

**MEMORANDUM OF ASSOCIATION
&
ARTICLES OF ASSOCIATION
OF
POWER TRANSMISSION CORPORATION
OF
UTTARAKHAND LIMITED**



प्रारूप आई० आर०

Form I. R.

निगमन का प्रमाण पत्र

CERTIFICATE OF INCORPORATION

ता०..... का सं०.....
No. U40101UR2004SGC028675 of.....

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज.....

.....कम्पनी अधिनियम
१९५६ (१९५६ का १) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that **POWER TRANSMISSION CORPORATION
OF UTTARANCHAL LIMITED**

.....is
this day incorporated under the companies act, 1956 (No. 1 of 1956) and that
company is limited.

मेरे हस्ताक्षर से आज ता०.....को दिया गया।
Given under my hand at **Kanpur** this **27th** day
of **May** **Two thousand Four**



Har Lal
(HAR LAL) 27/5/04

कम्पनी रजिस्ट्रार
उ० प्र० एवं उत्तरांचल कानपुर
Registrar of Companies
U. P. & UTTARANCHAL, KANPUR



Co. No.
U40101UR2004SGC028675

कारोबार प्रारम्भ करने के लिए प्रमाण पत्र

Certificate for Commencement of Business

कम्पनी अधिनियम, १९५६ की धारा १४९ (३) के अनुसरण में

Pursuant of Section 149 (3) of Companies Act, 1956

मैं एतद् द्वारा प्रमाणित करता हूँ कि

कम्पनी अधिनियम १९५६ अधीन तारीख निगमित की गई थी जिसने
आज विहित प्रारूप में सम्यक रूप से सत्यापित घोषणा फाइल कर दी है कि उक्त अधिनियम की
धारा १४९ (१) (क) से लेकर (घ) तक / १४९ (२) (क) से लेकर (ग) तक की शर्तों का अनुपालन
किया गया है, कारोबार प्रारम्भ करने की हकदार है।

I hereby certify that the **POWER TRANSMISSION
CORPORATION OF UTTARANCHAL LIMITED**

Which was incorporated under the Companies Act, 1956 on
the 27th day of May 2004 and which has this day
filed a duly verified declaration in this prescribed form that the
conditions of section 149 (1) (a) to (d) / 149 (2) (a) to (c) of the said Act,
Have been complied with is entitled to commence business.

मेरे हस्ताक्षर से आज ता०..... के में
दिया गया।

Given under my hand at Kanpur
this 28th day of June Two thousand four
and



Har Lal
(HAR LAL) 28/6/04
कम्पनी रजिस्ट्रार
उ० प्र० कानपुर
Registrar of Companies
U.P. KANPUR

भारत सरकार-कम्पनी कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, उत्तर प्रदेश एवं उत्तरांचल

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कार्पोरेट पहचान संख्या : U40101UP2004PLC028675

मैसर्स POWER TRANSMISSION CORPORATION OF UTTARANCHAL LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
POWER TRANSMISSION CORPORATION OF UTTARANCHAL LIMITED

जो मूल रूप में दिनांक सत्ताईस मई दो हजार चार को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
POWER TRANSMISSION CORPORATION OF UTTARANCHAL LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि 507 (अ) दिनांक 24.6.1985 एस्. आर्. एन्. A12062857 दिनांक 05/04/2007 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
POWER TRANSMISSION CORPORATION OF UTTARAKHAND LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा कानपुर में आज दिनांक पांच अप्रैल दो हजार सात को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF COMPANY AFFAIRS
Registrar of Companies, Uttar Pradesh and Uttranchal

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : U40101UP2004PLC028675

In the matter of M/s POWER TRANSMISSION CORPORATION OF UTTARANCHAL LIMITED

I hereby certify that POWER TRANSMISSION CORPORATION OF UTTARANCHAL LIMITED which was originally incorporated on Twenty Seventh day of May Two Thousand Four under the Companies Act, 1956 (No. 1 of 1956) as POWER TRANSMISSION CORPORATION OF UTTARANCHAL LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A12062857 dated 05/04/2007 the name of the said company is this day changed to POWER TRANSMISSION CORPORATION OF UTTARAKHAND LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Kanpur this Fifth day of April Two Thousand Seven.

(DINESH CHAND)
कम्पनी रजिस्ट्रार / Registrar of Companies
उत्तर प्रदेश एवं उत्तरांचल
Uttar Pradesh and Uttranchal

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

POWER TRANSMISSION CORPORATION OF UTTARAKHAND LIMITED
(A GOVT. COMPANY UNDER SECTION 617 OF COMPANIES ACT 1956)

- | | |
|--|--|
| NAME OF THE COMPANY | I. The name of Company is Power Transmission Corporation of Uttarakhand Limited. |
| REGISTERED OFFICE | II. The Registered Office of the Company shall be situated in the State of Uttarakhand |
| OBJECTS | III. The objects for which the company is established are |
| MAIN OBJECTS | A. Main objects to be pursued by the Company on its incorporation |
| Acquire, establish construct and operate extra high voltage, high voltage, medium voltage and low voltage lines and associated sub-stations. | 1. To acquire, establish, construct, take over, erect, lay, operate, run, manage, hire, lease, buy, sell, maintain, enlarge, alter, renovate, modernize, work and use electrical transmission lines and/or network through extra high voltage, high voltage, medium voltage and low voltage lines and associated sub-stations, including cables, wire, accumulators, plants, motors meters, apparatus, computers and material connected with transmission and wheeling of electrical energy along with ancillary services, telecommunication and telemetering equipment in the State of Uttarakhand and elsewhere.

To undertake, for and on behalf of other erection, operation, maintenance, management of extra-high voltage, high voltage, medium voltage and low voltage, lines and associated sub-stations, equipment, apparatus, cable and wires. |
| Co-ordination of Transmission facilities | 2. To co-ordinate the facilities for the inter State, regional and inter regional generation and efficient, economical and integrated transmission and supply of electricity.

To levy and charge such fees and Wheeling charges from the generating, distribution Companies, licensees, bulk consumers as may be specified by appropriate Regulatory Commission. |
| Intra State Transmission | 3. To facilitate and promote transmission, wheeling and inter connection arrangements within the State of Uttarakhand for the transmission and supply of electricity by economical and efficient utilization of the electricity. |
| State Load Despatch Centre | 4. Till a separate SLDC is established as per law, for the time being, to establish, acquire, construct, take over the State Load Despatch Centre and run, manage supervise, operate the State Load Despatch Centre as the apex body to ensure integrated operation of the Power System in the State of Uttarakhand and optimum scheduling and despatch of electricity within the State of Uttarakhand, monitor grid |

operation and levy and collect such fees and charges from the generating companies and licensees engaged in Intra-State Transmission of electricity as may be specified by appropriate Regulatory Commission. To schedule and despatch generation of all units connected to the State power system including the centrally owned generating stations, in respect of the share assigned to the State and electricity purchased from other State undertakings.

Plan, investigate and prepare project reports and load forecast

5. To study, investigate, collect information and data, review operations, plan, research, design, prepare project reports, diagnose operational difficulties and weakness, and advise on the remedial measures to improve and modernize existing Extra High Voltage, High Voltage, Medium Voltage, Low Voltage lines and sub-stations.

To forecast load and plan generations in consultation with distribution companies/licensees and Central Generating Stations.

To tender and/or finalize contract for transmission and wheeling of power from generating stations and other sources.

INCIDENTAL OR ANCILLARY OBJECTS

B. Objects incidental or ancillary to the attainment of the main objects :

To employ staff

1. To employ engineers, consultants, mechanics, masons, carpenters, scaffold setters, painters, electricians and other technicians, commercial and administrative staff and such other staff as may be found necessary for the efficient handling and conduct of the business of the Company, or outsource such activity.

As a helper and serving agency for the subsidiaries

2. To arrange, secure and make available to its subsidiaries and others concerned for the organizations, such facilities, resources, inputs and services as may be required.

To carry on business of Telecommunication

3. To carry on the business of telecommunication utilizing the wires, equipment, apparatus and facilities of the business of the company installed or acquired for the main objects of the Company and utilize such assets and facilities for carrying on or undertaking any activity or service which are capable of being carried on or undertaken in conjunction with the business of the company under the main objects.

Enter into Transmission Service and other Agreements

4. To plan, promote and take up necessary developmental work and enter into Contracts/Transmission Service Agreements/Other Agreements, to act as catalyst and also to provide connected services to them so as to augment optimum utilization of electrical power.

To obtain and comply with
licences, charters,
concessions

5. To enter into any arrangement with the Government of India or Government of Uttarakhand, the appropriate Electricity Regulatory Commission or any Local or State Government or with authorities, national, local, municipal or otherwise or with any person for the purpose of directly or indirectly carrying out the objects or furthering the interest of the Company or its members and to obtain from any such Government, State Authority, the appropriate Electricity Regulatory Commission or other persons any licences, charters subsidies, loans, indemnities, grants, contracts, decrees, rights, sanctions, privileges, permissions, consents, approvals or concessions whatsoever, (whether statutory or otherwise) which the Company may consider it desirable to obtain and to carry out, exercise and comply with the same and to do anything which the Company is authorized or required to do under or by virtue of any licence granted to the Company by the Appropriate Commission or any Statutory Authority for attainment of its objects.

To enter into contracts

6. a) To enter into agreements and contracts with foreign individuals, companies or other organizations for purchase of equipment and for technical, financial or any other assistance, for carrying out all or any of the objects of the Company.
- b) To enter into arrangement with any Government or Authority Central, State, Municipal, Local or otherwise that may seem conducive to the Company's objects and to obtain from any such Government or authority any rights, privileges and concessions and to carryout, exercise and comply with any such arrangements, rights, privileges and concessions.
- c) To enter into contracts of indemnity and guarantee.
- d) To apply for tender, purchase or otherwise acquire any contract and concessions relating to the main objects of the Company.

Borrowing power

7. Subject to provisions of the Companies Act, 1956 and Rules framed thereunder from time to time and subject to other laws or directives if any, to borrow money and obtain foreign lines of credits/grants/aids etc. or to receive money or deposits from public for the purpose of the Company's business in such manner and on such terms and with such rights, privileges and obligations as the Company may think fit. The Company may issue bonds/debentures whether secured or unsecured, bills of exchange, promissory notes or other securities, mortgage or charge on all or any of the immovable and movable properties, present or future and all or any of the uncalled capital for the time being of the Company as the Company may deem fit and to repay, redeem or pay off any such securities of charges.

- To acquire and lease property 8. To own, possess, acquire by purchase, lease, other rights and interests, exchange or hire real estate, equipment and transmission lines, lands, buildings, apartments, plants, machinery and hereditament of any tenure or descriptions situated in India or abroad or any estate or interest therein and any right over or connected with land so situated and turn the same to account in any manner as may seem necessary or convenient for the purpose of business of the Company and to hold, improve, exploit, reorganize, manage, lease, sell exchange or otherwise dispose of whole or any part thereof.
- To lend money 9. To lend money on property or on mortgage of immovable property or against bank guarantee and to make advances of money against future supply of goods and services on such terms as the Directors may consider necessary and to invest money of the Company in such manner as the Directors may think fit and to sell, transfer or deal with the same, but the Company shall not carry on the business of Banking as defined in the Banking Companies Regulations Act, 1949.
- To invest money 10. To accumulate funds and to invest or otherwise employ monies belonging to or with the Company and not immediately required, in the purchase or acquisition of any shares, securities or other investments (not being shares in this Company) whatsoever, whether movable or immovable, upon such terms as may be thought proper and from time to time, to vary all or any such investments in such manner as the Company may think fit subject to provisions of the Companies Act, 1956.
- To insure property 11. To insure any of the rights, properties, undertaking, contracts, guarantees or obligations or profits of the Company of every nature and kind in any manner with any person, firm, association or company for the business of the Company.
- To acquire business/ companies 12. To acquire, possess and undertake whole or any part of the business, assets, property, goodwill, rights and liabilities of any person, firm, society, association, corporation or company carrying on any business which the Company is authorized to carry on.
- To obtain authority to carry out its objects 13. a) To obtain, apply for arrange for the issue or enactment of order or Act of Legislature or Act of Authority in India or any other part of the world for enabling the Company to obtain powers, authority, protection, financial and other help, necessary or expedient to carry out or extend any of the objects of the Company or for any other purpose which may seem expedient, and to oppose any proceedings or application or any other

endeavors, steps or measures which may seem directly or indirectly, or indirectly calculated to prejudice the Company's interests.

b) To establish, maintain, generate, operate, run, manage, conduct, limited right to use electrical generation for achievement or carrying out all or any of the objects.

To acquire know-how etc.

14. To apply for purchase or otherwise acquire any trade marks, patents, or inventions, licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use of any secret or other information to any invention which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem, directly or indirectly calculated to benefit the Company and to use, exercise, develop or grant licenses in respect of, or otherwise, turn to account the property, right or information so acquired.

To undertake research, development and training

15. a) To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshop for scientific, technical or research experiments and to undertake and carry on directly or in collaboration with other agencies, scientific and technical research experiments and tests of all kinds and to process, improve and invent new products and their techniques of manufacture and to promote, encourage, reward in every manner, studies and research, scientific and technical investigation of any kind that may be considered likely to assist, encourage and promote recent advance in technology, economics, import substitution or any business which the Company is authorized to carry on.

b) To establish, maintain and operate technical training institution and hostels for engineers of all types and all other technical staff and artisans and mechanics of all types and kinds and accountants and others in India or any part of the world: to make such other arrangements as may be expedient for the training of all categories of officers, workers, clerks, storekeepers and other personnel likely to be useful to or assist in any business which the Company is authorized to carry on.

To improve property etc.

16. To sell, improve, manage, develop, exchange, loan or lease or let, under lease, sub-let, mortgage, dispose or, deal with in any manner, turn to account or otherwise deal with any rights or property of the company.

To undertake joint venture

17. To amalgamate or enter into partnership, enter into any consortium or arrangement for sharing of funding or profits in a cooperative or joint venture with any person or company or body or authority including Government, Central, State or local, carrying on or

engaged in any operation capable of being conducted so conveniently in co-operation with the business of the company or directly or indirectly to benefit the company or to the activities for which the Company has been established.

- To provide for welfare of employees
18. To provide for the amelioration and welfare of persons employed or formerly employed by the Company and or its predecessor and the wives, families, dependents of such persons by building or contributing to the building of the houses, dwellings or by grants of money, pensions, allowances, bonuses or other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds or trusts or by helping persons employed by the Company to effect or maintain insurance on their lives by contributing to the payment of premium or otherwise and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
- To sell property
19. To sell, dispose of or hire an 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 association, corporation or company, to promote or aid in the promotion of any other company or partnership for the purpose of acquiring all or any of the properties, rights or liabilities of the Company or any other purposes which may seem directly or indirectly calculated to benefit the Company.
- To establish agencies etc.
20. To establish and maintain agencies, branches and local registers, to procure registration or recognition of the Company and carry on business in any part of the world and take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by the local companies or partnerships or as may be thought desirable.
- To subscribe for shares
21. To subscribe for, underwrite, purchase, or otherwise acquire and to hold, dispose of and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits or other similar documents issued by any Government, Authority, Corporation or body or by any company or body of persons and any option or right in respect thereof.
- To create depreciation funds
22. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or redeemable preference shares or for any other purposes whatsoever conducive to the interests of the Company.

The existing clause of the Memorandum of Association be and is hereby deleted and be substituted by the following by amendment approved in Extra Ordinary General Meeting held on 30.04.2005.

"The authorised share capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,000 equity shares of Rs. 1000/- each."

The existing clause of the Memorandum of Association be and is hereby deleted and be substituted by the following by amendment approved in Extra Ordinary General Meeting held on 29.07.2005.

"The authorised share capital of the Company is Rs. 100,00,00,000/- (Rupees Hundred Crores only) divided into 10,00,000 equity shares of Rs. 1000/- each."

The existing clause of the Memorandum of Association be and is hereby deleted and be substituted by the following by amendment approved in Extra Ordinary General Meeting held on 24.10.2007.

"The authorised share capital of the Company is Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) divided into 20,00,000 equity shares of Rs. 1000/- each."

The existing clause of the Memorandum of Association be and is hereby deleted and be substituted by the following by amendment approved in Extra Ordinary General Meeting held on 25.10.2010.

"The authorized share capital of the Company is Rs. 500,00,00,000/- (Rupees Five Hundred Crores Only) divided into 50,00,000 equity shares of Rs. 1,000/- each."

The existing clause of the Memorandum of Association be and is hereby deleted and be substituted by the following done by amendment approved in the 12th Annual General Meeting held on 17.12.2016.

"V. The Authorized Share Capital of the Company is Rs Rs.1000 Crores (Rupees One Thousand Crores Only) divided into 1,00,00,000 equity shares of Rs 1000 each"

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| To open accounts in banks | 23. | To open an account or accounts with any firm or company or with any nationalized bank or bankers and to pay into and withdraw money from such account or accounts. |
| To acquire part of companies | 24. | To acquire and hold all or any part of the share or loan capital or other securities of any other company or body having similar objects as the Company, and so sell or dispose of or transfer any such shares, loan interest, securities. |
| To carry on Consultancy Services | 25. | To promote, organize or carry on the business of Consultancy services in any field of activity in which it is engaged. |
| To promote other companies | 26. | To promote, or concur in the promotion of any company, the promotion of which shall be considered desirable in furtherance of the object or any objects of the company. |
| To carry on convenient business | 27. | Generally to do all such other things as may be deemed incidental or ancillary to the attainment of all or any of the above objects and to carry on any business which may conveniently be carried on in connection with any of the Company's objects or are directly calculated to enhance the value or render profitable any of the Company's property or rights. |
| To act as an entrepreneur on behalf of Central or State Government | 28. | To act as an entrepreneur on behalf of the Central or any State Government, to identify new areas of economic investment and to undertake or help in undertaking of such investments. |
| To collect information etc. | 29. | To arrange, receive and collect all relevant information in regard to any business carried on by the Company. |

C. Other Objects :

Limited Liability

The liability of the members is limited.

The authorized share capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into Rs. 1,00,000/- equity shares of Rs. 1,000/- each.

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 :-

S.N.	Name of Subscriber, address, description and occupation	No of equity shares taken by each subscriber	Signature of Subscriber	Signature of witness and his address, description and occupation
1.	SUBBAROYAN KRISHNAN S/o Late K. SUBBAROYAN A-6, Tehri House Colony Opp. GRD, Academy Rajpur Road, Dehradun Govt. Service	ONE		(H.P. VYAS) COMPANY SECRETARY UTTARAKHAND POWER CORPORATION LTD. URJA BHAWAN, DEHRADUN
2.	PURAN CHAND SHARMA S/o Late Srianth Sharma 39-I, Vasant Vihar, Dehradun Govt. Service	ONE		
3.	RADHA RATURI W/o Anil Raturi 1-Bhagirathi Puram Jakhan, Dehradun Govt. Service	ONE		
4.	SANJEEV CHOPRA S/o Sri S.K. Chopra 21- Indira Nagar, Dehradun Govt. Service	ONE		
5.	INDU KUMAR PANDE S/o Late C.C. Pande T-15, Yamuna Colony, Dehradun Govt. Service	ONE		
6.	ARVIND SINGH HYANKI S/o Sri D.S. Hyanki 2/IV Officers Colony Race Course, Dehradun Govt. Service	ONE		
7.	DR. MOHAN CHANDRA JOSHI S/o Sri K.D. Joshi 7-1, Yamuna Colony, Dehradun Govt. Service	FOUR HUNDRED AND NINETY FOUR		
	TOTAL	FIVE HUNDRED EQUITY SHARES(500)		

INCORPORATED UNDER THE COMPANIES ACT, 1956
ARTICLES OF ASSOCIATION
OF
POWER TRANSMISSION CORPORATION OF UTTARAKHAND LIMITED
COMPANY LIMITED BY SHARES
(A GOVT. COMPANY UNDER SECTION 617 OF COMPANIES ACT 1956)

INTERPRETATION

Interpretation Clause	1. In the interpretation of the Memorandum of Association and these Articles, the following words shall have the following meaning, unless repugnant to the subject or context:
The Act	The "Act" means the Companies Act, 1956 as amended from time to time being in force and other provisions of law relating to companies in force in India.
The Board or Board of Directors	"The Board" or the "Board of Directors" means the Board of Directors for the time being or as modified from time to time.
Capital	"Capital" means the capital for the time being raised or authorized to be raised for the purpose of the Company.
Chairman	"Chairman" means, the Chairman of the Board of Directors for the time being of the Company.
Company	"Company" means the POWER TRANSMISSION CORPORATION OF UTTARAKHAND LIMITED, an Uttarakhand Government Company.
Director(s)	"Director(s)" means each person from time to time holding the office of Director of the Company or, as the case may be, Directors assembled at Board.
Dividend	"Dividend" includes bonus shares
Debenture	"Debenture(s)" includes debenture stock, bonds, and other security of the Company
Executive or Administrator	"Executive" or "Administrator" means a person who has obtained probate or letters of administration as the case may be from a competent court.
Equity Share Capital	"Equity Share Capital" means the total equity of the Company agreed to be issued and called the authorized capital of the Company, as mentioned in the Memorandum of Association of the Company.
Financial Institutions	"Financial Institutions" means the institutions specified by the Central Govt. under Section 4A of the Act.
Government	"Government" means the Government of Uttarakhand/Central Government
General Meeting	"General Meeting" includes any annual general meeting, extraordinary general meeting or ordinary general meeting of the Company.

Gender, number, body, corporate etc.	Unless the context otherwise requires:- (a) words in the singular include the plural and vice versa; (b) words importing any gender include all genders; (c) a reference to a person includes a reference to a body corporate and to unincorporated body of persons; (d) a reference to execution shall include any mode of execution and the word "executed" shall be constructed accordingly; (e) a reference to any Statute or provision of a Statute includes a reference to any amendment, modification or re-enactment of it from time to time in force.
Marginal Notes	The marginal notes to the Regulations shall not affect the construction thereof.
Month	"Month" means a calendar month
Member	"Member" means any person whose name is entered in the Register as the holder of Shares.
Office	"Office" means the Registered Office of the Company
Other Expressions	Unless the context otherwise requires, other words or expressions contained in these Articles shall bear the same meaning as are assigned to them in the Act or any Statutory modifications thereof.
Paid-up-Capital	"Paid-up-Capital" includes capital credited as paid-up
Person	"Person" includes Corporations as well as individuals
Register	"Register" means the Register of Members to be kept under the provision of the Act.
Registrar	"Registrar" means the Registrar of Companies of the State in which the Registered Office of the Company is situated.
These Presents or Regulations	"These Presents" or "Regulations" means these Articles of Association as originally framed or altered from time to time and include the Memorandum where the context so requires.
Seal	"Seal" means the common seal of the Company.
Shares	"Shares" means the share or stock into which the capital is divided and the interest corresponding with such share or stock.
Writing	"Writing" shall include printing and lithography and any other mode of representing or reproducing words in the visible form.
Year or Financial Year	"Year" in the relation to finances means "Financial Year" and shall have the meaning assigned thereto by Section 2(17) of the Act.
Table 'A' Exceptions	2. Subjects as hereinafter provided in these Articles, the regulations in Table "A" in the schedule to the Companies Act, 1956 shall apply to the Company and constitute its Regulations, except in so far they are hereinafter expressly or impliedly excluded, modified or varied by these Articles and where any provision of the regulations in Table "A" is inconsistent with a provision contained in these Articles, the relevant provision of Table 'A' shall be deemed

The existing Article - 4 of the Article of Association be and is hereby deleted and be substituted by the following by amendment approved in Extra Ordinary General Meeting held on 30.04.2005.

"The authorised share capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores only) divided into 3,00,000 equity shares of Rs. 1000/- each."

The existing Article - 4 of the Article of Association be and is hereby deleted and be substituted by the following by amendment approved in Extra Ordinary General Meeting held on 29.07.2005.

"The authorised share capital of the Company is Rs. 100,00,00,000/- (Rupees Hundred Crores only) divided into 10,00,000 equity shares of Rs. 1000/- each."

The existing Article - 4 of the Article of Association be and is hereby deleted and be substituted by the following by amendment approved in Extra Ordinary General Meeting held on 24.10.2007.

"The authorised share capital of the Company is Rs. 200,00,00,000/- (Rupees Two Hundred Crores only) divided into 20,00,000 equity shares of Rs. 1000/- each."

The existing Article -4 of the Article of Association be and is hereby deleted and be substituted by the following by amendment approved in Extra Ordinary General Meeting held on 25.10.2010.

"The authorized share capital of the Company is Rs. 500,00,00,000/- (Rupees Two Hundred Crores Only) divided into 50,00,000 equity shares of Rs. 1,000/- each."

The existing Article-4 of the Article of Association be and is hereby deleted and be substituted by the following done by amendment approved in the 12th Annual General Meeting held on 17.12.2016.

"The Authorized Share Capital of the Company is as contained in Clause V of the Memorandum of Association of the Company"

to have been modified in its application to the Company to the extent of the inconsistency.

Company to be
governed by these
Articles

3. The Regulations for the management of the Company and for the observance of the members thereof and the representatives shall, subject as aforesaid and to the exercise of the Statutory powers of the Company, in reference to the repeal or alteration of or addition to its Articles of Association, by special Resolutions as prescribed or permitted by the Act, be such as are contained in these Articles.

CAPITAL AND SHARES

Cap.

Allotment of Shares

4. The authorized share capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into One Lac equity shares of Rs. 1,000/- each.
5. Subject to the provisions of the Act and these Articles the shares shall be under the control of the Board of Directors who may allot or otherwise dispose of the same.

CERTIFICATES

Members right to
certificate

Issue of new
certificates in place of
one defaced, lost or
destroyed

6. Every person whose name is entered as a member in the Register shall, without payment, be entitled to a certificate under the common seal of the company, specifying the share or shares held by him and the amount paid thereon, to be issued in accordance with provisions of the Companies (Issue of share certificates) Rules, 1960, or any Statutory modification or re-enactment thereof for the time being in force.
7. If any certificates be old, decrepit, worn out, torn or defaced or where the cages on its reverse side for recording transfers have been duly utilized, then upon surrender thereof to the Company, the Board shall order the same to be cancelled and issue a new certificate; if lost or destroyed, then upon proof of such indemnity and the payment of out of pocket expenses incurred by the Company in investigation evidence, as the Board thinks fit, a new certificate in lieu thereof shall be given to the person entitled to such lost or destroyed certificate on a fee of Rs. 2/- for each such certificate or such smaller fee as the Board may determine.

TRANSFER AND TRANSMISSION OF SHARES OR DEBENTURES

Transfer and
Transmission of shares
or Debentures

Register of Transfer

8. The right of members of debenture holders to transfer their shares or debentures shall be subject to the provisions of part IV of the Act, and the Directors may, in their absolute and uncontrolled discretion refuse to register a transfer of share or debenture.
9. The Company shall keep the Registers of Transfer of shares and Transfer of debentures and therein enter the particulars of transfers or transmission of any share or debenture.

- | | |
|-----------------------------|---|
| Execution of Transfers | 10. The instrument of transfer of any share or debenture in the Company shall be executed both by the transferor and transferee, and the transferors shall be deemed to remain holder of the share or debenture until the name of the transferee is entered in the Register of Members of debenture holders in respect thereof. |
| Transmission of shares etc. | 11. Nothing contained in Article 8 shall prejudice any power of the Company to register as shareholder or debenture holder, any person to whom the right to any share or debenture in the Company has been transmitted by operation of law. |

INCREASE, REDUCTION AND ALTERATION OF CAPITAL

- | | |
|---|---|
| Increase of Capital | 12. Subject to the provisions of the Act and approval of the Govt. of Uttarakhand, the Company in a General Meeting, may increase the share capital by such sum to be divided into shares of such amount as the resolution shall prescribe |
| New Shares | 13. New shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereof shall direct. Provided that no shares (not being preference shares) shall be issued carrying voting rights or rights in the Company as to dividend, capital or otherwise, which are disproportionate to the rights attaching to the holders of other shares (not being preference shares). |
| When Shares to be offered to existing members | 14. The new shares (resulting from an increase of capital as aforesaid) may be issued or disposed of in accordance with the provisions of Article 5. |
| New shares to be part of original capital | 15. Except so far as otherwise provided by the condition of issue or by the Articles, any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions hereinto contained with reference to the payment of calls and installments, transfer and transmission, forfeiture, lien, surrender, voting and otherwise. |
| Reduction of capital | 16. Subject to the provisions of section 100 to 104 of the Act, the Company may from time to time, by special resolution, reduce its capital by paying off capital or canceling capital which has been lost or is unrepresented by available assets or is superfluous or by reducing the liability on the shares or otherwise as may seem expedient and capital may be paid off upon the footing that it may be called upon again or otherwise and the Board may, subject to the provisions of the Act, accept surrender of shares. |
| Sub-division and consolidation of shares | 17. The Company in a general meeting may from time to time subdivide or consolidate its shares or any of them and exercise any other powers conferred by sub-section (1) (a) to (e) of section 94 of the Act and shall file with the Registrar such notice in exercise of any such powers as may be required by the Act. |

BORROWING POWERS

Powers of Borrow

18. Subject to the provisions of section 292 and 293 of the Act, the Board may, by means of a resolution passed at a meeting of the Board from time to time, borrow and/or secure the payment of any sum of money for the purpose of the Company from any source, provided however where the moneys to be borrowed together with moneys already borrowed exceeds the aggregate of the paid up capital of the Company and its free reserves, the Board shall not borrow such moneys except with the consent of the Company in General Meeting.

Board to determine conditions on which moneys may be borrowed

19. The Board may raise or secure the payment to such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit, including by issue of bonds and debentures, perpetual or redeemable by the creation of any part of the property (both present and future) of the Company including its uncalled capital for the time being.

Issue at discount etc. or with special privileges

20. Subject to the provisions of section 79 of the Act, debentures, bonds or other securities may be issued at a discount premium or otherwise and with any special privileges, as to redemption surrender, drawing and allotment of shares.

GENERAL MEETING

21(a). The Company shall, in each year, in addition to any other meeting, hold a General Meeting of the Company within six months after the expiry of each financial year of the company and not more than fifteen months shall lapse between the date of one General Meeting and that of the next, except where the Registrar, for any special reason, extends the time within which any such General Meeting may be held. Each such General Meeting shall be called as "Annual General Meeting" and shall be specified as such in the notice convening the meeting. Any other general meeting of the company shall be called an "Extraordinary General Meeting". Sections 166 and 210 of the Companies Act shall be duly complied with, in respect of holding of Annual General Meeting.

(b) Every such Annual General Meeting shall be called for at a time during business hours on a day that is not a public holiday and shall be held either at the Registered Office of the Company or at such other convenient place in the city in which the Registered Office is situated, as may be determined by the Board.

Notice of General Meeting

22. The least twenty one clear days notice in writing specifying the place, day and hour of general meetings with a statement of business to be transacted at the meeting shall be served on every member in the manner provided by the Act but with the consent, in writing, of all the members entitled to receive notice of the same, any general meeting may be convened by such shorter notice and in such manner as those members may think fit.

Omission to give notice not to invalidate a resolution passed 23. The accidental omission to give notice or the non-receipt thereof by any member shall not invalidate any resolution passed at any such meeting.

Quorum for General Meeting 24. The quorum for a general meeting of the company shall be five members present in person.

Chairman of General Meeting 25. At every general meeting the Chairman of the Board of Directors shall be entitled to take the Chair but if the Chairman is not present within fifteen minutes after the time appointed for holding such meeting, the members present shall choose another Director as Chairman and if no Director shall be present or if all the Directors present decline to take the Chair, then members present shall choose one of the members amongst them to be the Chairman.

Chairman's decision conclusive 26. The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

VOTE OF MEMBERS

Vote of members 27. Every member entitled to vote and present in person or by proxy shall have one vote for each share held by him. The Chairman shall have a casting or second vote in case there is any equality of votes at the general meeting.

Vote in respect of deceased members 28. Any person entitled under the transmission clause to transfer any shares may vote at a General Meeting in respect thereof as if he was the registered holder of such shares provided that at least 72 hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposed to vote, he shall satisfy the Directors of his right to transfer such shares unless Directors shall have previously admitted his right to vote at such meeting in respect thereof.

Form of Proxy 29. Every instrument of proxy for specified meeting or otherwise shall, as nearly as circumstances will admit, be in the form or to the effect following:

POWER TRANSMISSION CORPORATION OF UTTARAKHAND LIMITED.

I/Wea member/members of the POWER TRANSMISSION CORPORATION OF UTTARAKHAND LIMITED, hereby appointof(failing him) as my/our proxy to attend and vote for me/our behalf at the Annul General Meeting/General Meeting not being an Annual General Meeting) of the Company to be held on the day of and at any adjournment thereof.

Signed this day of

Revenue Stamp

Signature.....

Company not bound to recognize any interests in shares other than that of the registered holders.

30. Save as herein otherwise provided, the Directors shall be entitled to treat the person whose name appears on the Register of Members as the holder of share as the absolute owner thereof and accordingly shall not (except as ordered, by a Court of competent jurisdiction or as by law required) be bound to recognize any Benami trust of equitable contingent or other claim of or interest in such share on the part of any person whether or not it shall have express or implied notice thereof.

BOARD OF DIRECTORS

Business of the Company

31. Subject to the provisions of the Act, the business of the Company shall be managed by a Board of Directors.

Number of Directors

32. The number of Directors of the Company shall be not less than 3 (three) and not more than 12 (twelve) including Nominee Directors appointed under Article 35. The Directors shall not be required to hold any qualification shares. None of the Directors shall be liable to retire by rotation.

33. At the incorporation of the Company the following persons shall be the first Directors of the Company :-

1. Sri Subbaroyan Krishnan
2. Sri Indu Kumar Pande
3. Sri Mohan Chander Joshi

Appointment of Board of Directors and the Chairman

34. Subject to the provisions of the Act, so long as the Government of Uttarakhand holds the majority or controlling shares of the Company, the Directors of the Company including the Chairman, whole time and part time Directors, other than, those nominated by Financial Institution under Article 35 and the first Directors, shall be appointed by the Govt. of Uttarakhand in accordance with the following procedure.

- (a) The Government of Uttarakhand shall constitute a Selection Committee consisting of nominees from the State Government and such other experts as the State Government may decide, to select and recommend the persons to be appointed as Managing Director and Whole Time Directors.
 - (b) The Managing Director and Whole Time Directors shall be appointed for a tenure as the Govt. of Uttarakhand may fix and shall be subject to removal by the Govt. of Uttarakhand.
 - (c) Subject to the provisions of the Companies Act, 1956, the Managing Director and the Whole Time Directors of the Company shall be paid such remuneration and allowances as the Govt. of Uttarakhand may decide.
 - (d) The Principal Secretary / Secretary (Energy), Govt. of Uttarakhand or an officer of the Govt. of Uttarakhand as may be appointed or designated by the State Govt. be the Chairman of the Company.
 - (e) The Govt. of Uttarakhand may also appoint/designate one or more part time Directors in the Company.
 - (f) The Govt. of Uttarakhand may make necessary adhoc arrangement for vacancies at the level of Managing Director/Whole Time Directors which may arise due to illness, resignation, leave or any other circumstance thereof.
35. Where any investment and finance corporation makes loans to the Company or give guarantees in connection with the grant of a loan to or the supply of machinery or other equipment for the Company, it shall be entitled to nominate a Director or Directors of the Company, if that be agreed to as a condition of the grant of loan or giving of such guarantee. The Directors so appointed would have the same powers and privileges as other Directors of the Company.

Certain persons not to be appointed as Directors

36. The Office of a Director shall become vacant if :
- (a) He is found to be unsound in mind by a Court of Competent jurisdiction;
 - (b) He applies to be adjudicated an insolvent;
 - (c) He is adjudged as an insolvent;
 - (d) He is convicted by a Court of India for any offence and is sentenced in respect thereof to imprisonment for not less than six months;
 - (e) He fails to pay any call in respect of shares of the Company held by him whether alone or jointly with others within six months from the last date fixed for payment of the call;
 - (f) He absents himself from three consecutive meetings of the Board of Directors or from all meetings of the Board for a continuous period of three months. Whichever is longer without obtaining leave of absence from the Board;
 - (g) He or any firm in which he is a partner or any private company of which he is a Director, accepts a loan or any guarantee or security for a loan from the Company;

- (h) He fails to disclose the nature of his concern or interest in any contract or arrangement or proposed contract or arrangement entered into by/or on behalf of the Company as required under section 299 of the Act;
- (i) He becomes disqualified by order of the Court under section 203 of the Act;
- (j) He is removed in pursuance of Article 34 (b) above or section 284 of the Act;
- (k) He is concerned or participates in the profits of any contract with the Company;

Provided that no Director shall vacate his office, by reason of his becoming a member of the Company which has entered into contract with or done any work for the Company of which he is a Director, but a Director shall not vote in respect of any such contract or work and if he franchise his vote shall not be counted.

Disqualification referred to in sub-clause (c) (d) and (i) above shall not take effect-

- (a) For thirty days from date of adjudication, sentence or order.
- (b) Where any appeal or petition is preferred within thirty days aforesaid against the adjudication or conviction resulting in the sentence or order until the expiry of seven days from the date on which such appeal or petition is disposed of;
- (c) Where within the seven days aforesaid any further appeal or petition in respect of adjudication, sentence, conviction or order and the appeal or petition if allowed would result in the removal if the disqualification until such further appeal or petition is disposed of;

Special position
Managing Director
Alternate Director

- 37. A Managing Director, if he ceases to hold the office of Director, shall ipso facto and immediately cease to be a Managing Director.
- 38. Subject to the provisions of section 313 of the Act in place of a Director who is out of India or is about to go out of India or who expects to be absent for not less than three months from the State in which meetings of the Directors are ordinarily held, the Board may appoint any person to be an Alternate Director during his absence. The Alternate Director shall be entitled to notice of meeting of the Board and to vote.

PROCEEDINGS OF THE BOARD OF DIRECTORS

Meeting of Directors

- 39. The Directors may meet together as a Board for the disposal of business from time to time and unless the Central Government by virtue of the provisions of section 285 of the Act otherwise directs shall so meet at least once in every three calendar months and at least four such meetings shall be held in every year. The Directors may adjourn and otherwise regulate their meetings, as they think fit.

Notice of Meeting

- 40. Notice of every meeting of the Board shall be given in writing to every Director at his usual address at least seven days before the meeting.

Quorum

41. Subject to the provisions of section 287 of the Act, the quorum for a meeting of the Board shall be one third of its total strength (excluding Director, if any, whose places may be vacant at the time) or three Director, if any, whichever is greater, provided that in calculating the said one-third any fraction of a number shall be treated as whole member.

Adjournment of meeting for want of quorum

42. If a meeting of the Board could not be held for want of a quorum then the meeting shall automatically stand adjourned to such other time as may be fixed by the Chairman.

When meeting to be convened

43. A Director may at any time and the Secretary of the Company shall on the request of a Director convene a meeting of the Board by giving a seven days clear notice in writing to every Director at his usual address. Notice may be given by telegram or other comparable means to a Director who has his usual address out side the State of Uttarakhand.

Chairman

44. Chairman as appointed/designated under Article 34 shall be the Chairman of the Board. If at any meting of the Board, the Chairman is not present within fifteen minutes after the time appointed for holding the same, the Directors may choose one of the Directors present to be the Chairman of the meeting.

Director may appoint committees

45. Subject to the restrictions contained in section 292 of the Act, the Board may delegate any of its powers to the Chairman of the Company, Managing Director of the Company, Whole Time Directors of the Company or to committees of the Board consisting of such Member or Members or one or more Directors and a Member or Members of the Company as it thinks fit, and it may from time to time revoke and discharge any such person or committee of the Board either wholly or in part and either as to persons or purposes but every such person or committee of the Board so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed on it by the Board.

Interested Directors not to vote in Board proceedings

46. In addition to the provisions of Section 299 of the Act, at a Board meeting no Director shall take any part in the discussion of, or vote on, any contract or arrangement entered into, or to be entered into, by or on behalf of the Company if he is in any way, whether directly or indirectly, interested or concerned in such contract or arrangement, and if he does so his vote shall not be counted, and the presence of such Director shall not count for the purpose of forming a quorum at the time of any such discussion or vote.

Resolution by Circulation

47. No resolution shall be deemed to have been duly passed by the Board or by a committee thereof by circulation unless the resolution is circulated in draft, together with the necessary papers, if any, to all the Directors or to all the Members of the committee as has been approved by such Directors or Members or by a majority of them and as are entitled to vote on the resolution.

Acts of Board or
Committees valid
notwithstanding
defective appointment

48. All acts done by any meeting of the Board or by a committee of the Board or by any person acting as a Director shall notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid, or that they or any of them had been terminated by virtue of any provisions contained in the Act or in these Articles, be as valid as if every such person had been duly appointed, and was qualified to be a Director and has not vacated his office or his appointment had not been terminated, provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid.

Minutes of proceedings
of the Board

49. (1) The Company shall cause minutes of all proceedings of every meeting of the Board to be kept, in accordance with section 193 or the Act.
- (2) The minutes of each meeting shall contain a fair and correct summary of the proceedings thereat.
- (3) All appointments of officers made at any of the meetings aforesaid shall be included in the minutes of the meeting.
- (4) The minutes shall also mention details of:-
- (a) The names of Directors present at the meeting; and
 - (b) all orders made by the Board and Committee of the Board; &
 - (c) in the case of each resolution passed at the meeting, the names of the Directors, if any, dissenting from, or not concurring in the resolution.
- (5) Nothing contained in sub-clause (1) to (4) shall be deemed to require the inclusion in any such minutes of 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.
- (6) 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 this sub-clause.
- (7) Minutes of meetings kept in accordance with the aforesaid provisions shall be evidence of the proceedings recorded therein.

Powers of Directors

50. The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do all such acts and things as are within the provisions of the Act or any other Act or by the Memorandum or by the Articles of the Company required to be exercised by the Company in General Meeting, subject, nevertheless to these Articles to the provisions of the Act or any other Act and to such regulations being not inconsistent with aforesaid regulations or provisions as may be prescribed by the Company in the General Meeting but no meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made, provided that the Board 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 undertaking;
- (b) remit, or give time for the payment of any debt due by a Director;
- (c) contribute (subject to the limits laid down by section 293 and 293-A of the Act) to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, not exceed fifty thousand rupees or five percent to its average net profits as determined in accordance with the provisions of section 349 and 350 of the Act whichever is greater.

Provided further that for the purpose of clause (a), (b) and (c) the powers specified in section 293 of the Act shall, subject to these Articles, be exercised only by resolution of the Board, unless the same be delegated to the extent therein.

Certain powers of Board 51. Without prejudice to the general powers conferred under Article 49 and so as not in any way to limit or restrict those powers, and without prejudice to the other, subject to the restrictions contained in the said Article, it is hereby declared that the Directors shall have the following powers, namely :-

- (1) to pay the costs, charges and expenses preliminary and incidental to the formation, promotion, establishment and registration of the Company;
- (2) to pay and charge to the capital account of the Company and interest lawfully payable thereon under provisions of the Act;
- (3) subject to the provisions of section 292 and 297 of the Act, to purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorized to acquire or for such price or consideration and generally on such terms and conditions as they may think fit and in any such purchase or other acquisition to accept such title as the Directors may believe or may be advised to be reasonably satisfactory;
- (4) at their discretion and subject to the provisions of the Act to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially, in cash or mortgages, and any such mortgages may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged;
- (5) to secure the fulfillment of any contracts of engagement entered into by the Company by mortgage or charge of all or any of the property of Company and its uncalled capital for the time being or in such manner as they may think fit;

- (6) to accept from any member so far as may be permissible by law a surrender of his shares or any part thereof on such terms and conditions as shall be agreed;
- (7) to appoint any person to accept and hold in trust for the Company and property belonging to the Company, or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be required in relation to any such trust and to provide for the remuneration of such trustee or trustees;
- (8) to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time of payment or satisfaction of any debts due and of any claims or demands by or against the Company and to refer any differences to arbitration either according to Indian Law or according to foreign law and either in India or Abroad and observe and perform or challenge any awards made thereon;
- (9) to act on behalf of the Company in all matters relating to bankrupts and insolvents;
- (10) to make and give receipts, releases and other discharges for moneys payable to the Company and for the claims and demands for the Company;
- (11) subject to the provisions of section 292, 293 (1) (c) 295, 369, 370, 372 and 373 of the Act, to invest and deal with any moneys of the Company not immediately required for the purposes thereof, upon such security or without security and in such manner as they may think fit, and from time to time to vary or realize such investments save as provided in Section 49 of the Act, all investments shall be made and held in the Company's own name;
- (12) to execute in the name and on behalf of the Company in favour of any Director or other persons who may incur or be about to incur any personal liability whether as principal or surety, for the benefit of the Company such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain power of sale and such other powers, provisions, covenants and agreements as shall be agreed upon;
- (13) to determine from time to time who shall be entitled to sign on the Company's behalf, bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents and to give the necessary authority for such purpose;
- (14) to create and from time to time subscribe or contribute to provident fund and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Board shall think fit; and subject to the provisions of section 293 (1) (e) and 293-A of the Act to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation or of public and general utility or otherwise;

(15) before recommending any dividend to be set aside out of the profits of the Company, such sums as they may think proper for depreciation or to a Deprecation Fund or to an Insurance Fund or as Reserve Fund or Sinking Fund or any Special Fund to meet contingencies or to ready debentures or debentures stock, or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any of the property of the Company and for such other purposes (including the purpose referred to in the preceding clause) as the Board may in their absolute discretion, think conducive to the interest of the Company, and subject to the provisions of section 292 of the Act, to invest the several sums so set aside or so much, thereof as required to be invested upon such investments (other than shares of the Company) as they may be fit, and from time to time deal with or vary such investments and dispose of and apply and expend all or any part thereof for the benefits of the Company, in such manner and for such purposes as the Board in their absolute discretion, think conducive to the interest of the Company notwithstanding that the matters to which the Board apply or upon which they expend the same or any part thereof, may be matters to or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the Reserve Funds into such special funds as the Board may think fit; with full power to transfer the whole or any portion of the Reserve fund or division of a Reserve fund and with full powers to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in the purchase or repayment of the debentures and debenture stock, and without being bound to keep the same separate from the other assets and without being bound to pay interest on the same with power, however, to the Board at their discretion to pay or allow to the credit of such funds interest on such rate as the Board may consider appropriate from time to time.

(16) to appoint and at their direction remove or suspend such General Mangers, Managers, Secretaries, Assistants, Supervisors, Scientists, Technicians, Engineers, Consultants, Legal, Medical or Economic Advisors, Research Workers, Labourers, Clerks, Agents and Servants for permanent, temporary or special services as they may from time to time think fit, and to determine their powers and duties and fix their salaries, or emoluments or remunerations, and to acquire security in such instances and to such amounts as they may think fit. And also from time to time to provide for the management and transaction of the affairs of the Company in any specified locality in India or elsewhere in such manner as they think fit; for the provisions contained in the next following three sub-clauses shall be without prejudice to the general powers conferred by this sub-clauses;

(17) at any time and from time to time by power of attorney under the seal of Company, to appoint any person or persons to be the Attorney or attorneys of the Company, for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents and excluding the powers to make calls and excluding also except in their limits authorized by the Board excluding of the power to make loans and borrow moneys) and for such period and subject to such conditions as the Board may from time to time think fit and any such appointment may (if the Board think fit) be made in favour of the Members or any of the Members of any local Board, established as aforesaid or in favour of any Company, or the Shareholders, Directors, Nominees or Managers of any Company or firm or body or body of persons whether nominated directly or indirectly by the Board and any such power of Attorney may contain such powers for the protection or convenience of persons dealing with such attorneys as the Board may think fit and may contain powers enabling any such delegates or attorneys as aforesaid to sub-delegated all or any of the powers, authorities and discretion for the time being vested in them;

(18) Subject to the provisions of section 294, 297 and 300 of the Act for or in relation to any of the matters aforesaid or otherwise for the purposes of the Company to enter into all such negotiations and contracts and rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient;

(19) From time to time to make, vary and repeal bye-laws for the regulations of the business of the Company, its officers and servants;

- Power of the State Government 52. (i) The Government of Uttarakhand will have right to call for such returns, accounts and other information with respect to the properties or activities of the Company as may be required from time to time.
- (ii) Save with the prior approval of the Government of Uttarakhand the company shall not embark upon or incur any liability or enter into any agreement or arrangement for embarking upon any objects other than the main objects specified in the memorandum, except to the extent that the exercise by the company of the power under the relevant sub-clause is, in the opinion of the board of directors, necessary for the fulfillment of the main objects.
- (iii) The Govt. of Uttarakhand may from time to time issue directive to the company as to the exercise and performance of its functions in matters involving the security of the State or substantial public interest and to the finances and conduct of business and affairs of the company and in the like manner may vary and annual any such directive(s). The company shall give immediate effect to the directive(s) so issued.
- (iv) The staff structures and sanction of any permanent or temporary posts including contractual posts shall be approved by the Government of Uttarakhand.

SECRETARY

Secretary

53. Subject to the provisions of section 383 A of the Act, the Board may from time to time, appoint an individual as the Secretary of the Company for such term and at such remuneration and upon such conditions as it may think fit and the Secretary so appointed may be removed by the Board.

THE SEAL

The Seal and its custody

- 54.(a) The Board of 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 in lieu thereof. The Board of Directors shall provide the safe custody of the seal;
- (b) The Seal of the Company shall not be affixed to any instrument except by the authority of resolution of the Board or a Committee of the Board authorized by it in that behalf and except in the presence of a least two Directors and of the secretary or such other persons as the Board may appoint for the purpose and those two Directors or such other persons as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

DIVISION OF PROFITS AND DIVIDEND

Divisions of profits

55. The profits of the Company available for payment as dividend, shall be paid to the members, subject to any special rights relating thereto created or authorized to be created by these presents and to the provisions of these presents as to the reserve fund with the approval of the Board of Directors.

The Company in General Meeting may declare a dividend

56. The Company in General Meeting may declare a dividend to be paid to the members according to their respective rights and interest in the profits and may fix the time for payment but no dividend shall exceed the amount recommended by the Board.

Interim Dividend

57. The Directors may from time to time pay to the members such interim dividends as in their judgment the position of the Company Justifies.

ACCOUNTS

58. The Board shall cause to be kept, in accordance with section 209 of the Act, proper books of account with respect to;
- All sums of money received and expended by the Company and the matters in respect of which receipts and expenditure take place;
 - Company;
 - All assets and liabilities of the Company;
 - Such particulars relating to utilization of material or labour or to other items of cost as may be prescribed in the case of the Company and required by the Central Government to be included in the books of account.
59. The books of account shall be kept at the registered Office of the Company or at such other place in India as the Board may decide and when the Board so decides, 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.
- Inspection by members of accounts and books of the Company
60. The Directors shall from time to time determine whether and what extent and at what time and places and under what conditions or regulations, the accounts and books of the Company or any of them shall be open to the inspection of the members (not being Directors) and no member (not being Directors) shall have any right of inspecting any account or book or document of the Company except as conferred by the law or authorized by the Board or by the Company in General Meeting.

AUDIT

- Accounts to be audited annually
61. In every financial year, the accounts of the Company, at least once, shall be audited by the Company's auditors appointed for this purpose.
- Appointment of Auditors
62. The auditor or auditors of the Company shall be appointed or reappointed on the advice of Comptroller and Auditor General of India in accordance with the provisions of section 619 of the Act.

The Comptroller and Auditor General of India shall have power:-

- To direct the manner in which the Company's account shall be audited or auditors appointed in pursuance of Article 61 hereof and to give such auditor/auditors instructions in regard to any matter relating to the performance of his or their functions as such;
- To conduct a supplementary or test audit of the Company's accounts by such person or persons as he may deem fit on his behalf and for the purpose of such audit to require information or additional information to be furnished to any person or persons and in such form as the Comptroller and Auditor General may, by general or special order, direct.

- iii. The auditor or auditors aforesaid shall submit a copy of their audit report to the Comptroller and Auditor General of India who shall have the right to comment upon or supplement the audit report in such manner as he may think fit;
- iv. Any such comment upon, or supplement to the Audit Report shall be placed before the Annual General Meeting of the Company in the same manner as the Audit report.

Auditor's right to attend meeting 63. Auditors of the Company shall be entitled to receive notice and to attend any General Meeting of the company at which any accounts which have been examined or reported on by them are to be laid before the Company and may make any statement of explanation they desire with respect to the accounts.

When accounts to be deemed finally settled 64. Every account of the Company when audited and approved by an annual general meeting shall be conclusive.

NOTICE

Notice on persons acquiring shares on death or insolvency of members 65. A notice may be given by the Company to the persons entitled to a share in consequence of death or insolvency of member, by sending it through the post in prepaid letter, addressed to them by name or by the title or 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 giving the notice in any manner in which the same might have been given if the death or insolvency has not occurred.

Distribution of assets 66. If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up at the commencement of the winding up, on the shares held by them respectively. And if in winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the paid up capital, such assets shall be distributed amongst the members in proportion to the original paid up capital as the shares held by them respectively. But this clause is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

SECRECY

Secrecy 67. No members shall be entitled to visit or inspect the Company's works without the permission of a Director or to require discovery of or any information respecting any details of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which, in the opinion of the Directors, will be in expedient in the interest of the members of the Company to communicate to the public.

INDEMNITY AND RESPONSIBILITY

Directors and others
right of Indemnity

68. (i) Subject to the provisions of section 201 of the Companies Act every Director, Manager, Auditor, Secretary or other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors, out of the funds of the Company to pay all costs, losses and expenses (including traveling expenses) which any such Director, Manager, Officer or employee may incur or become liable to by reason of any contract entered into, or act or deed done by him or them, as such Directors, Managers, Officers or employees, or servants or in any other way in the discharge of his duties and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the members over all the claims;

(ii) Subject to the above every Director, Manager or Officer of the Company shall be indemnified against any liability incurred by him or them in defending any proceedings whether civil or criminal in which judgment is given in his or their favour or in which he or they are acquitted or in connection with any application under section 633 of the Act in which relief is given to him or them by the Court.

Not responsible for acts
of others

69. Subject to the provisions of sections 201 of the Act, no Director, Manager or other Officer of the Company shall be liable for the acts, receipt, neglects or defaults of any other Director or officer for joining in any receipt or other act for the sake of conformity or for any loss or expenses happening to the Company through insufficiency or deficiency of title to any property acquired by order of the Director for or on behalf of the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising to bankruptcy, insolvency or tortuous act of any person, Company or Corporation with whom any money, securities or effects shall be entrusted or deposited or for any loss occasioned by an error of judgment or oversight on his or their part or for any other loss or damage or misfortune whatever which shall happen in the execution of the duties of his or their office or in relation thereto unless the same happens through his own dishonesty.

S.N.	Name of Subscriber, address, description and occupation	Signature of Subscriber	Signature of witness and his address, description and occupation
1.	SUBBAROYAN KRISHNAN S/o Late K. SUBBAROYAN A-6, Tehri House Colony Opp. GRD, Academy Rajpur Road, Dehradun Govt. Service		(H.P. VYAS) COMPANY SECRETARY UTTARAKHAND POWER CORPORATION LTD. URJA BHAWAN, DEHRADUN
2.	PURAN CHAND SHARMA S/o Late Srianth Sharma 39-1, Vasant Vihar, Dehradun Govt. Service		
3.	RADHA RATURI W/o Anil Raturi 1-Bhagirathi Puram Jakhan, Dehradun Govt. Service		
4.	SANJEEV CHOPRA S/o Sri S.K. Chopra 21- Indira Nagar, Dehradun Govt. Service		
5.	INDU KUMAR PANDE S/o Late C.C. Pande T-15, Yamuna Colony, Dehradun Govt. Service		
6.	ARVIND SINGH HYANKI S/o Sri D.S. Hyanki 2/IV Officers Colony Race Course, Dehradun Govt. Service		
7.	DR. MOHAN CHANDRA JOSHI S/o Sri K.D. Joshi 7-1, Yamuna Colony, Dehradun Govt. Service		