



An IS/ISO 9001, An IS/ISO 14001  
& IS: 18001 Company



## SURYA ROSHNI LIMITED

CIN - L31501HR1973PLC007543

2nd Floor, Padma Tower-1, Rajendra Place, New Delhi-110 008

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E-mail : cs@surya.in Website : www.surya.co.in

**SRL/18-19/ 35**  
**October 1, 2019**

**The Secretary**  
**The Stock Exchange, Mumbai**  
New Trading Ring, 14th Floor,  
Rotunda Building, P.J.Towers,  
Dalal Street, Fort,  
**MUMBAI - 400 001**  
Scrip Code : 500336

**The Manager**  
Listing Department  
**The National stock Exchange of India Ltd**  
Exchange Plaza, 5<sup>th</sup> floor, Plot No. C/1, G Block  
Bandra Kurla Complex, Bandra (E)  
**Mumbai - 400051**  
NSE Symbol : SURYAROSNI

**SUB: ALTERED SET OF MEMORANDUM OF ASSOCIATION OF THE COMPANY IN SUBSTITUTION OF EXISTING MEMORANDUM OF ASSOCIATION AS ADOPTED AND APPROVED BY SHAREHOLDERS IN THE AGM HELD ON 04<sup>TH</sup> SEPTEMBER, 2019 AND REGISTERED ON 1<sup>ST</sup> OCTOBER, 2019 BY MINISTRY OF CORPORATE AFFAIRS (MCA).**

Dear Sir,

In terms of Regulation 30 read with clause 14 of Para A of Part A of Schedule III and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby attached the soft copy of the altered set of Memorandum of Association as per the provisions of the Companies Act, 2013 (in substitution of existing Memorandum of Association) as adopted and approved by the shareholders of the Company in the Annual General Meeting held on 04<sup>th</sup> September, 2019 and the same is Registered on 1<sup>st</sup> October, 2019 by Ministry of Corporate Affairs, New Delhi (MCA).

You are requested to take note of the same.

**For Surya Roshni Limited**

  
**B.B. Singal**  
**Sr. V.P. & Company Secretary**

**Enclosed: as above**



(THE COMPANIES ACT, 2013)  
(PUBLIC COMPANY LIMITED BY SHARES)  
MEMORANDUM OF ASSOCIATION  
OF  
**SURYA ROSHNI LIMITED**

- I. The name of the Company is SURYAROSHNI LIMITED.\*
- II. The Registered Office of the Company will be situated in the State of Haryana.
- III. The objects for which the Company is established are the following :  
**(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE : \$**
  1. To manufacture, process, design, buy, sell, import, exporter or otherwise deal in all kinds of tubes / pipes, pipe fittings, structures, scaffoldings, alloys, strips, telephone and electric transmission poles, castings, components, accessories and all kinds of hardware items, whether made of steel, stainless steel, PVC, Plastics, cement, or of other ferrous or non-ferrous, metal or substance or material; to carry on the business of galvanisers, jappaners, re-rollers, annealors, enameliors and electroplators, and to manufacture, process, repair, convert, buy, sell, import, export or otherwise deal in such products, their raw materials, stores, packing materials, tools, plant and machineries, by-products and commodities.
  2. To carry on the business to manufacture, process, design, import, export, sell, buy or otherwise deal in all kinds of tubes/ pipes, all kinds of components, accessories and other items required in furniture making and manufacture, process, design, repair, alter, import, export, buy, sell, or otherwise deal in all kinds of furniture whether made of steel tubes, steel sheets or of other metal or material and to carry on the business to manufacture, process, buy, sell or otherwise deal in such products, their raw material, stores packing, material, tools, plant and machinery, by-products and allied commodities.
  - \*\*3. To manufacture, process, import, export, buy, sell, contract, distribute or otherwise deal in all or any of the following :
    - (a) All kinds of Electrical goods of lighting, fluorescent tubes, incandescent lamps, miniature lamps, decorative lamps, mercury vapour discharge lamps, carbon lamps, photo flash and all kinds of lamps and tubes, its accessories fittings, components, raw materials, stores, packing materials, plant and machineries, by-products, commodities and other material used directly or indirectly in the manufacture of any type of aforesaid products.
    - (b) All kinds of glass tubes, ampules, rods, bulbs, valves and tubes for radios and television, hollow and pressed glass wares, sheets ordinary, fibured and wired glass, plate glass or any other special type of glass, heat resistant glasswares, laboratory wares, kitchen wares, lead or neutral glass tubes for neon signs or for scientific works, glass shells for lamps and for other use, glass mirrors, reflectors, cut glass or decorative glass-wares, glass wool and fibre glass, optical lenses and camera lenses or any other kind of glass articles whether consumer, industrial or for any use, whatsoever, and its raw materials, accessories, components, fittings, stores, packing materials, plant and machineries, by-products, commodities, and other material used directly or indirectly in the manufacture of the aboveproducts.
  - \*\*\*4. To carry on business of manufacture, buy, sell, distribution, generation, developers, consultants, repairers and dealers of all kind and source of energy such as electrical, mechanical and light derived from conventional and non-conventional method, natural and other sources including in particular from the use of oil, gas, coal, water and other source of energy such as Solar, Geothermal, Wind, Bio Gas, Gobar Gas, Waste and other residual products thereof and to supply, use, purchase, acquire, distribute and apply the same for industrial, commercial, residential and such other purposes.
  - \*\*\*\*5.
    - (a) To carry on the business as owners builders, colonisers, developers, promoters, proprietors, occupiers, lessors, civil contractors, maintainer and mortgagers of residential, commercial and industrial buildings, colonies, Educational Complex, mill's and factory sheds and buildings, workshop's buildings, cinema's houses, buildings and to deal in all kinds of immovable properties whether belonging to the Company or not.
    - (b) To undertake and to carry on the business or purchasing, selling and developing any type of land or plot whether residential, commercial, agricultural, industrial rural or urban that may belong to company or to any other person of whatever nature and to deal in land or immovable properties of any description or nature on commission basis and for that purpose to make agreements to sell the land of the company or of any body else.
    - (c) To erect and construct houses buildings or civil and constructional works of every description on any land of the company or upon any other lands or immovable property and to purchase take on lease, acquire in exchange or otherwise own, hold, occupy, construct, erect, alter, develop, colonise, decorate furnish, puss down, improve repair, renovate, build, plan, layout, set, transfer, mortgage, charge, assign, let out, hire, sublet or sublease all type of lands, plots, buildings, here diamantes, bungalows, quarters, offices, flats, chawls, warehouses godowns, shops, stalls, markets, hotels and restaurant's building banquet halls, houses, structures, construction, tenements, roads, bridges land, estates and immovable properties whether freehold or leasehold of any nature and description and where-ever situated in way and partly consideration for a gross sum or rent or partly in one in other or any consideration.
    - (d) To carry on the business of infrastructure development such as town planners, roads, auditorium, conference

\* Name of the Company was changed from Prakash Tubes Limited vide certificate of Incorporation dated 14th December, 1990.  
\*\* Modified vide special resolution passed on 12.8.1983 and confirmed by the company law board on 16.12.1983.  
\*\*\* Modified vide special resolution passed on 19.01.2006 through Postal Ballot.  
\*\*\*\* Modified vide special resolution passed on 10.01.2007 through Postal Ballot.

**\$ Altered vide special resolution passed on 04.09.2019 in 46<sup>th</sup> AGM**

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For SURYA ROSHNI LTD.



BB Singal



- halls, amusement places, buildings, houses, flats, factories, educational institution, dams, canals, tanks, reservoirs, bridges, hydel projects, power houses, tunnels, culverts, drains, channels, sewages, gardens and other pleasure grounds and all sorts of contract for local, Municipal, State or Central authorities, Government Departments or for any other persons, firms or companies in India or abroad.
- (e) To act as an agent for purchasing, selling, and letting on hire land, agricultural land and houses whether multi-storied, commercial land/or residential buildings on commission basis.
- (f) To consolidate or subdivide, develop, maintain, purchase, and sell into farms or farm houses and sheds and or to sell the same on hire purchase or instalment system or otherwise dispose of the same.
- (g) To acquire land for the construction of multi-storied buildings and to license the flats there in on suitable terms and conditions.
- \*6. (a) To establish and carry on the business as manufacturers, assemblers, buyers, sellers, importers, exporters of and dealers in all kinds of electrical good including inter-alia capacitors, chokes, cutouts, all types of circuit breakers, lightning arrestors, ignition coils, commutators, switchgear solenoids, relays, flashers, dippers, heating elements, filaments, motors, turbines, transformers, induction coils, HRC fuses, meters, rectifiers, converters and alternators, current transformers, switches, switchgears, electronics control gears (Ballasts), panels, electric motors, generators, electric magnets, motor control centers, power control centers, distribution boards, rising mains, bus trucking overhead, bus bar systems, feeder pillars, fans, exhaust fan, PVC Insulation Tapes, iron clad fuse units, distribution boxes and aluminum conductor, steel reinforced transformers, fancy shades, heating elements and condensers, High Mast and other Lamp poles and Light Emitting Diodes (LED's) and Solar Power Equipment Systems and apparatus, wires, cables, winding wires; electric heaters, storage batteries, acid accumulators, cells, dry cells, voltage regulators, stabilizers, inverters and components, accessories and parts thereof.
- (b) To establish and carry on the business as manufacturers, assemblers, buyers, sellers, importers, exporters of and dealers in office and households appliances, fittings and equipment including inter-alia machines, knitting machines, washing machines, embroidering machines, mixies, geysers, typewriters, duplicators, Photostat machines, copying machines, calculating machines, talking machines, Dictaphones, desert coolers, water coolers, air-conditions, refrigeration equipment of all sorts, vacuum cleaners, torches, iron and steel and case/sheet metal products including almirahs, safes, chests, cash boxes, racks, chairs, tables, hospital appliances, utensils, tableware, silverware, cutlery sets, bathroom fittings such as brass fittings, steel fittings, tiles and ceramic ware and components, accessories, attachments, parts and spares thereof.
- (c) To carry on the business of manufacturing, assembling, altering, exchanging, buying, selling, distributing, importing, exporting, and otherwise dealing in electronic and audio-visual goods of every nature and description such as Television, Tape recorders, Radios, Records Players, Video Sets, Stereo system, decks, loudspeakers, amplifiers, gramophones, records, tapes, watches, clocks, walkie-talkies, cameras, cassettes, transistors, electronic flash guns, electronic digital goods, microwave ovens, radio paging systems, computers, miniaturized circuits goods, micro modules, intercommunications sets, microphones, Dictaphones, telecommunication requisites, wireless/laboratory/testing equipments, apparatus, instruments, equipments and devices for amusement and entertainment, electronic good required in any household, trade and industry.
- \*\*7 a) To produce Sponge iron and to set up Steel furnaces and Continuous Casting and plants for producing ferrous and non-ferrous metals, alloy steels, steel ingots, billets and all kinds and all sizes of iron and Steel re-rolled sections i.e. flats, angles, rounds, squares, rails, joints, channels, slabs, strips, sheets, plates, deformed bars, plain and cold twisted bars, structural steel and Shaftings.
- b) To carry on all or any of the business of manufacturers, assemblers, filters, engineers, erectors, founders, smelters, refiners, makers, drawers, wire drawing, sinkers, miners, workers, repairers, hire purchase dealers, import and export agents, representatives, contractors and dealers of and in forging, casting of steel, stainless and special steels, alloys and ferrous and non-ferrous metals, auto parts, tools and implements, dies, jigs, iron and steel products, cast iron and steel, tubular structurals also hot rolled and cold rolled sheets.
- c) To carry on in India or elsewhere, the business of prospecting, exploring, operating, and working on mines, quarries and to win, set, crush, smelt, manufacture, process, excavate, dig, break acquire, develop, exercise, turn to account, survey, produce, prepare, remove, undertake, barter convert, finish, load, unload, handle, transport, buy, sell, import, export, supply, and to act as manufacturer, agent, broker, stockiest, distributor, consultant, contractor, manager, operator, or otherwise to deal in deposits, substances & clay, bentonite, boryles, calcite and coal, lignite, rock, phosphate, brimstone, gold, silver, diamonds, iron, vanadium, mica, aplite, chrome, gypsum, rutile, sulphate, zircon, tungsten, silicon, brass and other allied materials, by products, mixtures, blends, residues & substances.
- d) To search, survey, discover and find out and to acquire by concession, purchase, barter, lease, license, degrees and tenders the allotment or otherwise of land or water area from government, semi-government, local authorities, private bodies, corporation, and other persons such rights, powers, and privileges whatsoever for obtaining mines, open cast mines, quarries, deposits etc. for the accomplishment of above objects.
- e) To carry on the business of the manufacturers of and dealers in all kinds of alloys Ferrous and non-Ferrous, metallic and non-metallic, including Ferromanganese, Ferro Chromium, Ferro Columbium, Ferro-molybdenum, Ferro-phosphorous, Ferro-silicon, Ferro-titanium, Ferro-tungsten, Ferro-vanadium, Silico Manganese metal, Manganese dioxide, chemicals containing Manganese, Pig iron, Sponge iron, Steel, Coke, Steel Scrap, Lead, Copper, Nickel, Aluminum, Zinc, Tin, Titanium and other metals and to carry on the business of founders casters, and mechanical engineers.

\* Modified vide special resolution passed on 20.08.2007 through Postal Ballot.

\*\* Modified vide special resolution passed on 14.01.2008 through Postal Ballot.

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For SURYA ROSHNI LTD.






- (B) **MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A):** \$
1. To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press, by circulars, by publication of books and periodicals and by granting prizes, rewards and donations.
  2. 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 its predecessors in business or connection of such persons, and to grant pensions and allowances, and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public or general useful objects.
  3. To acquire and undertake all or any part of the business, property and liabilities of any person or Company, carrying on any business, which this Company is authorised to carry on, or possessed of property suitable for the purposes of the Company.
  - 3A. To amalgamate with or take-over by amalgamation or otherwise any company or companies having objects altogether or in part similar to those of this Company, subject to the provisions of **the Companies Act, 2013**.
  4. To enter into any arrangement with any Governments, or authority, suprement, 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 all rights, concessions and privileges, which the Company may think it desirable to obtain, and to carry out, exercises and comply with any such arrangements, rights, privileges and concessions.
  5. To enter into any arrangement (including arrangement for sharing of profits, union of interest, co-operation, consultancy), agreement (including partnership, joint venture, reciprocal concessions) or collaboration, technical or financial, and/or otherwise with any Government or Authority, Foreign, Supreme, Central, State, Municipal, local or otherwise or with any other Companies, Associations or persons whether Indian or Foreign that may seem conducive to the Company's objects, or any of them and to obtain from such Government or authority, Company, Firms, Associations or persons all rights, concessions and privileges on such terms and conditions as the Company may think it desirable and to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges, concessions and requirements.
  6. Generally to purchase, take on lease, or in exchange, hire or otherwise, acquire any movable or immovable property, and rights or privileges which the Company may think necessary or convenient with reference to any of these objects and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being.
  7. 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, debentures or securities of any other Company having objects altogether or in part, similar to those of this Company.
  8. To invest and deal with the money of the Company not immediately required upon securities and in such manner as may from time to time be determined.
  - 8A. To lend or deposit monies belonging to or entrusted to the Company or lying at the Company's disposal, to any person including firms, companies, corporations, etc., with or without security upon such terms as may be thought proper; to guarantee the performance and contracts by such persons, firms, company and corporation etc. and to guarantee the payment of money unsecured or secured by or payable under or in respect of bonds, debentures, contracts, mortgages, charges, obligations and other securities of any Authority, Central, State, Municipal, Local or otherwise or of any person whosoever, whether incorporated or not.
  9. To borrow or raise or secure payment of money or to receive money on deposit at interest for any of the purposes of the Company, and at such time or times and in such manner as may be thought fit and in particular by the issue of debentures, or debenture-stock, perpetual or otherwise including debentures, or debenture-stock convertible into shares in this or any other Company or perpetual annuities and as security for any such debentures, or debenture-stock so issued to mortgage, pledge or charge the whole or any part of the property, assets or revenues and profits of the Company present or future including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient, and to purchase redeem or pay off any such securities.
  10. To take or otherwise acquire and 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.
  - 10A. To promote, form or acquire any company and to take, purchase, or acquire shares or interest in company and to transfer to any such company any property of this Company and to take or otherwise acquire, hold and dispose of or otherwise deal in and invest in any shares, debentures and other securities in or of any company or companies either out of its own funds or out of funds that it might borrow by issue of debentures or from bankers or otherwise howsoever, or in any other manner whatsoever; to pay all the costs, charges and expenses of promotion, formation, establishment and registration of such company and to subsidise or otherwise assist any such company subject to the provisions of **the Companies Act, 2013**.
  11. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously, or otherwise.
  12. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
  13. To remunerate any person or Company for services rendered, or guarantee the placing of assisting to place any shares in the Company's capital or any debentures, debenture-stock or other securities of the Company, or the acquisition of property by the Company, or the conduct of its business **subject to provisions of the Companies Act, 2013**.
  14. To distribute in specie any of the property of the Company among the members in the event of its winding up.

\$ **Altered vide special resolution passed on 04.09.2019 in 46<sup>th</sup> AGM**

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For SURYA ROSHNI LTD.



DR. Singal



15. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal in all or any part of the property and rights of the Company.
16. To open an account or accounts with any individual, firm or company or with any Bank or Bankers or Shroffs and to pay into and to withdraw money from such account or accounts.
17. To make donations to such person or institution either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular, to remunerate any person or corporation introducing business to this Company and to subscribe or guarantee money for any exhibition or for any public, general or other objects, and to establish and support, or aid in the establishment and support of charitable institution for the benefit of the employees or of persons having dealings with the Company or the dependents, relatives, or connections of such persons and in particular, friendly or other benefit societies and to grant pension, allowances, gratuities, and bonus either by way of annual payments or a lump sum, and to make payments towards insurance, and to form and contribute to provident and benefit funds, to or for such persons.
18. To create any reserve, sinking fund, insurance funds, or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of other property of the Company or for any other purpose to the interests of the Company.
19. To distribute as dividend or bonus among the members or to place in reserve or otherwise to apply as the Company may from time to time think fit, any money received by way of premium on shares or debentures issued at a premium by the Company and any money received in respect of dividends accrued on forfeited shares and money arising from the sale by the Company of forfeited shares or from unclaimed dividends subject to the provisions of **the Companies Act, 2013 §**.
20. To establish, provide, maintain and conduct or otherwise subsidise, research laboratories and experimental workshops for scientific and technical research, experiments and tests of all kinds and to promote studies and research, both scientific and technical investigation and investment by providing and subsidising libraries, lectures, meetings and conferences and by providing remuneration for scientific and/or technical professors or teachers and by providing for the award of scholarships, prizes, grants and bursaries to students or others and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and investigation of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on and to provide facilities for imparting technical service as training of workers and staff for the purpose of the business of the Company.
21. To apply for, purchase or otherwise acquire any patents, brevets and inventions, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right 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, grant licences in respect of or otherwise turn into account the property, right or information so acquired.
22. To procure the registration or recognition of the Company in or under the laws of any place outside India.
23. To purchase, acquire, hold, invest in and to let out mortgage, pledge, sell, assign, transfer or otherwise dispose of, take on lease or licence or in exchange, hire or otherwise any real and/or personal property and rights or privileges which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the Company and in particular any land (free-hold, household or other tenure), building, easement, machinery, plant and stock-in-trade and on any such lands to erect buildings, factories, sheds, godowns or other structures for the works and purposes of the Company and also for the residence and amenity of Directors, Officers and its employees, staff and other workmen and create and install machinery and plant and other equipments as may deem necessary or convenient or profitable for the purposes of the Company and either to retain any property to be acquired for the purpose of the Company's business or to turn the same to account as may deem expedient.
24. To undertake, carry out, promote and sponsor rural development for promoting the social and economic welfare of, or the uplift of, the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, the programme of rural development shall also include any programme for promoting the social and economic welfare of, or the uplift of, the public in any rural area which the directors consider it likely to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural areas under the Income Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes, incur such expenses as they deem fit or divest or transfer ownership of any property without consideration or at such fair or concessional value as the Directors may think fit, in favour of any public or local body or authority or Central or State Governments or any public institution(s), or trust(s) established under any law for the time being in force.

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§ *Altered vide special resolution passed on 04.09.2019 in 46<sup>th</sup> AGM*

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For SURYA ROSHNI LTD.



BB Singal  
Sr. VP & Company Secretary



25. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may think fit; and the Directors may, without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literatures, periodicals, newspaper, etc., or for organising lectures, seminars, contests, games, etc. likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches & for establishing, conducting or assisting any institution, fund, trust, etc., having any one of the aforesaid objects, by giving donations or otherwise assisting in any other manner and the Directors may at their discretion, in order to implement any of the above mentioned objects or purposes incur such expenses as they deem fit or divest or transfer ownership of any property without consideration or at such fair or concessional value as the Directors may think fit, in favour of any public or local body or authority or Central or State Governments or any public institution(s), or trust(s) or fund (s) established under any law for the time being in force.
26. To appropriate, use or lay out land belonging to the Company for streets, parks, pleasure ground, allotments and other conveniences and to present any such land so laid out to the public or to any person or company conditionally or unconditionally as the Company thinks fit.
27. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with other and to all such other things as may appear to be incidental or conducive to the attainment of the main objects.

**(C) Deleted \$**

**IV. The liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them \$.**

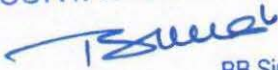
- V. \* The Share Capital of the Company is Rs. 267,50,00,000/- (Rupees Two hundred sixty seven crores fifty lakhs only) divided into 26,13,00,000 Equity Shares of Rs. 10/- each, and 6,20,000 Redeemable Preference Shares of Rs. 100/- with rights, privileges and conditions attaching thereof as are provided in the Articles of Association of the Company for the time being with the power to increase or reduce the Capital and to attach thereto, respectively, such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company for the time being, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 (Companies Act, 1956) or any other law relating to Companies for the time being in force or provided by the Articles of Association of the Company for the time being."

\* Amended vide ordinary resolution on 13th July, 1989, 25th March, 1994, 29th September, 1994, 27th September, 1995, 5th January, 1996 and further amended pursuant to Form No. INC-28 filed on 11th January, 2018 in respect of clubbing of Authorised Capital of Surya Global Steel Tubes Ltd. with the Company vide NCLT, order No. 1697/09-01-2018 dated 11th December, 2017 issued by Hon'ble NCLT, Chandigarh bench for approving the Scheme of arrangement between Surya Global Steel Tubes Ltd.. (Transferor Company) with Surya Roshni Ltd. (Transferee Company).

**\$ Altered vide special resolution passed on 04.09.2019 in 46<sup>th</sup> AGM**

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For SURYA ROSHNI LTD.

  
BB Singal  
Sr. VP & Company Secretary

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 capital of the Company set opposite to our respective name.

Name, Addresses, Descriptions and Occupations of each Subscribers	Number of Shares taken by each Subscribers	Name, Address, Descriptions and Occupation of witness
<p>1. Sh. P.C. Gupta S/o Shri Chandulall Gupta 4/32-A, Punjabi Bagh, New Delhi – 110 026 (Business)</p> <p>2. Sh. Lal Babu Rungta S/o Shri Pokarmalji Rungta 18/36, Shakti Nagar Delhi – 110 007 (Business)</p>	<p>10* (Ten)</p> <p>10* (Ten)</p>	<p>I witness Signatures of both the signatories.</p> <p>Sd/- (K. ANANDA SASTRY) Chartered Accountant SASTRY K. ANANDAM &amp; CO. Chartered Accountants "DAKSHIN SHWAR" Flat -16, IV 10, Hailey Road Road, New Delhi – 110 001</p>
Total Shares Taken	20 (Twenty)	

\* Each Equity Share of Rs. 100/- has since been sub-divided into 10 Shares of Rs. 10/- each.

CERTIFIED TRUE COPY  
For SURYA ROSHNI LTD.  
  
BB Singal  
Sr. VP & Company Secretary