

CMI/CS/2019-20/

May 14, 2019

BSE Corporate Compliance & Listing Centre
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
MUMBAI-400001

Listing Department
National Stock Exchange of India
'Exchange Plaza', Bandra Kurla Complex,
MUMBAI-400051

BSE Scrip Code: 517330/ NSE Scrip Code: CMICABLES

Sub: Approval of Merger of CMI Energy India Private Limited into CMI Limited by Registrar of Companies (ROC)

Dear Sir,

In continuation to our letter dated April 05, 2019 with respect to Order approving the Scheme of Amalgamation of CMI Energy India Private Limited ("Transferor Company") with CMI Limited ("Transferee Company") by Hon'ble National Company Law Tribunal (NCLT) with **appointed date March 01, 2016**, we would like to inform you that the Registrar of Companies (ROC) has also approved the amalgamation of CMI Energy India Private Limited into CMI Limited on May 13, 2019.

Please note that the Authorised Capital of CMI Energy India Private Limited stands transferred to CMI Limited upon approval of amalgamation by the ROC and *Clause V* of Memorandum of Association (MOA) of CMI Limited shall be read as under:

V. *The Authorised Share Capital of the Company is Rs. 175,00,00,000 (Rupees One Hundred Seventy Five Crore only) divided into 17,50,00,000 (Seventeen Crore Fifty Lakh only) Equity Share of Rs. 10/- (Rupees Ten) each with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special right, privileges or conditions as may determined by or in accordance with the Articles of Association of the Company and vary, modify amalgamate or abrogate any such right, privilege or condition in such manner as may for the time being be provided by the Articles of Association of the Company.*

This is for your information and record.

Thanking you,
For CMI LIMITED



Subodh Kumar
SUBODH KUMAR BARNWAL
COMPANY SECRETARY



MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
CMI LIMITED



COMPANY No. 18031

CIN : L74899DL1967PLC018031

**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME**

IN THE OFFICE OF THE REGISTRAR OF COMPANES, DELHI & HARYANA
(Under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF CHOUDHARI METAL INDUSTRIES PRIVATE LIMITED

I hereby certify that CHOUDHARI METAL INDUSTRIES PRIVATE LIMITED which was originally incorporated on 22nd day of June 1967 under the Companies Act, 1956 and under the name CHOUDHARI METAL INDUSTRIES PRIVATE LIMITED having duly passed the necessary resolution in terms of Section 21 of Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto in the Ministry of Industry & Company Affairs, Deptt of Company Affairs Office of Registrar of Companies, Delhi & Haryana, New Delhi vide their letter No. R.O.C./Approval/21/18031/40025 dated 29-10-1985 the name of the said Company is this day changed to **CMI PRIVATE LIMITED** and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at NEW DELHI this 7th day of NOVEMBER
(One thousand nine hundred & EIGHTY FIVE).



Sd./
(SOORAJ KAPOOR)
REGISTRAR OF COMPANIES
DELHI & HARYANA



CIN : L74899DL1967PLC018031

COMPANY NO. 18031

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME

IN THE OFFICE OF THE REGISTRAR OF COMPANIES, DELHI & HARYANA
(Under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF CHUDHARI METAL INDUSTRIES PRIVATE LIMITED

I hereby certify that CHUDHARI METAL INDUSTRIES PRIVATE LIMITED
which was originally incorporated on 22nd day of June 1957
~~under the Companies Act, 1956 and under~~ Companies Act, 1956 and under
the name CHUDHARI METAL INDUSTRIES PRIVATE LIMITED

having duly passed the necessary resolution in terms of Section 21/
~~Section 21(1)~~ of Companies Act, 1956 and the approval of the Central
Government signified in writing having been accorded thereto in the Ministry
of Industry & Company Affairs, Deptt of Company Affairs Office of
Registrar of Companies, Delhi & Haryana, New Delhi vide their letter No.
R.O.C./Approval/21/18031/40025 dated 29-10-1985

the name of the said Company is this day changed to CMI PRIVATE LIMITED
and this Certificate is
issued pursuant to Section 23(1) of the said Act.

Handwritten signature and stamp
श्री ०-५० प्रमाण
नियम अनुसार जारी
०२०१ एवं २१/११/८५

Given under my hand at NEW DELHI this 7th
day of NOVEMBER (One thousand nine hundred & EIGHTY FIVE)

Handwritten signature
29/11/85

(SOORAJ KAPOOR)
REGISTRAR OF COMPANIES
DELHI & HARYANA

Handwritten notes:
The word "Sonsali" deleted
01543 AG of the Companies
Act 1956 No. 15 of 85

Handwritten notes:
श्री ०-५० प्रमाण
नियम अनुसार जारी
०२०१ एवं २१/११/८५



(THE COMPANIES ACT, 1956)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
CMI LIMITED

(The word 'Private' deleted u/s 43A(1-A) of the companies Act, 1956 w.e.f. 15-6-1988 vide certificate dated 7-11-1988)

- I The name of the Company is CMI LIMITED.
- II The registered office of the Company will be situated in the Union Territory of Delhi.
- III The objects for which the Company is established are as follows:
 - (A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION.
 1. To carry on in India or elsewhere the business of developing, manufacturing, processing, trading, marketing, importing, exporting and/or otherwise dealing in all types of wires and cables including power, telecommunications, marine, electrical, instrumentation, co-axial, optical fibre, jelly filled, rubber insulated, compensating, XLPE & all other type of wires and cables.
 - 1A. To refine all kinds of non-ferrous metals and alloys and to manufacture sheets, rods, wires, conductors, strips, etc. of all kinds of non-ferrous metals and alloys in India or elsewhere.
 2. To carry on in India or elsewhere the business of manufacture of aluminium conductors, aluminum stranded wires, aluminium wires, etc.
 3. To carry on business in India or elsewhere of manufacturers and refiners of, and dealers in, all types of non-ferrous metals and alloys and the rolling, drawing and rerolling etc. of sheets, rods, wires etc.
 4. To carry on the business in India or elsewhere of manufacturers of and dealers in iron, steel, aluminium, glass, copper, lead, silver and other metal pipes, tubes, sheets, rods, squares, plates, coils, seals, wires, ingots, circles and manufacture of bye products and parts in all their respective branches.
 5. To carry on in India or elsewhere the trades or businesses of iron masters, steel makers, steel converters, rolled steel makers, manufacturers of ferro managese, colliery proprietors, coke manufactures, miners, smelter, engineers, tin-plate makers and iron founders in all their respective branches and manufacture of all sorts of bars, rods, alloy and other metals and other sections, sheets and plates, wires, wire products of iron, steel and other metals.
 6. To make all kinds of goods from iron and steel such as machinery, machine parts, tools and implements of all kinds etc.



(B) OTHER OBJECTS WHICH THE COMPANY MAY PURSUE ARE AS FOLLOWS :

7. To purchase, take on lease or otherwise acquire any mines, mining rights or metalliferous lands in India or anywhere in the world and any interests therein and to explore, work, exercise, develop and turn to account the same and to crush get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate, and prepare for market ore, metal and mineral substances of all kinds and to carry on any other metallurgical operations which may seem conducive to any of the objects of the Company.
8. To carry on in any part of the world all or any of the businesses of mechanical engineers, manufacturers, etc.
9. To carry on in any part of the world all or any of the businesses of mechanical engineers, and manufacturers, and manufacturers of all kinds of implements and machinery tool makers, brass founders, metal workers, machinists, iron and steel workers, smiths, metallurgists, chemists, chemical manufacturers, distillers, electric engineers, producers of electric light or power or appliances, water supply engineers, gas makers, gas vendors and gas suppliers, timber merchants, general merchants; and contractors and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in minerals, metals, machinery implements, rolling stock, hardware, and chemicals of all kinds; and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with any of the businesses above specified, or otherwise calculated directly or indirectly to enhance the value of any of the Company's property and rights for the time being, to undertake and execute any contracts for works involving the supply, application, or use of any machinery, chemical, chemical products or processes and to carry out any ancillary of other works comprised in such contracts.
10. To search for, get, work, raise, make merchantable, sell and deal in iron, steel, brass, copper, aluminium and all other metals or metallic substances including alloys, coal, ironstone, limestone, manganese, ferro-manganese, magnesite, clay" fire-clay, brick-clay-earth, bricks, and other metals, minerals and substances, and to manufacture and sell briquettes and other fuels, and generally to undertake and carry on any business, transaction or operation commonly undertaken or carried on by explorers, prospectors or concessionaires, and to search for, win, get, calcine, reduce, amalgamate, dress, refine and prepare for the market any quartz and ore and mineral substances, and to buy, sell, manufacture and deal in minerals and mineral products, plants and machinery and other things capable of being used in connection with mining or metallurgical operations or required by the workmen and others employed by the Company.
11. To acquire whole or any part of the business and undertaking of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly to benefit this Company or to acquire any share of interest in any such business or undertaking or to take or otherwise acquire and hold shares in any such company.
12. To acquire, establish, promote and run or otherwise manage or carry on any industry which the directors may from time to time consider desirable in India or elsewhere in the world and generally to do business in all aspects of



manufacturers, industrialists and financiers and to do all such things as are usual and necessary in relation to or in connection with such industry and business.

13. To buy, sell, manufacture and deal in minerals, plant and machinery, implements, conveniences, provisions and things capable of being used in connection with metallurgical operations or other operations of the Company or required by workmen or others employed by the Company.
- (C) OBJECTS INCIDENTAL AND ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ;
14. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession, amalgamation, absorption or otherwise with any person or company carrying on or engaged in any business or transaction capable of being Conducted so as to directly or indirectly benefit this Company, And to lend money, to guarantee the contracts or otherwise assign any such person or company or to take or otherwise acquire the shares and securities of any such company and to sell, hold, reissue with or without guarantee or otherwise deal with the same.
15. To purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property, machinery, plant, stock-in-trade and any rights or privileges which the Company may think necessary or convenient for the purpose of its business.
16. To carry on business as manufacturers of chemicals and manures, distillers, dye-makers, gas makers, metallurgists, and mechanical engineers, ship-owners, warehousemen, barge owners, planters, farmers and sugar merchants and so far as may be deemed expedient, the business of general merchants and to do any other business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the Main Objects of the Company or calculated directly or indirectly to enhance the value of or render profitable any of the company's properties or rights.
17. To carry on business as selling agents, purchasing agents, sub-agents or agents of any kind or description for and to Government, or any public authority or officer, or any other person, firm, corporate or incorporate body and/or association of persons and/or to do business in any produce, commodity, merchandise, article, or thing and to do any other business which may be usefully carried on in connection with such business or is necessary or usual in connection with the business of acting as agents or as suppliers for any produce, commodity, merchandise, article or thing and for that purpose to enter into necessary agreements, deeds and arrangement.
18. To promote or join in promoting any company having as its objects INTER ALIA the acquiring or taking over or conducting or continuing the business of agents, managing agents, managers, secretaries and treasurers of any company or corporation.
19. To form, constitute or promote or join in promoting companies, syndicates, associations and undertakings of all kinds.
20. To erect and build all such factories, ware-houses, engine-houses, godowns, offices, bungalows, chawls and other houses and buildings with suitable



machinery and water-tanks as may from time to time be necessary or advisable for the purposes of the Company and to enlarge, increase, alter and repair such buildings, machinery and water-tanks.

21. To sell, lease, exchange, surrender, improve, manage, develop, dispose of, turn to account or otherwise deal with the undertaking and rights of the Company, or any part thereof, for such consideration as the Company may think fit and in particular any shares, debentures or debenture stock, or securities fully or partly paid up, or property of any other company and to divide such part or parts, as may be determined by the Company, or the purchase money whether in cash, shares or otherwise in other equivalent which may at any time be received by the Company on the sale of or other dealing with, the whole or part of the property, estate, effects and rights of the Company, amongst the members of the Company, or by way of dividend or bonus or otherwise to deal with the same as the Company may determine. And the Powers contained in this sub-section shall be exercisable whether in view of the winding up of the Company or not.
22. To apply for, purchase or otherwise any patents, brevets, invention, licenses, concessions and the like', conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licence in respect of or otherwise turn to account the property rights or information so acquired.
23. To take or otherwise acquire and to hold shares in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
24. To enter into any arrangements with any governments or authorities supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
25. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to benefit employees or ex-employees of the Company or the dependants or connections of such persons, and to grant pensions and allowances, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibitions, or for any public, general or useful objects.
26. To invest and deal with the money of the Company not immediately required in such manner as may from time to time be determined.
27. To subscribe or contribute or otherwise to assist or guarantee money to charitable, benevolent, scientific, national, public political or any other useful institutions, bodies or purposes or for any exhibitions.
28. To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by issue of debentures or debenture



- stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future) including its uncalled capital.
29. To receive money on deposit or loan upon such terms as the Company may approve, and to make advances to customers and others with or without security and upon such terms as the Company may approve and to give all descriptions of guarantees and indemnities, and generally to act as shroffs for members and customers.
 30. To invest and deal with the money of the Company not immediately required in such manner as may from time to time be determined.
 31. To lend money to such persons or companies and on such terms and conditions as may be deemed expedient and in particular to customers, agents, distributors, staff and others having dealings with the Company and to guarantee the performance of contracts by any such persons or companies provided that the Company shall not carry on the business of banking as defined in the Banking Regulation Act, 1949 or of insurance as defined in the Insurance Act, 1938.
 32. To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
 33. To pay the costs, charges and expenses preliminary and incidental to the formation, establishment and registration of the Company, and to remunerate any parties for services rendered or to be rendered in taking or subscribing procuring or assisting to procure persons to take or subscriber in placing, underwriting, or assisting to place or debenture stock, or, other securities of the Company or in about the formation or promotion of the Company or the conduct of its business.
 34. To sell, improve, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the company.
 35. To amalgamate with any other company having objects altogether or in part similar to those of this Company.
 36. To carry on any other trade or business as can in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension of or in connection with any of the Company's business or as calculated directly or indirectly to develop any branch of the Company's business or to increase the value or turn to account any of the company's assets, property or rights.
 37. To adopt such means of making know to the public the products of the Company as may seem expedient and in particular by advertising in the press, by circulars and by publication of books and periodicals.
 38. To pay out of the funds of the Company the cost and expenses of and incidental to the promotion, formation, establishment and registration of the Company.
 39. To procure the Company to be registered or recognised in any other country or place.
 40. To be appointed and act as trustees for any person or persons or any company or companies and to execute any trust the undertaking of which may be deemed expedient and either for or without payment.



41. To provide for the welfare of directors or ex-directors or employees or ex-employees of the company and the wives, widows and families of the dependants or connections of such persons by building or contributing to the building of houses or dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of institutions and recreations, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, political or any other useful institutions, objects or purposes or for any exhibition.
 42. Subject to and in accordance with the provisions of section 293A of the Companies Act, 1956 to contribute to any political party or for any political purpose to any individual or body.
 43. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, fully or partly paid, debentures or debenture stock (redeemable or perpetual) or securities of any other company having objects altogether or in part similar to those of this Company, and to distribute any such shares, debentures or debenture stock or securities amongst the members of this Company and either by way of dividends or upon any return of capital.
 44. Subject to the provisions of Section 205 of the Companies Act, 1956 to distribute amongst the members any assets of the Company in specie or in kind.
 45. To do all or any of the above acts or things (in any part of the world) as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise either alone or in conjunction with others.
 46. To do all such other things as may seem incidental or conducive to the attainment of the above objects or any of them.
 47. In the event of winding up, to distribute any property of the Company amongst the members in specie or in part.
- IV The liability of the members is limited.
- V The authorised Share Capital of the Company is Rs. 175,00,00,000 (Rupees One Hundred Seventy Five Crore only) divided into 17,50,00,000 (Seventeen Crore Fifty Lakh only) Equity Share of Rs. 10/- (Rupees Ten) each with power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special right, privileges or conditions as may determined by or in accordance with the Articles of Association of the Company and vary, modify amalgamate or abrogate any such right, privilege or condition in such manner as may for the time being be provided by the Articles of Association of the Company.



We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set opposite our respective names :-

Name, Description and Address of the subscriber.	Signature of the subscriber.	Number of shares Subscribed.	Name, Signature of address of witness
Shantilal M. Choudhary 14, Pollock Street Calcutta-1 S/o Mangalchand Chhagnaji Occupation : Merchant		One equity	Chandrakant Kamdar 3, Bow Street Calcutta-12 S/o Uttamchand Kamdar Occupation : Service
Surajmal M. Choudhary 14, Pollock Street Calcutta-1 S/o Mangalchand Chhagnaji Occupation : Merchant		One equity	Chandrakant Kamdar 3, Bow Street Calcutta-12 S/o Uttamchand Kamdar Occupation : Service
Smt. Shantaben S. Choudhari 14, Pollock Street Calcutta-1 W/o Surajmal Mangalchand Occupation : Housewife		One equity	Chandrakant Kamdar 3, Bow Street Calcutta-12 S/o Uttamchand Kamdar Occupation : Service
	Total	Three equity	

Dated this Fourth day of May 1967

