or holder of debentures of the Company or not) the option to call for or be allotted shares of any class of the Company either at a premium or at par or (subject to compliance with the provisions of the Act), at a discount and such option being exercisable at such times and for such consideration as may be directed by such General Meeting.



83. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien and otherwise.
84. If, owing to any inequality in the number of new shares to be issued and the number of shares held by the members entitled to have the offer of such new shares, any difficulty shall arise in the apportionment of such new shares or any of them amongst the members, such difficulty shall, in the absence of any direction in the resolution creating the shares or by the Company in General Meeting, be determined by the Directors.
85. The Company may, by special resolution, reduce in any manner and subject to any such consents as may be required under any other law for the time being in force:
- a) its share capital
  - b) any capital redemption reserve fund, or
  - c) any share premium account.
86. Subject to the provisions of Section 55 of the Act and other Applicable Law, any preference shares may be issued from time to time, on such other terms as may be decided at the time of the issue. Further,
- i) Such preference shares shall always rank in priority with respect to payment of Dividend or repayment of Capital vis-à-vis equity shares;
  - ii) The Board may decide on the participation of preference shareholders in the surplus Dividend, type of preference shares issued whether cumulative or otherwise, conversion terms into equity if any;
  - iii) The Board may decide on any premium on the issue or redemption of preference shares.

#### **MODIFICATION OF RIGHTS**

87. Whenever the share capital by reason of the issue of preference shares or otherwise is divided into different classes of shares, all or any of the rights and privileges attached to each class may, subject to the provisions of Sections 48 of the Act, be modified, commuted, affected, abrogated, varied or dealt with by agreement between the company and any person purporting to contract on behalf of that class, provided such agreement is (A) consented to in writing by the holders of at least three-fourths of the issued shares of that class or (B) sanctioned by a resolution passed at a separate General Meeting of the holder of the shares of that class and all the provisions hereinafter contained as to general meetings shall, mutatis mutandis, apply to every such meeting. This article is not by implication to curtail the power of modification which the company would have if this article were omitted. The Company shall comply with the provisions of section 117 of the Act with regard to forwarding a copy of any such agreement or resolution to the Registrar of Companies.

#### **BORROWING POWERS**

88. Subject to the provisions of Sections 73 to 76, 179 and 180 of the Act, the Board of Directors may, from time to time at its discretion, by a resolution passed at a meeting of the Board accept deposits from members either in advance of calls or otherwise, and generally raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company not exceeding the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for any specific purpose). Provided, however, where the monies to be borrowed together with the monies already

borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aforesaid aggregate, the Board of Directors shall not borrow such monies without the consent of the Company in General Meeting.

89. The Directors may raise or secure the payment or repayment of such sum or sums, in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, debenture or debenture stock of the Company or any mortgage charge or other security upon all or any part of the undertaking or property of the Company (both present and future) including, subject to the provisions of the Act, its uncalled capital for the time being.
90. Debentures, debenture-stock, bonds or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
91. Any debentures, debenture-stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privilege as to redemption, surrender, drawings, allotment of shares, appointment of Directors and otherwise. Any debentures or debenture-stock issued by the Company shall be subject to the provisions of the Act or of any statutory modification thereof for the time being. Debentures with the right to conversion into shares or allotment of shares shall be issued in conformity with the provisions of section 62 of the Act and with such sanctions as may be applicable.
92. The Directors shall cause a proper Register to be kept in accordance with the provisions of section 85 of the Act and the Rules thereto of all mortgages and charges specifically affecting the property of the Company, shall duly comply with the requirements of the provisions of the Act and the Rules thereto, in regard to the registration of mortgages and charges therein specified and otherwise and shall also duly comply with the requirements of the provisions of the Act and the Rules thereto as to keeping a copy of every instrument creating any mortgage or charge by the Company at the office.
93. The Directors or any of them may guarantee the whole or any part of the loans or debts raised or incurred by or on behalf of the Company or any interest payable thereon and shall be entitled to receive such payment as consideration for the giving of any such guarantee as may be determined by the Directors with power to them to indemnify the guarantors from or against liability under their guarantees by means of a mortgage or charge on the undertaking of the Company or upon any of its property or assets or otherwise. If the Directors or any of them or any other persons shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage charge or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Directors or persons so becoming liable as aforesaid from any loss in respect of such liability.

## **RESERVES**

94. The Directors may before recommending any dividends carry to reserve out of the profits of the Company such sums as they think proper and may also carry to reserve premium received upon the issue of securities (other than shares) of the Company. The Directors shall also have power to carry to reserve any surplus realized on the sale of any fixed assets of the Company. All sums standing to reserve may be applied in whole or in part from time to time in the discretion of the Directors for meeting depreciation or contingencies or for capitalization and special distribution by way of bonuses or for equalizing dividends or for distribution by way of special dividend or bonuses or for repairing, improving, replacing or maintaining any of the property of the Company or for such other purposes as the directors may in their absolute discretion think

conducive to the objects of the Company or any of them and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (with power to deal with and vary such investments) or be kept on deposit at any bank as the Directors think fit and that without being kept separate from the other assets of the Company. The Directors may divide the reserve into such special funds or any parts of any special funds into which the reserve may have been divided as they deem fit.

95. The income arising from any reserve fund shall be treated as part of the gross profits of the Company.
96. The Directors may also without placing the same to reserve carry over any profits which they may think it not prudent to divide.

### **CAPITALISATION OF PROFITS**

97. The Company in General Meeting may, upon the recommendation of the Board, resolve:
  - (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and
  - (b) that such sum be accordingly set free for distribution in the manner specified in Article 98 amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions
98. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provisions of the Act, either in or towards :
  - (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - (b) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid;
  - (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b).
099. A share premium account and a capital redemption reserve account may, for the purposes of this regulation only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.
100. The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
101. Whenever such a resolution as aforesaid shall have been passed, the Board shall :
  - (a) make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares if any; and
  - (b) generally do all acts and things required to give effect thereto.
102. The Board shall have full power :
  - (a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise, as it thinks fit, for the case of shares or debentures becoming distributable in fractions; and

- (b) to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up of any further shares to which they may be entitled upon such capitalization or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares.
103. Any agreement made under such authority shall be effective and binding on all such members.

### **GENERAL MEETINGS**

104. The Company shall, in addition to any other meetings, hold a General Meeting of the Company which shall be styled as Annual General Meeting at such intervals and in accordance with the provisions of the Act. The first Annual General Meeting shall be held within 18 months of the incorporation of the Company. The next Annual General Meeting of the Company shall be held within nine months after the expiry of the financial year in which first Annual General Meeting was held; and thereafter in each year an Annual General Meeting shall be held by the Company within six months after the expiry of each financial year. Subject as aforesaid not more than 15 months shall elapse between the date of one Annual General Meeting and that of the next.
105. Every Annual General Meeting shall be called at such time during business hours and on a day that is not a National Holiday, as the Directors may from time to time, determine; and it shall be held either at the Registered Office of the Company or at such other place in the city, town or village in which the Registered Office of the Company may for the time being be situated. The notice calling any such meeting shall specify it as the Annual General Meeting.
106. All General Meetings other than Annual General Meetings shall be called Extra-ordinary General Meetings.
107. The Board may, whenever it thinks fit, call an Extraordinary General Meeting.
108. The Board of Directors of the Company shall on requisition of such number of members of the Company as is specified in Section 100 of the Act, forthwith proceed to call an Extraordinary General Meeting of the Company and in respect of any such requisition and of any meeting to be called pursuant thereto, all the other provisions of Section 100 of the Act and of any statutory modification thereof for the time being shall apply.
109. Where permitted or required by Applicable Law, Board may, instead of calling a meeting of any members/ class of members/ Debenture holders, seek their assent by Postal ballot, including e-voting. Such Postal ballot will comply with the provisions of Applicable Law in this behalf.

The intent of these Articles is that in respect of seeking the sense of the members or members of a class or any Security holders, the Company shall, subject to Applicable Law, be entitled to seek assent of members, members of a class of members or any holders of securities using such use of contemporaneous methods of communication as is permitted by Applicable Law. A written resolution including consent obtained through Electronic Mode shall be deemed to be sanction provided by the member, member of a class or other Security holder by way of personal presence in a meeting.

110. A meeting of the Company may be called by giving not less than clear twenty-one days' notice in writing or through electronic mode but a General Meeting may be called after giving shorter notice if consent is given in writing or by electronic mode by not less than ninety five percent of the members entitled to vote at such meeting provided that where any members of the Company are entitled to vote only on some resolution or resolutions to be moved at a meeting and not on the others, those members shall be taken into account for the purpose of this Article in respect of the former resolutions and not in respect of the latter.
111. Notice of every General Meeting of the Company shall specify the place, date, day and the hour of the meeting and shall contain a statement of the business to be transacted thereat. Such notice shall be given to (i) every member of the Company, legal representatives of any deceased Member or the assignee of the insolvent Member (ii) the auditor or auditors of the Company (iii) every Director of the Company and (iv) every trustee of the debenture holders for any debentures issued by the Company.
112. The accidental omission to give notice of any meeting to or the non-receipt of such notice by any of the members or other person to whom it should be given shall not invalidate the proceedings at any such meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

113. The Ordinary business of an Annual General Meeting shall be to receive and consider the Profit and Loss Account, the Balance Sheet and the Reports of the Directors and of the Auditors, to appoint Directors in place of those retiring by rotation or otherwise, to appoint auditors and fix their remuneration and to declare dividends and subject to the provisions of section 102 and 111 of the Act to transact any other business. All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed to be special business. Where any items of business to be transacted at the meeting are deemed to be special business in accordance with section 102 of the Act, there shall be annexed to the notice of the meeting a statement setting out all material facts concerning each such items of business namely (i) the nature of concern or interest, financial or otherwise, if any, therein of every Director and the Manager, every other Key managerial personnel and relatives of these persons and (ii) any other information and facts that may enable Members to understand the meaning, scope and implications of the item of business and to take decision thereon. Where any item of business consists of according of approval to any document by the meeting, the time and place where document can be inspected shall be specified in the aforesaid statement.
114. No business shall be transacted at any General Meeting unless the requisite quorum is present at the time when the meeting proceeds to business. The quorum for a General Meeting shall be the presence in person of such number of Members as specified in section 103 of the Act.
115. The Chairman of the Board of Directors shall be entitled to take the chair at every General Meeting or if there be no such Chairman or if in any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act, the members present shall choose another Director as Chairman and, if no Director be present or if all the Directors present decline to take the chair, then the Members present shall choose one of their Members being a Member entitled to vote to be Chairman. If a poll is demanded on the election of a Chairman, it shall be taken forthwith in accordance with the provisions of section 104. The Chairman elected

on a show of hands shall continue to be the Chairman of the meeting until some other person is elected as Chairman as a result of the poll, and such other person shall be the Chairman for the rest of the meeting.

116. If within half an hour from the time appointed for the meeting a quorum be not present the meeting if convened upon such requisition of Members 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 or to such other day and to such other time and place as the Board may determine and if at such adjourned meeting a quorum be not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum and may transact the business for which the meeting was called.
117. Notwithstanding anything contained in the Articles, so long as Tyco Electronics AMP GmbH hold not less than Forty per cent (67%) of equity shares in the Company, the Company shall not do or cause to be done any of the following acts or things except by means of a Special Resolution passed by the Company in General Meeting;
  - a) Amendment to the Memorandum of Articles of Association.
  - b) Increase / Decrease of Authorised Capital.
  - c) Issuance of preference Shares / Debentures.
  - d) Assignment, transfer, Sale or other disposition of whole or substantial part of the business (Including goodwill of the Company).
  - e) Equity participation in other companies exceeding thirty percent (30%) of the equity and reserves of the Company or twenty percent (20%) of the investee Company excepting investment in subsidiaries.
  - f) Establishing / liquidating subsidiaries of the Company.
  - g) Voluntary winding-up of the Company and the merger of the Company with other entities.
  - h) Alteration of the rights of holders of special classes of shares, if any.
118. In case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or a casting vote in addition to the vote or votes to which he may be entitled as a member.
119. At any General Meeting a resolution put to the vote of the meeting shall, unless a poll is demanded under section 109 of the Act or the voting is carried out electronically , be decided by show of hands. Such voting in a General Meeting or by postal ballot shall also include electronic voting in a General Meeting or Postal Ballot as permitted by applicable laws from time to time. A declaration by the Chairman of the meeting that on a show of hands a resolution has or has not been carried unanimously or by a particular majority and an entry to that effect in the books containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes cast in favour of or against such resolution. Before or on the declaration of the result of voting on any resolution on a show of hands, a poll may be ordered to be taken by the Chairman of the meeting of his own motion, and shall be ordered to be taken by him on a demand made in that behalf by the person or persons specified in section 109 of the Act.
120. If a poll is demanded as aforesaid 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 otherwise not being later than 48 hours from the time of such demand and the result of the poll shall

be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn at any time by the persons who made the demand.

121. Any poll duly demanded on the election of the Chairman of a meeting or for any adjournment of the meeting shall be taken forthwith in accordance with the provisions of the Act, the Chairman elected on a show of hands exercising all the powers of the Chairman under the said provisions. If some other person is elected Chairman as a result of the poll, he shall be Chairman for the rest of the meeting.
122. The Chairman of a General Meeting may with the consent of the meeting and shall, if so directed by the meeting, adjourn the same from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When any meeting is adjourned for thirty days or more notice of such adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment of the business to be transacted at an adjourned meeting.
123. 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 is demanded.
124. Where a poll is to be taken, the Chairman of the meeting shall appoint such number of persons, as he deems necessary, to scrutinize the poll process and votes given on the poll and to report there on to him in the manner prescribed in the Rules.
125. The Company shall cause minutes of the proceedings of every General Meetings of any class of shareholders or creditors, and every resolution passed by postal ballot and every meeting of its Board of Directors or of every committee of the Board, to be prepared and signed in such manner as prescribed in the Rules and kept within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot in books kept for that purpose with their pages consecutively numbered.
126. The minutes of each meeting shall contain fair and correct summary of the proceedings there at. All appointments made at any of the meetings shall be included in the minutes of the meeting.
127. There shall not be included in the minutes, any matter which, in the opinion of the Chairman of the meeting:
  - (a) is or could reasonably be regarded as defamatory of any person.
  - (b) is irrelevant or immaterial to the proceedings.
  - (c) is detrimental to the interests of the Company.

The Chairman shall exercise absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified above.

128. The minutes kept in accordance with the aforesaid Articles shall be evidence of the proceedings recorded therein.
129. The books containing the minutes of the proceedings of any General Meeting of the Company shall be kept at the registered office of the Company and be open, during business hours, to the inspection by any Member without charge subject to such reasonable restrictions as the Company may impose so however that not less than two

hours in each day is allowed for inspection.

130. Any Member of the Company shall be entitled to be furnished ,within seven working days after he has made a request in that behalf to the Company with a copy of minutes of the General Meeting on payment of a fee of Rs. 10/- (rupees ten only) for each page or part thereof.
131. The provisions contained in Article 129 and Article 130 shall mutatis mutandis apply to other registers maintained under the provisions of the said Act that can be inspected by an eligible person.
132. No document purporting to be a report of the proceedings of any General Meeting of the Company shall be circulated or advertised at the expense of the Company unless it includes the matters required by section 118 of the Act to be contained in the minutes of the proceedings of such meeting.

### **VOTES OF MEMBERS**

133. (a) Subject to any rights or restriction for the time being attached to any class or classes of shares, on a show of hands, every member present in person or if a body corporate through a representative appointed under the provisions of Section 113 of the Act and Article 133 hereof or by proxy shall have one vote and on a poll the voting right of such member whether present in person or by proxy or by representative shall be in proportion to his share of the paid up equity share capital of the Company subject, however, to any limits imposed by any law.  
  
(b) Subject as aforesaid and save as provided in clause (c) of this Article, every member of the Company holding any preference share capital shall, in respect of such capital, have a right to vote only on resolutions or questions placed before the Company which directly affect the rights attached to his preference shares. Any resolution for winding-up the Company or for the repayment or reduction of its share capital shall be deemed directly to affect the rights attached to preference shares within the meaning of this clause.  
  
(c) Where the holder of any preference share has a right to vote on any resolution or question in accordance with the aforesaid provisions of this Article, on a show of hands he shall, if present in person have one vote and upon a poll he shall as the holder of such share, whether present in person or by proxy, have a voting right in the same proportion as the capital paid-up in respect of the preference share, bears to the total paid-up equity share capital of the Company.  
  
(d) In case the Company accept from any member the whole or a part of the amount remaining unpaid on any shares (whether equity or preference shares) held by him, although no part of the amount has been called up, the member shall not be entitled to any voting rights in respect of the monies so paid by him until the same would but for such payment, become presently payable.
134. (a) A body corporate (whether a Company within the meaning of the Act or not) may, if it is a member of the Company, may by resolution of its Board of Directors or other governing body, authorise such person as it thinks fit, to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company. If such body corporate be a creditor (including a holder of debentures) of the Company, it may by resolution of the Board of Directors or other governing body, authorise such person as it thinks fit, to act as its representative at any meeting of



any creditor of the Company held in pursuance of the Act or of any rules made thereunder; or in pursuance of the provisions contained in any Debenture or Trust Deed, as the case may be.

(b) A person authorised by a resolution as aforesaid, shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise if it were a member creditor or holder of debentures of the Company. He shall be counted for the purpose of ascertaining whether a quorum of members is present.

(c) The production at the meeting of a copy of such resolution duly signed by one Director of such body corporate, Company or by the Managing Agents (if any) or other duly authorised officer thereof and certified by him or them as being a true copy of the resolution shall on production at the meeting be accepted by the Company as sufficient evidence of the validity of his appointment.

135. Subject to provisions of the Articles, any person entitled under the Transmission Article to transfer any shares may vote at any General Meeting in respect thereof in the same manner as if he were registered holder of such shares, provided that 48 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 Directors of his right to transfer such shares or the Directors shall have previously admitted his right to vote at such meeting in respect thereof. If any member be a lunatic, idiot or a person of non-compos mentis, he may vote whether on a show of hands or at a poll by his committee, curator bonis or other person recognised by the Company as entitled to represent such member and such last mentioned person may give his vote by proxy.
136. 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 share as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting either personally or by proxy then that one of the said persons so present whose name stands prior in order on the Register of Members in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of deceased member in whose name any share stands shall for the purpose of this Article be deemed joint-holder thereof.
137. Votes may be given either personally or by proxy or in case of a Company or other body corporate by a representative duly authorised as aforesaid. A proxy shall not be entitled to vote except on a poll. A person shall (a) not act as proxy for more than 50 Members and holding in aggregate not more than 10% of the total share capital of the Company;(b) not act as proxy for more than one Member, if that Member holds more than 10% of the total share capital of the Company.
138. The instrument appointing a proxy shall be in writing and shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a body corporate such instrument shall be under its seal or be signed by an officer or an attorney duly authorised by it. A proxy need not be a member of the Company. A proxy appointed as aforesaid shall not have any right to speak at any meeting.
139. Every notice convening a meeting of the Company shall state with reasonable prominence that a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and that a proxy need not be a member of the Company.
140. The Instrument appointing a proxy and the power of attorney or other authority (if

any) under which it is signed or a notarized copy of that power or authority, shall be deposited at the Registered Office of the Company not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be valid.

141. A vote given in accordance with the terms of an instrument appointing a proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument or transfer of the share in respect of which the vote is given provided no intimation in writing of the death, insanity or revocation of instrument or transfer of the share shall have been received at the Registered Office of the Company or by the Chairman of the Meeting before the vote is given: provided nevertheless that the Chairman of any meeting shall be entitled to require such evidence as he may in his discretion think fit of the due execution of an instrument of proxy and that the same has not been revoked.
142. An instrument appointing a proxy shall be in the form prescribed under the Act.
143. Every member entitled to vote at a meeting of the Company or on any resolution to be moved there at, shall be entitled during the period beginning twenty four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention so to inspect is given to the Company.
144. 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 member or in regard to any shares on which the Company has and has exercised any right of lien.
145. No objection shall be taken to the validity of any vote except at the meeting or adjourned meeting or poll at which such vote shall be tendered and every vote not disallowed at such meeting or poll and whether given personally or by proxy or otherwise shall be deemed to be valid for all purposes of such meeting or poll whatsoever. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

## **DIRECTORS**

146. (a) Unless otherwise determined by the Company in General Meeting, the number of Directors shall not be less than three nor more than fifteen Directors. The Company may appoint more than fifteen Directors after passing a Special Resolution.  
  
(b) The independent directors, if any when appointed will be appointed by the Board of Directors and should not be counted as nominee of the Promoter Shareholder.  
  
(c) At all times Tyco Electronics AMP GmbH shall have the power to appoint a minimum of two Directors on the Board of the Company.  
  
(d) Tyco Electronics AMP GmbH nominees shall hold office at the pleasure of Tyco Electronics AMP GmbH.  
  
(e) ADC GmbH shall have the power to remove their nominees on the Board and to designate another person in the vacancy thereby caused or caused in any other

manner.

(f) A nomination or removal under this Article shall be in writing under the hand of the person duly authorized by ADC GmbH and addressed to the Board.

147. Composition of the Board shall be in accordance with the provisions of Section 149 of the Act and other Applicable Laws. Provided that where there are temporary gaps in meeting the requirements of Applicable Law pertaining to composition of Board of Directors, the remaining Directors shall (a) be entitled to transaction business for the purpose of attaining the required composition of the Board; and (b) be entitled to carry out such business as may be required in the best interest of the Company
148. A Director need not have any share qualification.
149. The persons hereinafter named are the Directors of the Company at the date of adoption of these articles, that is to say:-
  - (i) Mr.S.Devarajan
  - (ii) Mr.J.N.Mylaraiah
  - (iii) Mr.Arun Kaktkar
  - (iv) Mr.Joydeep Nag
  - (v) Ms.Revathy Ashok
  - (vi) Mr.N.Srinivasan
150. If at any time the Company obtains any loans from any financial institution or enters into underwriting arrangements with such financial institutions or other persons [hereinafter referred to as "The Corporation(s)"] and it is a term of such loan or of the underwriting arrangements that the Corporation(s) shall have the right to appoint one or more Directors to the Board of the Company, then subject to the terms and conditions of such loans or underwriting arrangements, the Corporation(s) shall be entitled to appoint one or more Directors, as the case may be, to the Board of the Company and to remove from office any Director so appointed and to appoint another who resigns or otherwise vacates his office. Any such appointment or removal shall be made in writing and shall be signed by the Corporation(s) or by any person duly authorised by it and shall be served at the Registered Office of the Company. The Director or Directors so appointed shall not be liable to retire by rotation in accordance with the provisions of the Articles nor shall he or they be required to hold any qualification shares. Such Directors shall be referred to as "Corporation Director(s)" for the purpose of the Articles.
151. Subject to the provisions of the Act, the remuneration of the Directors shall be as fixed by the Company in General Meeting and may be by way of fees for meetings attended or monthly payment or otherwise as may be fixed by the General Meeting.
152. Subject to the resolution of the Board of Directors at the Board Meeting, each Director, other than the managing Director or a Whole time Director, shall receive such remuneration by way of sitting fees for attending Board or Committee Meetings not exceeding the ceiling imposed under the Act per meeting attended. The Directors shall also be remunerated for any extra service done by them outside their duties as may be decided by the Board of Directors or as the Company in General Meeting from time to time.. The Directors shall also be paid any traveling, hotel and other expenses for of attending the meeting of the Board or in connection with the business of the Company.
153. A Director who is neither in the whole time employment of the Company or a Managing Director may be paid remuneration by way of commission, if the Company

by ordinary resolution authorises such payment. Provided that the remuneration payable to such a director or where there is more than one such director, to all of them together shall not exceed : (i) one per cent of the net profits of the Company, if the company has a Managing or a whole time director or a manager. (ii) three per cent of the net profits of the Company in any other case. Such Commission being divided among the Directors entitled thereto, in such proportion and manner as the Board may from time to time determine, and in default of such determination, equally.

154. The continuing Directors may act notwithstanding any vacancy in their body but so that if the number falls below the minimum above fixed, the Directors shall not, except in emergencies or for the purpose of filling vacancies or of summoning a General Meeting, act so long as the number is below the minimum.
155. Except with the consent of the Company accorded by a special resolution, no Director of a Company no partner or relative of such a Director, no firm in which such a Director or relative is a partner, no private company of which such a Director is a Director or member and no Director, managing agent secretaries and treasurers or manager of such a private company shall hold any office or place of profit except that of Managing Director, Managing Agent, Secretaries and Treasurers, Manager, Legal or Technical Adviser, Banker or Trustee for the holders of Debentures of the Company (a) under the Company or (b) under any subsidiary of the Company unless the remuneration received from such subsidiary in respect of such office or place is paid over to the Company or its holding company.
156. Subject to the provisions of the Act and Applicable Law, a Director or any Related Party as defined in Section 2 (76) of the Act or other Applicable Law may enter into any contract with Company for the sale, purchase or supply of any goods, materials, or services, or other contract involving creation or transfer of resources, obligations or services, subject to such sanctions as required by Applicable Law. Unless so required by Applicable Law, no sanction shall, however, be necessary for any contracts with a related party entered into on arm's length basis. Where a contract complies with such conditions of arm's length contracts as laid down in a policy on related party transactions framed by the Board and approved by a general meeting, the contract shall be deemed to be a contract entered into on arm's length basis.
157. The Company shall keep one or more registers in which shall be entered particulars of all contracts or arrangements to which Section 184 (2) and 188 of the Act applies, in such manner and containing the particulars as may be prescribed by the Rules and after entering the particulars, such register or registers shall be placed before the next meeting of the Board and signed by all the Directors present in the meeting. The Register aforesaid shall also specify, in relation to each Director of the Company, the names of the bodies corporate and firms of which notice has been given by him under Section 184(1) of the Act. The Register shall be kept at the registered office of the Company and shall be open for inspection at such office during business hours and extracts may be taken therefrom and copies thereof may be required by any member of the Company to the same extent, in the same manner, and on payment of the same fee as in the case of the Register of Members of the Company and the provisions of Section 94 of the Act shall apply accordingly.
158. A Director of this Company may be or become a Director of any Company promoted by this Company or in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as a Director or member of such company.

159. A person shall not be liable for appointment as a Director of the Company if,-
- (a) he is of unsound mind and stands so declared by a competent court;
  - (b) he applies to be adjudicated an insolvent;
  - (c) he is an undischarged insolvent;
  - (d) he has applied to be adjudicated as an insolvent and his application is pending;
  - (e) he has been convicted by a court of any offence, whether involving moral turpitude or otherwise, and sentenced in respect thereof to imprisonment for not less than six months and a period of five years has not elapsed from the date of expiry of the sentence
  - (f) an order disqualifying him for appointment as Director has been passed by a Court or Tribunal and the order is in force;
  - (g) he has not paid any calls in respect of any shares of the Company held by him, whether alone or jointly with others, and six months have elapsed from the last day fixed for the payment of the call;
  - (h) he has been convicted of the offence dealing with related party transactions under section 188 of the Act at any time during the last preceding five years;
  - (i) he has not complied with sub-section 3 of section 152;
  - (j) he acts in contravention of section 184 of the Act;
  - (k) he is removed in pursuance of section 169 of the Act;
  - (l) By notice in writing to the Company resigns his office.

Notwithstanding any matter or thing in sub-clauses (e) (f) and (h) the disqualification referred to in those sub-clauses shall not take effect:

- (a) for thirty days from the date of conviction or order of disqualification; or
- (b) where an appeal or petition is preferred within thirty days aforesaid against the conviction resulting in sentence or order, until expiry of seven days from the date on which such appeal or petition is disposed of; or
- (c) where any further appeal or petition is preferred against the order or sentence within seven days, until such further appeal or petition is disposed of.

### **APPOINTMENT AND REMOVAL OF DIRECTORS**

160. The Company shall appoint such number of Independent Directors as it may deem fit, for a term specified in the resolution appointing him. An Independent Director may be appointed to hold office for a term of up to five consecutive years on the Board of the Company and shall be eligible for re-appointment subject to compliances as may be required in this regard. No Independent Director shall hold office for more than two consecutive terms. The provisions relating to retirement of Directors by rotation shall not be applicable to appointment of Independent Directors.
161. Not less than two-thirds of the total number of Directors of the Company shall (a) be persons whose period of office is liable to determination by retirement of Directors by rotation and (b) save as otherwise expressly provided in the said Act; be appointed by the company in General Meeting. For the purpose of this Article "total number of Directors" shall not include Independent Directors appointed on the Board of the Company. The remaining Directors of the Company shall also be appointed by the Company in General Meeting except to the extent that the Articles otherwise provide or permit.

162. The Company may, by an Ordinary Resolution, remove a Director, not being a Director appointed by the Tribunal under section 242 of the Act, before expiry of the period of his office after giving him a reasonable opportunity of being heard in accordance with the provisions of section 169 of the Act.
163. A special notice shall be required of any resolution to remove a Director under this Article or to appoint somebody instead of a Director so removed at the meeting at which he is removed.
164. Vacancy created by the removal of a Director under this Article may, if he had been appointed by the Company in General Meeting or by the Board, be filled by the appointment of another Director in his place at the meeting at which he is removed provided special notice of the intended appointment has been given under sub-clause (b) above. A director so appointed shall hold office till the date up to which his predecessor would have held office if he had not been removed as aforesaid.
165. A Director who was removed from office shall not be re-appointed as a Director by the Board of Directors.
166. The Directors shall have power at any time and from time to time, to appoint any person other than a person who has been removed from office of a Director of the Company as an Additional Director. Each such Additional Director shall hold office only up to the date of the next following Annual General Meeting, but shall be eligible for appointment by the Company at that meeting as a Director.
167. The Directors at a meeting of the Board shall have power to fill a vacancy in the Board if the office of any Director appointed by the Company in General Meeting, is vacated before his term of office will expire in the normal course. Any person so appointed shall hold office only up to the date to which the Director in whose place he is appointed would have held office if it has not been vacated as aforesaid.
168. Any Trust Deed for securing debentures or debenture stock if so arranged provide for the appointment from time to time by the trustees thereof or by the holders of the debentures or debenture stock of some person to be a Director of the Company and may empower such trustees or holders of debentures or debenture stock from time to time to remove any Director so appointed. A Director appointed under this Article is herein referred to as a "Debenture Director" and the term "Debenture Director" means a Director for the time being in office under this Article. A Debenture Director shall not be bound to hold any qualification shares and not be liable to retire by rotation or be removed by the Company. The Trust deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.
169. (a) The Board of Directors may appoint an alternate Director to act for a Director (hereinafter called the 'Original Director') during his absence for a period of not less than three months from India, provided that the appointment of any alternate Director to a Director originally nominated by Tyco Electronics AMP GmbH shall require that such person be nominated by the original Director.  
  
(b) An alternate Director shall vacate office if and when the original Director returns to India.  
  
(c) If the term of office of the Original Director is determined before he so returns to India, any provision for the automatic re-appointment of the retiring Director in default of another appointment, shall apply to the Original and not to the Alternate Director.

(d) This Article shall not apply to an ex-officio Director or Debenture Director

170. Subject to the provisions of section 152 of the Act, at the Annual General Meeting of the Company in every year, one third of such of the Directors for the time being as are liable retire by rotation or if the number is not three or a multiple of three then the number nearest to one third shall retire from office. The Directors to retire at each Annual General Meeting shall be the Directors who shall have been longest in office since their appointment. As between Directors who became Directors on the same day those to retire (in default of agreement between them) be determined by lot.
171. A retiring Director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.
172. The Company at the Annual General Meeting at which any Director retires in manner aforesaid may fill up the vacated office by electing a person thereto.
173. (a) If the place of the retiring Director are not filled up and the meeting has not expressly resolved not to fill the vacancy, the meeting shall stand adjourned till the same day in the next week at the same time and place or if that day is a National Holiday till the next succeeding day which is not a national Holiday at the same time and place.
- (b) If at the adjourned meeting also, the place of the retiring Director is not filled up and that meeting also has not expressly resolved not to fill the vacancy the retiring Director shall be deemed to have been re-appointed at the adjourned meeting, unless:
- (i) at the meeting or at the previous meeting a resolution for the re-appointment of such Director has been put to the meeting and lost;
  - (ii) the retiring Director had, by a notice in writing addressed to the Company or its Board of Directors expressed his unwillingness to be so re-appointed;
  - (iii) he is not qualified or is disqualified for appointment;
  - (iv) a resolution, whether special or ordinary is required for his appointment or re-appointment by virtue of any provisions of the Act;
  - (v) the proviso of Section 162 of the Act is applicable to the case.
174. Subject to the provisions of section 168 of the Act a Director may at any time resign from his office upon giving notice in writing to the Company of his intention to do so, and thereupon his office shall be vacated.

### **PROCEEDINGS OF BOARD OF DIRECTORS**

175. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit; provided that at least four meetings of the Board of Directors shall be held in every year. Not more than one hundred twenty days shall intervene between two consecutive meetings of the Board.

The quorum for a meeting of the Board of Directors of the Company shall be one-third of its total strength ( any fraction contained in that one-third being rounded off as one) or two Directors whichever is higher; provided that where at any time the number of interested Directors exceeds or is equal to two-thirds of the total strength, the number of remaining directors that is to say the number of the Directors who are not interested present at the meeting, being not less than two shall be the quorum during such time.

176. A meeting of the Board shall be called by giving not less than seven days' notice in writing to every director at his address registered with the company and such notice shall be sent by hand delivery or by post or by electronic means.
177. A meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one Independent Director, if any, shall be present at the meeting, or in case of absence of Independent Directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one Independent Director.
178. The participation of Directors in a meeting of the Board may be either in person or through video conferencing or other audio visual means. In conducting the Board Meetings through video conferencing or other permitted means the procedures and the precautions as laid down in the relevant Rules shall be adhered to.
179. If a meeting of the Board cannot be held for want of quorum, then the meeting shall automatically stand adjourned to the same day at the same time and place in the next week or if that day is a National Holiday, till the next succeeding day, which is not a National Holiday, at the same time and place.
180. Any Director may at any time summon a meeting of the Directors.
181. Subject to the provisions of the Act, questions arising at any meeting of the Board shall be decided by a majority of votes, each Director having one vote and in case of an equality of votes, the Chairman shall have a second or casting vote.
182. The Directors, from time to time, may elect a Chairman of its meetings and determine the period for which he is to hold office. If no Chairman is elected or the Chairman has notified the Company of his inability to be present at the Board meeting or if at any meeting the Chairman is not present within five minutes of the time appointed for holding the meeting or is unwilling to act as Chairman, the Directors present may choose one of their member to be Chairman of the meeting.
183. A meeting of Directors at which quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of the Company for the time being vested in or exercisable by the Directors generally. In the exercise of any such authorities and powers and discretions the Directors shall have regard to the restrictions imposed on the powers of the Board by Section 180 of the Act.
184. The Directors may, from time to time, subject to the provisions of Section 179 of the Act, delegate any of their powers, other than the powers which by reason of the provisions of the Act cannot be delegated, to committees consisting of such member or members of their body as they think fit and may, from time to time, revoke such delegations. Any Committee so formed shall, in the exercise of the powers so



delegated conform to any regulations that may from time to time be imposed upon it by the Directors. All acts done by such committee in conformity with such regulations and in fulfillment of the purpose of their appointment, but not otherwise, shall have the like force and effect as if done by the Board. The meeting and proceedings of any such Committee, if consisting of two or more members, shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Directors so far as the same are applicable thereto and are not superseded by any regulations made by the Directors under this Article.

185. All acts done at any meeting of Directors or of a Committee of the 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 any such Directors, Committee or person acting aforesaid or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was duly qualified provided always that nothing in this Article shall be deemed to give validity to acts done by such Directors, Committee or person acting as aforesaid after it has been shown that there was some defect in any such appointment or that they or any of them were disqualified.
186. Save as otherwise expressly provided in the Act, a resolution ( not being a resolution required by the Act or otherwise to be passed at a meeting of the Directors) may be passed without any meeting of the Directors or of a committee of Directors provided that the resolution has been circulated in draft together with necessary papers, if any, to all the Directors, or to all the members of the Committee as the case may be at their addresses registered with the Company and has been approved by a majority of the Directors as are entitled to vote on the resolution. The resolution so passed shall be as valid and effectual as if it had been passed at the meeting of the Board or the Committee duly convened and held. In the event of the signature of any one or more of the Directors to any such resolution being affixed on different dates, the said resolution shall be deemed to be passed on the date of the signature of the Director signing last. Where such resolution relates to any of the matters specified in Article 192 it shall not be valid and effectual unless it is approved by at least one Tyco Electronics AMP GmbH's nominee but if none of the nominees of Tyco Electronics AMP GmbH are present in India, unless it is consented to in writing by ADC GmbH.
187. The Directors shall cause minutes of proceedings of every meeting of the Board and of every Committee of the Board to be duly entered in a book or books provided for the purpose in accordance with section 118 of the Act and the Rules. The minutes shall contain:
  - (a) all appointments of officers made by the Directors;
  - (b) the names of the Director present at each meeting of the Directors and any Committee of Directors.
  - (c) all orders made by Directors and Committee of Directors; and
  - (d) In the case of each resolution passed at the meeting the names of the Directors, if any, dissenting from or not concurring with the resolution.
188. The Chairman shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in in section 118(5) of the Act.
189. Minutes of meetings kept in accordance with the provisions of section 118 of the Act shall be evidence of the proceedings recorded therein.

190. The Company shall maintain the following Registers;
- (a) Register of Charges according to Section 85 of the Act.
  - (b) Register of Members and Debenture Holders according to Sections 88 of the Act.
  - (c) Register of Directors and Key Managerial personnel and their shareholding according to section 170 of the Act.
  - (d) Register of Contracts or arrangements in which Directors are interested according to Section 189 of the Act.
191. The said registers shall be kept open for inspection by such persons as may be entitled thereto under the Act on such days and during such business hours as per the provisions of the Act in that behalf and subject to such reasonable restrictions as the Company may impose in this behalf.
192. (a) Notwithstanding anything contained in the Articles so long as Tyco Electronics AMP GmbH hold not less than Forty per cent (67%) of equity shares in the Company, any action in any of the following matters shall be taken only on the basis of a Board resolution passed by the affirmative vote of majority of the Directors, which majority shall include at least one Tyco Electronics AMP GmbH's Nominee for the time being on the Board.
- (i) Proposal to amend the Memorandum of Association and Articles of Association.
  - (ii) Proposal to increase or decrease authorised capital.
  - (iii) Issuance of new shares and terms and conditions thereof.
  - (iv) Issuance of preference shares and/or debentures.
  - (v) Recommendation of dividends, payments of interim dividends, issuance of bonus shares or distribution to shareholders in any form.
  - (vi) Assignment, transfer, sale or other dispositions of the business (including goodwill of the Company).
  - (vii) Organization of any subsidiary of the Company and/or equity participation in other Corporations and/or their affiliates engaged in an activity not connected with the Company's operations, or liquidation of subsidiaries.
  - (viii) Voluntary winding-up of the Company or merger or amalgamation with other entities.
  - (ix) Borrowing of monies by the Company where the lender is to be given a right to nominate a director on the Board of the Company and/or to convert a part of the loan into equity.
  - (x) Borrowing by or lending monies of the Company to any person or company or guarantee by the Company of a third party obligation if the monies borrowed or lent obligation guaranteed and outstanding at any time exceed Rs. 25,00,000/- (Rupees Twenty Five Lakhs only) except transactions carried out in the ordinary course of the Company's business
  - (xi) Closure of production facility of any products licensed by Tyco Electronics AMP

GmbH.

- (xii) Acquiring from or granting to third parties by license or otherwise patents, trademarks, technology or other industrial property rights.
- (xiii) Making any material alteration or deviation in the business of the Company or in its diversification or expansion programmes.
- (xiv) Appointment/termination of any Sole Selling Agent/Sole Distributors/Selling Agents and Distributors for the sale of the appliances and/or other products manufactured by the Company.
- (xv) Approval of the Company's strategic plans and annual operating and capital budgets and any major deviations from such budgets.
- (xvi) Changing or modifying the name of the Company.
- (xvii) Selection, adoption, use or change of trademarks used on products made or marketed by the Company.
- (xviii) Undertaking by the Company of any new activity and/ or making any formal applications of.
- (xix) Initiation of or an agreement to settle any dispute, litigation, arbitration or other proceeding with any third party whether as petitioner or defendant in respect of matters having a substantial bearing on the Company's activities.

(b) Any resolution in respect of any of the matters enumerated in sub-article (a) above may be validity passed without the affirmative vote of a Director nominated or appointed by Tyco Electronics AMP GmbH, if Tyco Electronics GmbH has expressed in writing its consent thereto.

### **POWERS OF DIRECTORS**

193. Subject to the provision of the Act, the Board of Directors of the Company shall be entitled to exercise all such powers and to do all such act and things, as the Company is authorized to exercise and do.

Provided that in exercising any such power or doing any such act or thing, the Board shall be subject to the provision contained in that behalf in the Act, or in the Memorandum or Articles of the Company, or in any regulations not inconsistent therewith and duly made thereunder, including regulations made by the Company in General Meeting.

Provided further that the Board shall not exercise any power or do any act or thing which is directed or required, whether under the Act or by the Memorandum or Articles of the Company or otherwise, to be exercised or done by the Company in General Meeting.

194. No regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
195. The Board of Directors shall not except with the consent of the Company in General meeting:
- (a) sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one

- undertaking, of the whole or substantially the whole of any such undertakings.
- (b) remit or give time for the repayment of any debt due from a Director.
  - (c) borrow money where the money to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves that is to say, reserve not set apart for any specified purpose; or
  - (d) contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employee, any amounts the aggregate of which will in any financial year exceed five per cent of its average net profits for the three immediately preceding financial years.

### **MANAGING DIRECTOR**

- 196. Subject to the provisions of the Act the Board of Directors may from time to time appoint any one or more of their body to be the Managing Director or Managing Directors (in which expression shall be included Joint Managing Directors) of the Company for such term not exceeding five years at a time and upon such terms and conditions as they may deem fit and may from time to time (subject to the provisions of any contract between him or them and the Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.
- 197. Notwithstanding anything contained in Article 196 and subject to the provisions of the Act, Tyco Electronics AMP GmbH shall be entitled by writing signed by the person duly authorized by it, to designate for appointment any person, whether already a Director of the Company or not, as the Managing Director of the Company and the Board shall within thirty days from the date of receipt of such writing, appoint the person so designated for appointment as the Managing Director of the Company. Tyco Electronics AMP GmbH shall have the right by a similar writing to require the Board to remove the Managing Director who was so designated for appointment by it and appointed by the Board and the Board shall, within thirty days from the date of receipt of such writing remove such Managing Director. On a vacancy being caused in the office of the Managing Director, due to any reason whatsoever including death, resignation or removal, Tyco Electronics AMP GmbH shall have the right, by a similar writing, to designate for appointment another person, whether already a Director of the Company or not for such appointment and the Board shall proceed to appoint the person so designated in the same manner as hereinabove provided.
- 198. The rights conferred in Tyco Electronics AMP GmbH under these Articles shall be exercisable only so long as ADC GmbH holds not less than forty per cent (67%) of the paid equity share capital of the Company for the time being.
- 199. Whenever there is a Managing Director holding office as such the business of the Company shall subject to the supervision control and direction of the Board of Directors be managed by the Managing Director.
- 200. The Board may from time to time, entrust to and confer upon the Managing Director for the time being, such of the powers exercisable under these Articles by the Directors as they may think fit and may confer such powers for such time and to be

exercised for such objects and purpose and upon such terms and conditions and with such restrictions as they think expedient and they may confer such powers either collaterally with or to the exclusion of and in substitution for all or any of the powers of the Directors in that behalf; and may from time to time revoke, withdraw, alter or vary all or any of such powers. Unless and until otherwise determined by the Board of Directors the Managing Director may exercise all powers exercisable by the Directors save such powers as by the Act or by these Articles shall be exercisable by the Directors themselves. The Board of Directors may, whenever there are more than one managing Director, decide whether they should act jointly or severally and may if they think fit delegate powers separately to one or more Managing Directors.

201. Subject to any contract between the Company and the Managing Director and subject to approval of the shareholders in a General Meeting the remuneration of the Managing Director shall, from time to time, be fixed in accordance with the provisions of the Act and may be paid by way of fixed salary or commission or participation of profits or by any or all of these modes or in any other form and may provide the minimum remuneration in case of loss, inadequacy or absence of profits. No sitting fee shall be payable to the Managing Director.
202. Subject to the provisions of the Act and of these Articles the Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation and he shall not be reckoned as a Director for the purpose of determining the rotation of retirement of Directors or in fixing the number of Directors to retire, but subject to terms of any contract between him and the Company, he shall be subject to the same provisions as to qualifications, resignation and removals as the other Directors of the company and he shall ipso facto and immediately cease to be the Managing Director, if he ceases to hold office of Director for any one cause whatsoever.

#### **APPOINTMENT OF KEY MANAGERIAL PERSONNEL**

203. Subject to the provisions of the Act,-
  - (i) A Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board;
  - (ii) A Director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

#### **THE SEAL**

204. The Directors shall provide a Common Seal for the purpose of the Company and shall have power from time to time to destroy the same and substitute a new seal thereto and the Directors shall provide for the safe custody of the seal. The Common Seal shall never be used except by the authority of a resolution of the Board or of a Committee of the Board authorized by it in that behalf, and except in presence of two Directors or any one Director and the Secretary or any one Director and such other person as the Board or the Committee of Directors may appoint for the purpose shall sign every instrument to which the Common Seal of the Company is required to be affixed. Any instrument bearing the Common Seal of the Company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of Directors to issue the same.

## **ANNUAL RETURNS**

205. The Company shall make the requisite Annual Returns in accordance with the provisions of the Act and the Rules thereto.

## **BOOKS OF ACCOUNT**

206. The Company shall prepare and keep proper books of account and other relevant books and papers and financial statement for every financial year in accordance with section 128 of the Act.
207. The books of account shall give a true and fair view of the state of affairs of the company, including that of its branch office or offices, if any, and explain the transactions effected both at the registered office and its branches and such books shall be kept on accrual basis and in accordance with the double entry system of accounting. The Company may keep such Books of Account or other relevant papers in electronic mode in such manner as may be prescribed in the Act and the Rules.
208. The Books of Account shall be kept at the Registered Office of the Company or at such other place or places as the Directors think fit. Where the Board decides to keep all or any of the Books of Account at any place in India other than the registered office of the Company the Company shall within seven days of the decision file with the Registrar a notice in writing giving, the full address of that other place.
209. The Books of Accounts and other Books and Papers shall be open to inspection by any Directors during business hours. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of the members not being Directors. No member (not being a Director) shall have any right of inspecting any account or books or document of the Company except as conferred by law or authorised by the Directors or by the Company in General Meeting.
210. The company shall preserve the Books of Account together with vouchers relevant to any entry in such Books of Account relating to a period of not less than eight years immediately preceding a financial year in good order.
211. Subject to section 129 of the Act at every Annual General Meeting of the company the Board of Directors of the Company shall lay before such meeting Financial Statements for the financial year. The Financial Statements shall give a true and fair view of the state of affairs of the Company, comply with the accounting standards notified under section 133 of the Act and shall be in the form provided in Schedule III of the Act or in such other form or forms as may be prescribed from time to time.
212. The Auditor's Report shall be attached to every Financial Statement.
213. The Directors shall make out and attach to Financial Statements laid before the Company in General Meeting a Report of the Directors which shall comply with the requirements of and shall be signed in the manner provided by section 134 of the said Act.
214. A copy of every Financial Statements, the Auditors' Report and every other document required by law to be annexed or attached, as the case may be, to the Financial Statements which is to be laid before the Company in General Meeting shall not less than twenty one days before the date of the meeting be sent to every member of the Company, to every trustee for the holders of any debentures issued by the Company, to the Auditors of the Company and every Director of the

Company.

215. If the copies of the documents as aforesaid are sent less than twenty one days before the date of the meeting they shall notwithstanding that fact, be deemed to have been duly sent if it is so agreed by ninety five percent of the members entitled to vote at the meeting.
216. The accidental omission to send the documents aforesaid, to or the non-receipt of the documents aforesaid by any member or other person to whom it should be send shall not invalidate the proceedings at the meeting.
217. After the Financial Statements laid before the Company at the Annual General Meeting are adopted by the members of the Company a copy of the Financial Statements along with all documents which are required by the Act, to be annexed or attached to Financial Statements shall be filed with the Registrar of Companies within thirty days of the Annual General Meeting.

#### **AUDIT**

218. Once at least in every year the accounts of the Company shall be examined and the correctness of the Balance Sheet and Profit and Loss Account ascertained by one or more Auditors.
219. The appointment, removal and remuneration of the Statutory Auditors shall be in accordance with Sections 139,140 and 142 of the Act and the Rules.
220. Every Auditor of the Company shall have a right of access at all time to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and Officers of the Company such information and explanations as may be necessary for the performance of the duties of the Auditors.
221. All notice of and other communications relating to any General Meeting of a Company which any Member of the Company is entitled to have sent to him shall also be forwarded to the Auditor of the Company and the Auditor shall be entitled to attend General Meeting and to be heard at any General Meeting which he attends on any part of the business which concerns him as Auditor.
222. Every Balance Sheet and Profit and Loss Account when audited and approved by an Annual 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 that period the account shall forthwith be corrected and thenceforth shall be conclusive.
223. Where applicable, the Cost Auditors and the Secretarial Auditor(s) shall be appointed by the Board in accordance with Sections 148 and section 204 of the Act respectively.

#### **DIVIDEND**

224. The Company in General Meeting may declare a dividend to be paid to the members according to their rights and interests in the profits and may fix the time for payment.
225. No larger dividend shall be declared than is recommended by the Directors, but the Company in General Meeting may declare a smaller dividend.
226. Unless the Company otherwise resolves, dividends shall be paid in proportion to the amount paid up or credited as paid up on each share, where a larger amount is paid up or credited as paid up on some shares than on others. Provided always that any capital paid up on a share during the period in respect of which a dividend is declared shall unless otherwise resolved be only entitled the holder of such share to

a proportionate amount of such dividend from the date of payment.

227. Capital paid-up in advance of calls shall not confer a right to dividend or to participate in profits.
228. No dividend shall be payable except out of the profits of the Company of the year or any other undistributed profits and no dividend shall carry interest as against the Company.
229. The declaration of the Directors as to the amount of the net profits of the Company in any year shall be conclusive.
230. The Directors may from time to time pay to the members such interim dividends as in their judgment the position of the Company justifies.
231. The Directors may retain the dividend payable upon shares in respect of which any person is under "The Transmission Article" entitled to become a member or which any person under that Articles is entitled to transfer until such person shall become a member in respect thereof or shall duly transfer the same.
232. Any General Meeting declaring a dividend may make a call on the members of such amount as the meeting fixes but so that the call on each member shall not exceed the dividend payable to him and so that the call may be made payable at the same time as the dividend and the dividend may if so arranged between the Company and the members be set off against the call.
233. Any General Meeting declaring a Dividend may upon the recommendation of the Directors resolve that such dividend be paid wholly or in part by the distribution of specific assets and in particular of paid up shares, debenture-stock of the Company or paid-up shares, debentures or debenture stock of any other company or in any one or more of such ways.
234. Any General Meeting may, upon the recommendation of the Directors, resolve that any monies, investment or other assets forming part of the undivided profits of the Company or the whole or any part of the Reserve Fund or other funds of the Company including the moneys in the Securities Premium Account and the Capital Redemption Reserve Account or the premiums received on the issue of any shares, debentures or debenture stock of the Company be capitalised and distributed amongst such of the members as would be entitled to receive the same if distributed by way of dividend and in the same proportion on the footing that they become entitled thereto as capital and that all or any part of such capitalised fund be applied on behalf of such members in paying up in full any unissued shares, debentures or debenture-stock, of the Company which shall be distributed accordingly or in or towards payment of the uncalled liability on any issued shares or debentures or debenture-stock, and that such distribution or payment shall be accepted by such members in full satisfaction of their interest in the said capitalised sum.
235. For the purpose of given effect to any resolution under the two last preceding Articles, the Directors may settle any difficulty which may arise in regard to the distribution as they think expedient and in particular may issue fractional certificates and may fix the value for distribution of any specific assets and may determine that cash payments shall be made to any members upon the footing of the value so fixed or that fractions of less value than rupee one may be disregarded in order to adjust the rights of all parties and may vest any such cash or specific assets in trustees upon such trusts for the persons entitled to the dividends or capitalized fund as may seem expedient to the Directors. Where required a proper contract shall be filed in accordance with the provisions of the Act and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the dividends or capitalized fund and such appointment shall be effective.
236. A transfer of shares shall not pass the rights to any dividend declared thereon



before the registration of the transfer. No dividend shall be payable to any person whose name does not appear on the register of members except with the authority, special or general of the Directors.

237. Any one of several persons who are registered as joint-holders of any share may give effectual receipts for all dividends and payments on account of dividends in respect of such share.
238. Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct or by any electronic mode. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
239. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
240. The payment of every cheque or warrant sent under the provisions of the last preceding Article shall if such cheque or warrant purports to be duly endorsed, be a good discharge to the Company in respect thereof: provided nevertheless that the Company shall not be responsible for the loss of any cheque, dividend warrant or postal money order which shall be sent by post to any member or by his order to any other person in respect of any dividend.
241. No member shall be entitled to receive payment of dividend in respect of any share or shares on which the Company has a lien, or whilst any amount due or owing from time to time to the Company, either alone or jointly with any other person or persons, in respect of such share or shares or any other account whatsoever, remains unpaid and the Directors may retain, apply and adjust such dividend in or towards satisfaction of all debts, liabilities or engagements in respect of which the lien exists and of all such money due as aforesaid.
242. No unclaimed dividend shall be forfeited by the Board and all unclaimed and unpaid dividend shall be dealt with in the accordance with the provisions of Section 124 of the Act and Rules thereto.

### **SERVICE OF DOCUMENTS**

243. Subject to section 20 of the Act, a document may be served by the Company on any member either personally or by sending it to him by post or by registered post or by speed post or by courier to his registered address or (if he has no registered address in India) to the address, if any, within India supplied by him to the Company for serving notices to him or by means of such electronic or other mode as may be prescribed in the Act. The term courier means a person or agency which delivers the document and provides proof of its delivery.
244. Where a document is sent by post service of the document shall be deemed to have been effected by properly addressing, preparing and posting a letter containing the document and unless the contrary is proved, to have been effected in the case of a notice of a meeting, at the expiration of forty-eight hours after the letter containing the same is posted and in any other case, at the time at which the letter would be delivered in the ordinary course of post.
245. If a member has no registered address in India and has not supplied to the Company an address within India for the giving of notices to him, document addressed to him and advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served to him on the day on which the advertisement appears.

246. A document may be served by the Company on the joint-holders of a share by serving it on the joint-holder named first in the Register in respect of the share.
247. A document may be served by the Company on the persons entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name or by the title of representatives of the deceased or assignee of the insolvent or by any like description, at the address, if any, in India supplied for the purpose by the persons claiming to be so entitled or until such an address has been so supplied, by serving the document in any manner in which the same might have been served if the death or insolvency had not occurred.
248. Notice of every General Meeting shall be given in the same manner herein before to (a) every member of the Company (including bearers of share-warrants) except those members who (having no registered address within India) have not supplied to the Company an address within India for the giving of notices to them, (b) every person entitled to a share in consequence of the death or insolvency of a member who but for his death or insolvency would be entitled to receive the notice of the meeting, (c) every Director of the Company and (d) the Auditors for the time being of the Company.
249. Any notice required to be given by the Company to the members or any of them and not expressly provided for by these presents shall be sufficiently given, if given by advertisement. Any notice required to be or which may be given by advertisement shall be advertised once in one or more daily newspapers circulating in the neighborhood of the Registered Office of the Company. Any notice given by advertisement shall be deemed to have been given on the day on which advertisement shall first appear.
250. Every person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice and other document in respect of such share which prior to his name and address being entered on the Register shall have been duly given to the person from whom he derives his title to such share.
251. Any notice of document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall, notwithstanding such member be then deceased and whether or not the Company have notice of his decease, be deemed to have been duly served in respect of any registered share, whether held solely or jointly with other persons by such member, until some other person be registered in his stead as the holder or joint-holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his heirs, executors or administrator and all persons if any jointly interested with him in any such share.
252. Any notice given by the Company shall be signed (digitally or electronically) by a Director or by the Company Secretary or some other officer appointed by the Directors and the signature thereto may be written, printed, typed, lithographed or rubber-stamped.
253. A document may be served on the Company or on an officer thereof by sending it to the Company or officer at the Registered Office of the Company by post or by Registered Post or by leaving it at the Registered Office or by means of such electronic mode or other mode as may be prescribed in the Act and the relevant Rules.

#### **RECONSTRUCTION**

254. On any sale of the undertaking of the Company, the Directors or the liquidators on

a winding-up may, if authorised by a Special Resolution, accept fully paid or partly paid up shares, debentures or securities of any other company, whether incorporated in India or not, either then existing or to be formed for the purchase in whole or in part of the property of the Company and the Directors (if the profits of the Company permit) or the liquidators (in winding-up) may distribute such shares or securities or any other property of the Company amongst the members without realisation or vest the same in trustees for them and any special resolution may provide for the distribution or appropriation of the cash, shares or other securities, benefits or property otherwise than in accordance with the strict legal rights of the members or contributories of the Company and for the valuation of any such securities or property at such price and in such manner as the meeting may approve and all holders of shares shall be bound to accept and shall be bound by any valuation or distribution so authorised and waive all rights in relation thereto, save only in case the Company is proposed to be or is in the course of being wound up, such statutory rights if any, under the Act as are incapable of being varied or excluded by these presents.

### **WINDING-UP**

255. Upon the winding-up of the Company, the holders of Preference shares shall be entitled to be paid all arrears of Preferential dividend whether earned or declared down to the commencement of winding-up and also to be repaid the amount of capital paid up or credited as paid-up on such preference shares held by them respectively in priority to the ordinary shares but shall not be entitled to any other further rights to participate in profits or assets; subject as aforesaid and to the rights of any other holders of shares entitled to receive preferential payment over the Equity shares in the event of the winding-up of the Company, the holders of the Equity shares shall be entitled to be repaid the amount of capital paid up or credited as paid up on such shares and all surplus assets thereafter shall belong to the holders of the Equity shares in proportion to the amount paid up or credited as paid up on such Equity shares respectively, at the commencement of the winding up. If the assets shall be insufficient to repay the whole of the paid up Equity capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members holding Equity shares in proportion to the capital paid up or which ought to have been paid up on the Equity shares held by them respectively at the commencement of the winding-up, other than the amounts paid by them in advance calls.
256. If the Company shall be wound-up whether voluntarily or otherwise, the Liquidator may with the sanction of a Special Resolution of the Company and any other sanction required by the Act divide among the contributories in specie or kind any part of the assets of the Company and may, with the like sanction vest any part of the assets of the Company in trustees upon such trusts for the benefit of the contributories or any of them as the Liquidators with the like sanction shall think fit.

### **INDEMNITY**

257. Every Director, Manager and other Officer or servant of the Company shall be indemnified against all claims made on them including losses, expenses, fines penalties or such levies in the discharge of their duties and it shall be the duty of the Directors to pay out of the funds of the Company all costs, losses and expenses which any such Director, Manager or other Officer or servant may incur or become liable to by reason of any contract entered into or in any way in the discharge of his duties including expenses and in particular, and so as not to limit the generality of the foregoing provisions, against all bonafide liabilities incurred by him as such

Director, Manager, Officer or servant, in defending any proceedings whether civil or criminal, in which judgment is given in his or their favour or he or they are acquitted or in connection with any application under Section 463 of the Act, in which relief is granted by the Court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the member over all the other claims.

258. Subject to the provisions of the Act and so far as such provisions permit, no Director, Manager, Secretary, Trustee, Auditor and other Officer of the of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity or for any loss or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the money of the Company shall be invested or for any loss, occasioned by an error of judgment, omission, default or oversight, on his part or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same happen through his own dishonesty.
259. The Company may take and maintain any insurance as the Board may think fit on behalf of the Directors (present and former), other officer and employees and the Key Managerial personnel for insurers to directly meet all claims, losses, expenses, fines, penalties or such other levies or for indemnifying any or all of them against any such liability for any acts in relation to the Company for which they may be liable.

#### **USE OF NAME**

260. If at any time or for any reason Tyco Electronics AMP GmbH shall cease to hold at least forty percent (67%) of the paid up equity share capital of the Company, the Company shall upon the request of Tyco Electronics AMP GmbH proceed forthwith to change its name so that the word, term, name, trade name and trade mark which is the property of Tyco Electronics AMP GmbH, or any colourable limitation thereof are omitted therefrom. The term, name, trade name and trade mark "KRONE", however utilised are and shall continue to be at all times and in all respects owned by Tyco Electronics AMP GmbH.
261. So long as Tyco Electronics AMP GmbH hold not less than forty percent (67%) of equity shares in the Company, the Company's name shall not be changed from "ADC INDIA COMMUNICATIONS LIMITED" to any other name without the prior written consent of Tyco Electronics AMP GmbH.
262. In the event of a change in the name of the Company from "ADC INDIA COMMUNICATIONS LIMITED" to any other name, the Company shall not, without the prior written consent of ADC GmbH, use or allow any of its shareholders or any other person to use the word, term, name, trade name and trade mark "KRONE" or any variation thereof including similar or deceptively similar words, names or marks which in the sole opinion of ADC GmbH may be confused with or be confusingly similar to the word, term, name, trade name and trade mark "KRONE", and in any event the Company and its shareholders shall use the term, name, trade name and trade mark "KRONE" only in specific conformance with the terms and conditions agreed to in writing by Tyco Electronics AMP GmbH.

#### **SECRECY**

263. Subject to the provisions of these Articles and the Act, no member or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties of the Company without the permission of the Directors or to require discovery of or any information

respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery or trade or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be expedient in the interests of the Company to communicate.

#### **ARBITRATION**

264. In case any difference shall arise between the Company and the Directors relating to their remuneration duties or privileges or otherwise or any member of the Company or between the Company or any other person to whom these presents shall apply, the same shall be referred to arbitration; and if the parties cannot agree upon a single arbitrator there shall be two arbitrators, who shall have powers to choose an umpire; and in either case such reference shall be so arranged, conducted and carried out as, with regard to the mode and consequences of that reference and in all other respect to conform to the provisions in that behalf contained in the Arbitration & Conciliation Act 1996 or any subsequent enactment or amendments thereto or such other Acts in force for the time being.