

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

- I. The name of the Company is **TATA CONSULTANCY SERVICES LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. Objects for which the Company is established are:-

A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

1. To advise, provide consultancy services, develop and implement products for customers on all matters regarding implementation of computer software and hardware systems, management of data processing and information systems and data communication systems whether in India/abroad.
2. To design, develop, manufacture, assemble, buy, sell, distribute, import, export, alter, remodel, lease, install, repair, service, provide consulting and otherwise to deal in all classes and types of telecommunication, computing and related apparatus, instruments, machinery, fixtures, devices, and contrivances and parts thereof including, but not limited to telecommunications electronic test and measurement equipment analytical equipment, data processing equipment, electronic calculators, equipment services, electrical and electronic components of every description and mini computer and micro computer products, mainframe and super computers, computer networking products and services, computer software, firmware and programmers, electronic and mechanical computer and their peripherals of every kind, equipment and terminals and workstations (including intelligent terminals), speech and other signal processing equipment and services, test equipment and parts, assemblies and sub assemblies related to all of the above used in connection therewith, and to deal in all other machines, machinery, appliances apparatus devices, materials, substances, articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.

New Sub-clauses 1 to 81 substituted for existing sub-clause 1 to 64 in clause III - A, III-B and III-C vide special resolution passed at the Extra-Ordinary General Meeting of the Company held on October 7, 2002.

3. To design, develop, improve, manufacture market, distribute, sell, license, lease, install, alter, import, export, or otherwise deal in or with all software, hardware and programs of any and all kinds and description, including, but not limited to those used in, for or in connection with electronic data processing equipment, products and services including computers and micro processor based systems, mini and microcomputers based products, switches mainframe and super computers and telecommunications peripheral equipment and terminals including intelligent terminals speech or signal processing equipment, test equipment, office and factory automation equipment.
4. To provide software, hardware or programmes consultancy, information processing and business advisory services related to the preparation and maintenance of the accounting, statistical, scientific or mathematical information and reports data processing, preparing, collection and data of every kind and description, systems or aiding commerce, industry, scientific and research problems and for all other related businesses whether in India/abroad.
5. To undertake all activities relating to software development for any industry, business, application, product, device, computer, microprocessor, including design and implementation of hardware and software for all such services whether in India/abroad.
6. To carry on the business of development, marketing, import, export, maintenance and service of all kinds of manufactured goods and products for all kinds of business including manufacturers and dealers in modem and accessories, hardware and accessories of every description for use in providing Internet, Intranets, Private Telecommunication Networks, or by any other means, E-mail service, facsimile service, education and training services, web sites, electronic market places, integral service digital networks, video conferencing, including renting, maintaining, repairing and, for the purpose, to set up plants, purchase, import or otherwise acquire the same and to run, maintain all such plants, machinery and to undertake all activities, directly or indirectly related to electronic commerce right from conception to transition, training, implementation, and modification and services related to Electronic-Commerce business, including developing content-based programs to exploit the Internet, Intranets and Private Telecommunication Networks or any other means for serving the cause of companies, groups of companies, industries, service organizations and government and quasi-government undertakings whether in India/ abroad.
7. To initiate, undertake, carry on, engage in, promote, assist encourage, finance and conduct scientific and technical research, developments, experiments, investigations, inquiries, studies, projects, analysis, examinations, surveys and test of all kinds including, but not limited to those related to telecommunications, computers, electronic data processing equipment, software, hardware and programmers of all kinds and description and any equipment, parts, components, assemblies or sub assemblies thereof whether in India/ abroad.

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

8. To establish or promote or concur in establishing or promoting any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

9. To carry on the business of manufacturers, designers, processors, assemblers, dealers, traders, distributors, importers, exporters, agents, consultants, systems designers, and contractors for erection and commissioning on turn-key basis or to deal in any other manner including storing, packing, transporting, converting, repairing, installing, training, servicing, maintenance of all types, varieties, and kinds of products, manufactured goods and equipment whether on behalf of clients or for business of the Company.
- *9A. To manufacture, purchase, sell or otherwise transfer, lease, import, export, hire, license, use, dispose of, operate, fabricate, construct, distribute, assemble, design, charter, acquire, market, recondition, work upon or otherwise, generally deal in any electronic, electrical, mechanical and electromechanical product, machine, apparatus, appliance, custom products, merchandise, systems, software procedure, peripheral products, computers, tabulators, data processing machines and systems and components thereof, electronic calculators, electric and electromechanical accounting systems, terminal products and systems, machines for registering, data preparation, recording, perforation, tabulating, sorting printing, typewriting, products which possess an internal intelligence for recognition and correlating any type of data or information to be processed, recognition and memory systems, optical scanning machine, transmission lines, transmission equipment, terminals, copying, reproducing and distributing machines, check signing, protecting and disbursing equipment, machines for facsimile reproduction, facsimile transmission and word processing, facilities and accessories and devices of all kinds, and for all purposes, and any products and component parts thereof or materials or articles used in connection therewith, and any and all other machinery, appliances, apparatus, devices, materials, substances, business forms and supplies, articles or things of a character similar or analogous to the foregoing, or any of them or connected therewith.
- *9B. To establish and conduct programmes for the training of any personnel including members of public in the fields enumerated in the aforementioned objects and or training any personnel in any educational fields including any technology, banking, insurance, management, bio-technology, behavioural sciences etc., and develop systems for use in connection therewith and for all industrial and business applications of computer, hardware, software, firmware, computer programme and systems.
10. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession, or for limiting competition with any individual, person or Company carrying on or engaged in, or about to carry on or engage in, any business or transaction, which the Company is authorized to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
11. To undertake or participate in the formation, management, Supervision or control of the business operations of any other Company, firm or person.
12. To purchase, take on lease, tenancy or in exchange hire or otherwise acquire any estate or interest and to take options over any property, whether movable or immovable and any rights or privileges which may be convenient for the purpose of its business or may enhance the value of any other property of the company.

* Inserted vide Resolution passed on 18.10.2005 at a Court Convened Meeting approving the Scheme of Amalgamation which was approved by the Bombay High Court on 27.1.2006 & effective from 1.2.2006

*12A To sell, mortgage, exchange, grant leases, licenses, easements and other rights in respect of improve, manage, develop and turn to account or deal with in any manner the whole of the property, assets, investments, undertakings, rights and effects of the Company or any part thereof for such consideration as may be thought fit, including by way of shares, debentures, or securities of any other Company, whether partly paid up or fully paid up.

13. To receive money on deposit or loan and borrow or raise in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock, (perpetual or otherwise) and to secure the repayment of and, money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled Capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or any other person or Company as the case may be but shall not carry on the business of banking as defined in the banking regulation act. 1949, subject to section 58A of the Companies Act, 1956, and R.B.I. directives.

14. To purchase, acquire, or undertake over the whole or any part of the business, profession, goodwill, property, contracts, agreements, rights, privileges, effects and liabilities of any person, firm or Company catering on or proposing to carry on or ceasing to carry on any business, profession, or activity which the Company is authorised to carry on, or possessed of property or rights suitable for the purpose of the Company and upon such terms and subject to such stipulations and conditions and at or for such price or consideration (if any) in money, Shares, debentures, money's worth or otherwise as may be deemed fit.

15. To enter into any arrangements with any Governments or authorities that may seem conducive to the attainment of the Company, object or any of them, and to obtain from any such Government or authority any rights, privileges, licences and concessions, which the Company may consider necessary or desirable to obtain, and to carry out, exercise use or comply with any such arrangement rights, privileges or concessions.

16. To procure the registration, incorporation or recognition of the Company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the Company in any foreign country.

17. To donate or gift, in cash or kind, for any national charitable, benevolent, public, purposes or to any institutions, club, society, research association, fund, university, college or any other person or body.

18. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy any charter, licence, power, authority, franchise, concession, right or privilege, which any government or authority or any corporation or other public body may be empowered to grant, and to pay for, aid in, and contribute towards carrying out the charter, licence, power, authority, franchise, concession, right or privilege into effect.

* Inserted vide Resolution passed on 18.10.2005 at a Court Convened Meeting approving the Scheme of Amalgamation which was approved by the Bombay High Court on 27.1.2006 & effective from 1.2.2006

19. To apply for, promote, and obtain any statute, order, regulation, or other authorization or enactment which may seem calculated directly or indirectly to benefit the Company, and to oppose any bills proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
20. To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trade marks, formulae, licences, concessions and the like or any secret or other information, the acquisition of which may seem calculated directly or indirectly to benefit the Company in any jurisdiction.
21. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds, or Trusts for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments or stock options to any persons who are or were at any time in the employment or service of the Company, or, of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at any time directors or officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependents of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.
22. To open bank accounts of all kinds including overdraft accounts, and to operate the same.
23. To distribute amongst the members of the Company in specie or kind any property of the Company, or any proceeds of sale or disposal of any property of the Company in the event of the winding up, of the Company, subject to the provisions of the Companies Act, 1956.
24. To invest and deal with the moneys of the Company not immediately required in any manner.
25. To adopt such means of making known and advertising the business of the Company as may seem expedient.
26. To accept gifts, bequests, devices and donations from members and others and to make gifts to members and others of money, assets and properties of any kind.
27. To become members of other bodies of persons and associations, including societies, clubs and Companies limited by guarantee, whether formed for profit or non-profit activities.
28. To carry on the business of undertaking and setting up project on turn key basis.
29. To carry out the objects of the Company and do things in any part of the world and either as principal, agent, contractor or trustee or otherwise & rid by or through trustees or agents or otherwise, and either alone or in conjunction with other.

30. In accordance with the law for the time being in force to reserve or to issue as bonus shares to the members or otherwise to apply as the Company deems fit any money received by way of premium on any shares stock, mortgage, debentures stock of the Company.
31. In connection with the business of the Company to guarantee the performance of any Company, firm or persons and to guarantee the payment and repayment of the capital and principal and of dividend interest or premium payable on any stock, mortgage, loan or other securities, issued by any Company, Corporation, firm or persons, including (without prejudice to the said generally), bank overdrafts, bill of exchange and promissory notes and generally to give guarantee and indemnities.

C. OTHER OBJECTS:

32. To carry on, establish, organize, manage, promote, provide, operate, conduct and develop life insurance and general assurance business in all its branches & manifestations in India or elsewhere and for this purpose to operate various schemes including whole life insurance, endowment insurance, double benefit and multiple benefit insurance, medical insurance, fire, riot, earth-quake, natural calamity or crop insurance, loss of profit insurance, theft insurance, transit insurance, accidental insurance, limbs and organ insurance, annuity plans, gratuity plans, fixed income plans and such other schemes and plans as may be considered expedient and necessary from time to time.
33. To act as agents, representatives, surveyors, sub-insurance agents, franchisers, consultants, advisors, collaborators, in life and general insurance.
34. To engage in all activities which are incidental and allied or related to insurance business and for this purpose to apply, approach acquire, hold and procure such rights, titles entitlements, licences and permissions from Government, Semi-Government, local authorities, public bodies, undertaking and from such other authorities as may be necessary and expedient.
35. To acquire, take up, manage, invest, hold, sell and deal in investments and other property of any kind and advise in relation thereto on behalf of individuals, trusts, pension funds, charities, associations, registered societies, unit trusts, mutual funds, offshore funds, investments pool and other persons of bodies of persons whether incorporated or not and to promote, establish, manage and carry on any trust scheme, mutual fund operations, investment or pool (whether fixed or flexible or a combination thereof) or concerning any shares, stocks, debenture, debenture stock, bonus, unit, loans, obligations, securitised debt, money market investments securities of the Government, State, Company, Corporation, Municipal or local or other Body or Authority or obligations or local or other securities or investments of any kind or description whether in India or any foreign country.
36. To carry on the business of managing investments of pension funds or any superannuation schemes or any other funds of similar nature.
37. To carry on business in all its branches and elsewhere as an investment advisor and asset management company and to undertake and carry on and execute all kinds of financial, advisory and investment supervisory services to any clients, and to generally carry on commercial trading and other operations.

38. To act as financial advisors and investment advisors and to render such financial and advisory services to individuals, companies, corporations, trusts and other entities so as supplement the activities of the Company and as so not conflict with the activities of the Company.
39. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its Capital including brokerage and commission for obtaining applications, for or taking, placing or underwriting or procuring the underwriting of Shares, debentures or other securities of the Company.
40. To promote, subscribe to, purchase, acquire by exchange or otherwise any share (whether fully paid or partly paid), stock, debentures, debenture-stock in or of any other body corporate or other securities of all kinds and to hold the same as investment or stock in trade and realize or sell the same.
41. To employ expel to investigate and examine into the conditions, prospects, value, character, and circumstances of any business, concerns and undertakings and generally of any assets, concessions, properties or rights.
42. *To sell, mortgage, exchange, grant leases, licences, easements and other rights in respect of improve, manage, develop and turn to account or deal with in any manner the whole of the property, assets, investments, undertakings, rights and effects of the Company or any part thereof for such consideration as may be thought fit, including shares, debentures or securities of any other Company, whether partly paid up or fully paid up.
43. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
44. To undertake, aid or promote research in economic, fiscal, commercial, financial, agricultural, medical industrial, mining, technical and scientific problems and matters.
45. To carry on the business of mining, refining and preparing for market ores, minerals, metals and substances of every kind and description, and processing them and trading in them and their products and by products.
46. To carry on the business of engineers, founders, smelters, fabricators, smiths, metal workers, metallurgists, electric and chromium platers, polishers, painters, in smiths, locksmiths, iron mongers, alloy makers and machinists and manufacturers of and dealers in machinery, tools, instruments and equipment of all kinds used in mining, refining, manufacturing and processing of ores, mineral goods and materials.
47. To carry on the business of manufacturers and fabricators of and dealers in machinery, machine tools, implements, engineering products, machinery spares and components of all types and in particular to manufacture, produce, repair, alter, convert, recondition, prepare for sale, buy, sell, hire import, export let out on hire, trade and deal in machine tools and implements other machinery, plant, equipment, article, apparatus appliances, component parts, accessories, fittings, and things in any stage or degree of manufacture, process or refinement.

* Omitted vide Resolution passed on 18.10.2005 at a Court Convened Meeting approving the Scheme of Amalgamation which was approved by the Bombay High Court on 27.1.2006 & effective from 1.2.2006

48. To carry on business as financiers, guarantee, brokers and of hire purchase financing agency, investors, and to undertake, carry on and execute all kinds of financial business whatsoever, to advance money on personal security or on the security of leasehold and freehold land, shares, securities, stocks, merchandise and other property and assets and generally to lend and advance money to such persons, firms or companies and upon such terms and subject to such conditions as may be expedient.
49. To carry on the businesses as exporters, stockists, distributors, agents, traders and dealers in all kinds of products and articles of merchandise and to undertake, carry on or acquire agencies of all kinds for all type of products and articles of merchandise and to act as agents (selling and purchasing), brokers, commission agents, indentures and manufacturers' representatives and to set up import and export houses for all these of products required or ordered by the customers and to carry on the business in India or elsewhere in the world by itself or through agents.
50. To manufacture, import, buy, sell, exchange, distribute, fabricate, mould, extrude, expand, compress, bond, laminate, reinforce, well, shape, coat, print, treat, spin, weave, electroplate, vulcanize, melt, matallize, strength split, to adopt any of processes for foaming, fibrillation, cocooning and to manipulate, prepare for market or otherwise deal in polyethylene and polyethylene products, bye products, and variations, woven sacks, all kinds of tapes tarpaulins, sheets, carpets, tents, wires, ropes, roofing sheets, containers, and any other products which may be usually and conveniently combined with the business of the company.
51. To manufacture, import, export, buy, sell, exchange, and distribute, fabricate, process, print, weave, or otherwise deal in with synthetic rubber including silicone, rubber, synthetic leather, synthetic fibres, resins, pellets, and powders or in liquid form or any other form, cellulose bakelite, celluloid and other celluloid ester solutions chemicals and all kinds of adhesives.
52. To carry on the business of manufacturers of, importers, exporters and dealers in, hirers, repairers, and ware-housers of aeroplanes, helicopters, cars, lorries, buses, vans, cycles, tractors, motor cycles, scooters, wagons, locomotives, earth moving equipments, ships, boats, barges, trawlers, submarines and aircraft, vehicles and vessels of every description and their components and accessories.
53. To carry on the business of manufacturers of, importers, exporters, and dealers in forgings, castings, and stampings, of metals, tools, bolts, nuts, nails, rivets, hinges, hooks, handles, buckets, bath tubs, tanks, trunks, metal, future, sewing machines, safes, chimneys, pipes, locks, dies, jigs, measuring, tapes, automobile, parts, agricultural implements, armaments, tanks, guns and parts and components of all kinds of machinery.
54. To carry on business of manufacturing, processing and doing in iron and steel, ferro alloys, special steels, aluminium, copper, lead, zinc, and their alloys and productivity and manufacturing and dealing in industrial machinery, boilers, internal combustion engines, ball, roller, and tapered bearings, tubes cables, wires, pipes, cookers, printing machinery and textile machinery and their components and accessories.
55. To carry on the business of spinners, weavers, cloth manufacturers, furriers, hosiers, dressmakers, tailors, outfitters, glovers, shoe makers, carpet, makers and makers of jute goods, umbrellas, brushes, combs, razors, blades and scissors.

56. To carry on the business of manufacturers of, importers, exporters and dealers in glass, glass-products, including sheet and plate glass, optical glass, glass wool, laboratory ware, bottles, jars, containers, thermo-bottles, enamelware and receptacles of all kinds and wood products, including plywood, matches, furniture, boxes, windows, doors, tools and other articles and products in which timber or wood is used and to act as timber and lumber merchants and proprietors of saw mills.
57. To carry on the business of manufacturers of, importers, exporters and dealers in, hirers and repairers of electrical machinery, equipment and appliances of all kinds and descriptions including motors, batteries, dynamos, bulbs, armatures, magnets, conductors, insulators, transformers, converters, switch, board, airconditioners, refrigerators, domestic appliances and electronic equipments, including radars, computers, business machines, radios, televisions acts, tape recorders, gramophones, records, tapes and telecommunication equipment and telephone equipment and their components and accessories, including transistors, resistors, condensers and coils.
58. To carry on the business of manufacturers, importers, exporters and dealers in all types of rubber, leather, plastic latex, celluloid, bakelite and similar goods and their accessories and fittings, including tyres, tubes, rolls, rollers, shoes and packaging items.
59. To carry on the business of manufacturers of exporters, importers and dealers and workers in cement, lime, plasters, ceramic, sanitary fittings, asbestos sheets, chinaware, whiting clay, gravel, sand minerals, earth, coke, fuel and stone and builders' requisites and conveniences of all kinds.
60. To carry on the business of makers of and dealers, importers, exporters in scientific and industrial instruments of all kinds for indicating, recording, controlling, measuring and timing and machine tools, precisions tools, surgical instruments, and appliances and artificial limbs, dental and optical equipment and goods, anatomical, orthopaedic and surgical appliances of all kinds and providers of requisites for hospitals, patients and invalids.
61. To carry on the business of manufacturers of and dealers, in, importers, exporters of pulp and paper of all kinds, and articles made from paper or pulp and materials used in the manufacture or treatment of paper, including packaging goods and materials such as bags, cartons, containers, and boxes whether made of paper, plastic or any other materials and pens, pencils and ball pens.
62. To carry on the businesses of gold smiths, silver smiths, jewellery, gem and diamond merchants and of manufacturing and dealing in clock, watches, jewellery and cutlery and their components and accessories and of producing, acquiring and trading in metals, bullion, gold, ornaments, silver, silver, utensils, diamonds, precious stones, paintings manuscripts, curios, antiques and objects of art.
63. To carry on business in India and elsewhere as manufacturers of and dealers in and importers and exporters of all kinds of packaging and containers including cartons, boxes and cases wholly or partially of paper, board, wood, glass, plastic, rubber, metal, gelatine, tin or otherwise and glass bottles, glass jars. Flasks, casks and glass containers of every description, fibrite boxes, corrugated containers, corrugated folding boxes, display boxes, aluminium, foils, and packing requisites of every kind and description.

64. To carry on the business of generating and distributing gas and heat and of manufacturing or dealing in all kinds of machinery, equipment and appliances, required for generating, distributing, employing and consuming electricity and of acting as electrical engineers and contractors and of purifying water.
65. To carry on the business of constructing building, roads, bridges, dams, ports and working as builders and contractors, architects, decorators and manufacturers, and processors of and dealers in all kinds of building materials including bricks, tiles, marbles, hardware, cement, sanitary goods, road making materials and of acting as estate agents, brokers, managers of estates and properties and of acquiring promises on lease and giving them or sublease.
66. To carry on the business of cultivating, producing and dealing in agricultural products including food grains, cash, crops, oil, seeds, fruits, vines, vegetables, flowers, tea, coffee, cinchona, cotton, rubber, and the business of dairy farming including making of condensed and powered milk, cream, cheese, butter and other milk products and the business of poultry farming, live stock breeding and processing and canning of food articles, spices, fruits, and vegetables and of cultivating and exploiting forests and utilizing forest products.
67. To carry on the business of brewers, distillers, millers, bakers, butchers, confectioners and makers and manufacturers and dealers in flour, rava, maida, biscuits, bread, sugar, gur, khandsari, molasses, syrups, food articles of all types and description, cigarettes, and other articles made of or with tobacco and aerated, mineral and artificial water, alcohol, beer, ale, wines, whiskies, and liquors of every description.
68. To carry on the businesses of carriers of passengers and goods and merchandise by air, sea or surface transport and to maintain airways, shipping lines, roadways and other transport service and to act as clearing agents, forwarding, agents, travel agents, charterers, tour, agents, and freight contractors.
69. To carry on the business as selling agents, brokers, adatis, buyers, sellers, importers, exporters, dealers in, collectors, manufacturers of or in any other capacity and to import, export, buy, sell, barter, exchange, pledge, mortgage, advance upon or otherwise trade and deal in machinery, equipments, components spare parts, goods, produce, articles and merchandise of any kind whatsoever and without prejudice to the generality of the foregoing agricultural commodities, food grains, cash crops, cotton, tea jute coffee, fruits, vegetables, flowers, milk, milk products, meat, seeds, raw materials required by industries semi-finished products of industries and finished products of industries including machinery, equipment, chemicals, intermediates, electrical goods, textile yarns, garments, furniture, minerals, ores and oils as wholesalers or retailers on the basis of ready delivery or forward contracts or on commission basis.
70. To purchase, hold, take on lease or exchange, take on mortgage and give on mortgage, hire or otherwise acquire and hold or deal in any moveable or immovable property including, lands, buildings, houses, flats, bungalows, shops, offices, godowns, patents, licences and any rights, interests and privileges therein and to develop and turn them to account or let them out on rent.

71. To carry on the business of salt making, fishing, producing, distributing and exhibiting films of manufacturing and dealing in cameras and photographic equipments and materials and of renting or hiring out or dealing in all kinds of machinery, equipment, furniture, vehicles, ships, automobiles, aeroplanes, fans, sewing machines and other things.
72. To carry on the businesses of running hotels, restaurants, lodging houses, milk and snack bars, laundries, libraries, swimming pools, night clubs, hair dressing and beauty saloons, chemist shops, cold storages, cinemas, theatres, studios, exhibition halls, amusement centers, wine and beer shops, department stores, hospitals, clinics, nursing homes, maternity and family planning units, pathological laboratories, optician shops, massage houses, concert and dancing halls, discotheques, schools, colleges and training institutions, circuses, sports clubs, skating halls, boating and padding pool, radio and television stations, garage and service stations, repairs shops, petrol pumps, gymnasiums, safe deposit vaults, warehouses, godowns, car parks, hangers and race courses.
73. To carry on the business of consultants, assessors, valuers, surveyors, mortgage brokers, and undertaking the provision of hire purchase and credit sale finance and of acting as factors and brokers in any line or activity (provided that nothing contained here shall enable the Company to carry on the business of banking as defined in the banking Regulation Act, 1949).
74. To carry on the business and professors of providing services of all types including technical, administrative, marketing and other office services and providing services of technicians, scientists, artists, administrators, salesmen, economists, accountants, tax experts and of acting as recruitment agents, advertising agents, organizers of conferences, auctioneers, trustees, executors, administrators, attorneys, nominees, and agents (and to exercise the power of custodians, trustees and trust corporations) and of working as professional consultants, on technical, management, productivity, taxation, employment, investment, marketing, banking and economic problems and matters.
75. To carry on the business of procuring, developing and supplying technical know-how, patents, inventions, drawings, designs and other scientific formulae, and processes for the manufacture or processing of goods, and material and for the in installation or erection of machinery or plant for such manufacturing and processing and for the working of mines, oil wells and other sources of minerals and deposits and for search and discovery and testing of mineral deposits and for carrying out any operations relating to agriculture, animal husbandry, dairy or poultry farming, forestry and fishing and of rendering services in connection with the provision of such technical know-how.
76. To carry on the business of any contract or obligation of any Company, firm or persons and the payment and repayment of the capital and principal or dividend, interest or premium, mortgage, loan and other securities issued by any Company, corporation, firm or persons, including (without prejudice to the said generality) bank overdrafts bills of exchange and promissory notes.
77. To carry on the business of undertaking or arranging for the writing and publication of books, magazines, journals, or pamphlets on subjects relating to trade, commerce, industry, agriculture, medicine, banking, insurance, investment, taxation, finance, economics, law and other subjects.

78. To carry on the business of dealers and or in metals, bullion, gold, silver, diamonds, precious stones, ornaments, and jewellery and paintings and coins and manuscripts and objects of art, obligations or securities by original subscriptions, tender purchase, exchange or otherwise on the basis of forward contracts or ready delivery and to subscribe for the same or to guarantee the subscription thereof.
79. To carry on the trades or businesses of preparing, spinning doubling, weaving, combing, souring, sizing, bleaching, colouring, dyeing, printing and finishing, working, or manufacturing, and/or dealing in any way whatever, cotton, wool, silk, flax, hemp, jute, artificial silk, rayon, nylon, and other fibrous or textile substances, including synthetic, yarn, polyester yarn, man made fibres and cotton yarn.
80. To promote, organize, age or deal with unit trusts, or and to hold, dispose of or deal with their shares and securities whether of fixed or variable return.
81. To make and cater into forward and speculative transactions and to accept and/or out double or single options in jute, hessian, cloth, gunny bags, wheat cotton, linseed, shares, securities, gold, silver, bullion, yarn, textile products and any other goods, things or commodities.

IV. The liability of the Members is limited.

V.* The present Authorized Share Capital of the Company is Rs.325,00,00,000/-(Rupees Three Hundred and Twenty Five Crore only) divided into 225,00,00,000 (Two Hundred and Twenty Five Crore) Equity Shares of Re.1/- (Rupee One only) each and 100,00,00,000 (One Hundred Crore) Redeemable Preference Shares of Re.1/- (Rupee One only) each with power to increase or reduce the capital of the Company and / or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors of the Company or by the Company in General Meeting, as applicable, in conformity with the provisions of the Companies Act, 1956 ("Act") and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being.

* This clause has been amended
by Resolution passed on 12.6.2009

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

Name, address, description and occupation of each Subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of Witness and his name, address, description and occupation
<p>1. Bhalchandra Sitaram Bhalerao s/o Sitaram V. Bhalerao 402, Helen Haven 132/133, St. Cyril Road Bandra (W) Bombay – 400050</p> <p>Occ: Business Executive</p>	<p>1 (One)</p>	<p>Sd/-</p>	<p>Vijay Swamirao Lokur S/o. Swamirao 9/14, Sion (East) Bombay 400 022.</p> <p>Occ. Company Law Consultant</p>
<p>2. Pervaz Maneckshaw Poonawala 8, Cama Building Cama Road Andheri (W) Bombay – 400058</p> <p>Occ: Business Executive</p>	<p>1 (One)</p>	<p>Sd/-</p>	
	<hr/> <p>2 (Two)</p>		

Bombay, January 2, 1995

The entire set of Articles has been replaced vide Special Resolution passed at the Extra-Ordinary General Meeting of the Company held on October 7, 2002.

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION OF
TATA CONSULTANCY SERVICES LIMITED

1. The regulations contained in Table “A”, in the first Schedule to the Companies Act, 1956, shall not apply to this Company, but the regulations for the management of the Company and for the observance of the members thereof and their representatives shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alternation of, or addition to, its regulations by Special Resolution, as prescribed by the said Companies Act, 1956 be such as are contained in these Articles. Table “A” not to apply but Company to be governed by these Articles
2. In the interpretation of these Articles, the following expressions shall have the following meanings, unless repugnant to the subject or context :- Interpretation
- (a) “The Act” or “the said Act” means “The Companies Act, 1956” or any statutory modification thereof, for the time being in force. The Act or the said Act
- (b) “These Articles” means these Articles of Association as originally framed or as from time to time altered by Special Resolution. These Articles
- (c) “Beneficial Owner” means the beneficial owner as defined in clause(a) of sub-section (1) of Section 2 of the Depositories Act, 1996. Beneficial Owner
- (d) “The Company” or “this Company” means TATA CONSULTANCY SERVICES LIMITED. The Company or this Company
- (e) “The Directors” means the Directors for the time being of the Company or as the case may be, the Directors assembled at a Board. The Directors
- (f) “Depositories Act, 1996” includes any statutory modification or re-enactment thereof Depositories Act, 1996
- (g) “Depository” means a Depository as defined under clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996. Depository
- (h) “The Board,” or the “Board of Directors” means a meeting of the Directors duly called and constituted or as the case may be the Directors assembled at a Board, or the requisite number of Directors entitled to pass a circular resolution in accordance with the Act. The Board or Board of Directors
- (i) “The Chairman” means the Chairman of the Board of Directors for the time being of the Company. The Chairman

The Managing Director	(j) “The Managing Director” includes one or more persons appointed as such or any of such persons or Directors for the time being of the Company who may for the time being be the Managing Director of the Company.
The Office	(k) “The Office” means the Registered Office for the time being of the Company.
Capital	(l) “Capital” means the Share Capital for the time being raised or authorized to be raised for the purpose of the Company.
Register	(m) “Register” means the Register of Members of the Company required to be kept pursuant to the Act.
The Registrar	(n) “The Registrar” means the Registrar of Companies, of the State where the Registered Office of the Company is situated.
Dividend	(o) “Dividend” includes bonus shares.
Month	(p) “Month” means a calendar month.
Seal	(q) “Seal” means the Common Seal for the time being of the Company.
In writing	(r) “In writing” and “written” shall include printing, lithography and other modes of representing or reproducing words in a visible form.
Plural Number	(s) Words importing the singular number also include the plural number and vice versa.
Persons	(t) Words importing persons include corporations and firms as well as individuals.
Gender	(u) Words importing masculine gender shall also include the feminine gender.
Expression in the Act to bear same meaning in the Articles	Subject as aforesaid, any words or expressions defined in the Act shall, except where the subject or context forbids, bear the same meaning in these Articles.
Marginal Notes	The marginal notes hereto shall not affect the construction of these Articles.

CAPITAL AND SHARES

Share Capital This Article has been substituted in place of existing Article 3 by a Special Resolution passed on 12.6.2009	3. The present Authorised Share Capital of the Company is Rs.325,00,00,000/- (Rupees Three hundred and Twenty Five Crore only) divided into 225,00,00,000 (Two Hundred and Twenty Five Crore) Equity Shares of Re.1/- (Rupee One only) each and 100,00,00,000 (One Hundred Crore) Redeemable Preference Shares of Re.1/- (Rupee One only) each.
Power to increase share capital	4. The Board may, from time to time, with the sanction of the Company in a general meeting, increase the share capital by such sum to be divided into shares of such amounts as the resolution shall prescribe.

5. Subject to the provisions of Section 80, any Preference Shares may, with the sanction of an ordinary resolution, be issued on the terms that they are, or at the option of the Company liable to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine

Redeemable
Preference Shares

5A. Rights attached to Redeemable Preference Shares

The rights, privileges and conditions attached to the Redeemable Preference Shares of Re. 1/- (Rupee One only) each shall be as follows:

This article has
been inserted by a
Special
Resolution passed
on 17.03.2008.

- (i) The Redeemable Preference Shares shall confer on the holders thereof, the right to a fixed cumulative preferential dividend on the capital for the time being paid-up thereon at a rate as may be determined by the Directors at the time of issue. The Redeemable Preference Shares shall also entitle the holders thereof, to a right to receive a variable non-cumulative dividend on such basis as may be determined by the Directors at the time of issue.
- (ii) The Redeemable Preference Shares shall rank for capital and dividends (including all dividends undeclared upto the commencement of winding-up) and for repayment of capital in a winding-up, *pari passu inter se* and in priority to the Equity Shares of the Company, but shall not confer any further right on the holders thereof to participate in the profits or assets of the Company except as mentioned above.
- (iii) The Redeemable Preference Shares shall not confer any right on the holders thereof to participate in any offer or invitation by way of rights or otherwise to subscribe for additional shares in the Company; nor shall the Redeemable Preference Shares confer on the holders thereof any right to participate in any issue of bonus shares or shares issued by way of capitalization of reserves.
- (iv) The Redeemable Preference Shares shall be redeemable at par at the end of six years from the date of allotment but may be redeemed at any time after three years from the date of allotment at the option of the holders thereof.
- (v) The rights and the terms attached to the Redeemable Preference Shares may be modified or dealt with by the Directors in accordance with the provisions of these Articles.

6. The Company may, at any time, pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares, debentures, or debenture stock of the Company or procuring or agreeing to procure subscription (whether absolute or conditional) for any shares, debentures or debenture stock of the Company but so that if the commission in respect of shares shall be paid or payable out of capital the statutory conditions and requirements shall be observed and complied with and the amount or rate of commission shall not exceed 5% on the price of shares and 2 ½% on the price of debentures or debenture stock, in each case subscribed or to be subscribed. The commission may be paid or satisfied in cash or in shares, debentures or debenture stock of the Company. The Company may also on any issue of shares or debentures pay such brokerage as may be lawful.

Commission for
placing shares,
debentures, etc.

On what condition new shares may be issued 7. 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 and if no direction be given as the Board shall determine.

How far new shares to rank with existing shares 8. Except so far as otherwise provided by the conditions of issue, or by these Articles, any capital raised by the creation of new shares, shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, transfer and transmission, forfeiture, lien, voting, surrender and otherwise. Such new shares shall rank pari passu with the existing shares in all respect except for the purposes of dividend that shall be pro rated to the period for which such newly issued shares are in existence.

Reduction of capital 9. 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 in any manner for the time being authorized by law and in particular, by paying off capital or canceling capital which has been lost or is unrepresented by available assets, or is superfluous by reducing the liability on the shares or otherwise as may be expedient, and capital may be paid off upon the footing that it may be called up again or otherwise; and the Board may, subject to the provisions of the Act, accept surrender of shares.

Sub-division and consolidation of shares 10. The Company in general meeting may, from time to time, sub-divide or consolidate the shares under powers conferred by Section 94 of the Act and shall file with the Registrar such notice of exercise of any such powers as may be required by the Act. Provided however that the provision relating to progressive numbering shall not apply to the shares of the Company which have been dematerialized.

Buyback of shares 11. Notwithstanding anything contained in these Articles, the Board of Directors may, when and if thought fit, buy back such of the Company's own shares or securities as it may think necessary, subject to such limits, upon such terms and conditions, and subject to such approvals, as may be permitted by the law.

Issue of Shares with differential voting rights 12. The Directors may issue shares with differential rights as to dividend, voting or otherwise, upon such terms and conditions and with such rights and privileges annexed thereto as thought fit and as may be permitted by law, on obtaining approval of the shareholders.

Modification of rights 13. If at any time, the capital of the Company by reason of the issue of preference shares or otherwise, is divided into different classes of shares, all or any of the rights attached to the shares of each class may, subject to the provisions of Section 106 and 107 of Act be varied with the consent in writing of the holders of at least three-fourth of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of issued shares of that class and all the provisions hereinafter contained as to general meeting shall, mutatis mutandis, apply to every such meeting.

14. Subject to the provisions of these Articles, the shares shall be under the control of the Board of Directors who may allot or dispose of the same or any of them, to such persons, upon such terms and conditions, at such times, and upon such consideration as the Board may think fit. Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting by a Special Resolution.

Allotment of shares

15. Subject to the provisions of the Act and these Articles the Directors may allot and issue shares in the capital of the Company as payment or part payment for any property sold or transferred, goods or machinery supplied, or for services rendered to the Company, either in or about the formation or promotion of the Company, or the conduct of its business; and any shares which may be so allotted may be issued as fully paid up shares, and if so issued, shall be deemed to be fully paid up shares.

Directors may allot shares as fully paid up

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

Installments of shares to be duly paid

17. The Joint Holders of a share shall be severally as well as jointly liable for the payment of all installments and calls due in respect of such share.

Liability of joint-holders of shares

18. Shares may be registered in the name of any person, Company or other body corporate. Not more than four persons shall be registered as joint-holders of any share.

How shares may be registered

19. (1) Subject to the provisions of the Articles 19(1) & 19(2), every person whose name is entered as a member in the register shall, without payment, be entitled to a certificate or more certificates in marketable lot under the Common Seal of the Company specifying the share or shares held by him and the amount paid thereon. Provided that, in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

Share Certificates

(2) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears on the Register of Members as holder of any share or whose name appears as the Beneficial Owner of shares in the records of the Depository 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 or equity or equitable, contingent or other claim or interest in such share on the part of any other person whether or not it, shall have express or implied notice thereof.

(3) Notwithstanding anything contained herein, the Company shall be entitled to dematerialise pursuant to the provisions of the Depositories Act, 1996 its shares debentures and other securities and offer securities for subscription in a dematerialised form. The Company shall be entitled to maintain a Register of Members with the details of Members holding shares in physical form in any media as permitted by law including any form of electronic media. The Register of Beneficial Owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be the Register of Members and Security holders.

Limitation of time for issue of certificates

20. The Company shall complete and have ready for delivery share certificates within three months from the date of allotment unless the conditions of issue thereof otherwise provide, or within one month of the receipt of application of registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the Seal of the Company and shall specify the number and distinctive numbers of shares in respect of which it is issued and amount paid-up thereon and shall be in such form as the Directors may prescribe or approve.

Issue of new share certificate(s) in place of worn out, defaced, lost or destroyed

21. If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, being given a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate. Every certificate under the Article shall be issued without payment of fees if the Directors so decide or on payment of such fees (not exceeding Rs.2/- for each certificate) as the Directors shall prescribe. Provided that no fee shall be charged for issue of new certificates in replacement of those which are old, defaced or worn out or where there is no further space on the back thereof for endorsement of transfer.

Offers for sale of equity shares by Tata Sons Limited and its associates

21A. In the event Tata Sons Limited and their associates desire to make an offer for sale of their equity holding in the Company either along with a public offering by the Company or separately, the Company shall, so long as the resultant equity holding of Tata Sons Limited and their associates does not as a consequence fall below 26%, co-operate with and assist Tata Sons Limited and their associates to make such offer for sale and if such shares are to be sold in a jurisdiction where the shares of the Company are not already listed/registered, the Company shall also assist in listing/registering of its shares in such jurisdiction.

This Article has been inserted by a Special Resolution passed on 5.5.2004

CALL ON SHARES

Board of Directors to make calls

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

Calls to carry interest

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

23. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

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

24. (1) The Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him.

Voluntary advances of uncalled share capital

(2) Upon all or any of the moneys so advanced may, until the same would, but for such advance, become presently payable, pay interest at such rate as may be agreed upon between the Board and the member paying the sum in advance and the Board of Directors may, at any time, repay the amount so advanced upon giving to such members three months notice in writing. Moneys paid in advance of calls shall not in respect thereof confer a right to dividend or to participate in the profits of the Company.

Interest payable on calls in advance

25. A call shall be deemed to have been made at the time when the resolution authorizing such call was passed at a meeting of the Board of Directors.

Calls to date from resolution

26. (1) If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued.

Forfeiture of shares

(2) The notice aforesaid shall : (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made will be liable to be forfeited.

(3) If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

(4) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(5) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

27. (1) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which at the date of forfeiture, were presently payable by him to the Company in respect of the shares.

Liability to pay money owing at the time of forfeiture

(2) The liability of such persons shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

Declaration of forfeiture	<p>28. (1) A duly verified declaration in writing that the declarant is a Director, the Manager or the Secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.</p> <p>(2) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.</p> <p>(3) The transferee shall thereupon be registered as the holder of the share.</p> <p>(4) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share, be affected by any irregularity or invalidity in the proceedings in reference to or disposal of the share.</p>
Provisions regarding forfeiture to apply in the case of non-payment of sums payable at a fixed time	<p>29. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the shares or by way of premium, as if the same had been payable by virtue of a call duly made and noticed.</p>
Directors may accept surrender of shares	<p>30. The Directors may at any time, subject to the provisions of the Act, accept the surrender of any share from or by any member desirous of surrendering on such terms as the Directors may think fit.</p>
Company's lien on shares	<p>31. The Company shall have a first and paramount lien upon every share not being fully paid up, registered in the name of each member (whether solely or jointly with others), and upon the proceeds of sale thereof for moneys called or payable at a fixed time in respect of such shares whether the time for the payment thereof shall have actually arrived or not and no equitable interest in any share shall be created except upon the footing and condition that this Article is to have full effect. Such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed, the registration of a transfer of a share shall operate as a waiver of the Company's lien, if any, on such shares.</p>
Enforcement of lien on sale of shares	<p>32. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable or until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of amount in respect of which lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or insolvency.</p>
Application of proceeds of sales	<p>33. The proceeds of the sale shall be received by the Company and shall be applied in payment of such part of the amount in respect of which lien exists as is presently payable and the residue shall (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the persons entitled to the shares at the date of the sale. The purchaser shall be registered as the holder of the share and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.</p>

TRANSFER AND TRANSMISSION OF SHARES

34. The instrument of transfer shall be in writing and all the provisions of Section 108 of the Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and registration thereof. Form of transfer
35. The instrument of transfer of any share in the Company shall be executed both by the transferor and transferee and the transferor shall be deemed to remain holder of the share until the name of the transferee is entered in the register of members in respect thereof. Execution of transfer
36. A transfer of the share in the Company of a deceased member thereof made by his legal representative shall, although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer. Transfer by legal representative
37. Every instrument of transfer shall be delivered to the Company at the office for registration accompanied by any certificate of the shares to be transferred and such evidence as the Company may require to prove the title of the transferor, or his right to transfer the shares. All instruments of transfer shall be retained by the Company, but any instrument of transfer which the Board may decline to register shall on demand, be returned to the person depositing the same. Instrument of transfer to be left at office and evidence of titles to be given
38. The provisions of Section 111A of the Act regarding registration of transfer should be adhered to. No fee shall be charged for registration of transfer, transmission, probate, Succession Certificate and Letters of administration, Certificate of Death or Marriage, Power of Attorney or similar other document. The registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever. Transfer of shares
*
39. The Company shall keep a book, to be called the “Register of Transfers” and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any share. Register of transfers
40. The Register of Members or the Register of Debenture – holders may be closed for any period or periods not exceeding 45 (forty five) days in each year but not exceeding 30 (thirty) days at any onetime after giving not less than 7 (seven) days previous notice by advertisement in some newspaper circulating in the district in which the Registered Office of the Company is situated. Closing of Registers of members and Debenture holders
41. In the case of transfer of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in an electronic and fungible form the provisions of the Depositories Act, 1996 shall apply. Transfer of Securities held in Dematerialised form
42. The executor or administrator of a deceased member (not being one of two or more joint holders) shall be the only person recognized by the Company as having any title to his shares, and the Company shall not be bound to recognize such executor or administrator unless such executor or administrator shall have first obtained Probate or Letters of Administration, as the case may be, from a duly constituted Court in India; Provided that in any case where the Board in their absolute discretion think fit, the Board may dispense with production of Probate or Letters of Administration, and, under the next Article, register the name of any person who claims to be absolutely entitled to the shares standing in the name of a deceased member as a member. Title to share of deceased holder

* This clause has been amended
by Resolution passed on 19.07.2005

Registration of persons entitled to shares otherwise than by transfer

43. Subject to the provisions of the Act and these Articles, any person becoming entitled to a share in consequence of the death, bankruptcy or insolvency of any member, or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Directors (which they shall not be under any obligation to give), upon producing such evidence as the Board think sufficient, either be registered himself as the holder of the share or elect to have some person nominated by him, and approved by the Board, registered as such holder. Provided, nevertheless, that if such person shall elect to have his nominee registered, he shall testify the election by executing to his nominee an instrument of transfer of the share in accordance with the provisions herein contained, and, until he does so, he shall not be freed from any liability in respect of the share.

Board may require evidence of transmission

44. Every transmission of a share shall be verified in such manner as the Directors may require, and the Company may refuse to register any such transmission until the same be so verified, or until or unless an indemnity be given to the Company with regard to such registration which the Board at their discretion shall consider sufficient; Provided nevertheless, that there shall not be any obligation on the Company or the Board to accept any indemnity.

BORROWING POWERS

Power of borrowing

45. (1) Subject to the provisions of Sections 292 and 293 (1) (d) 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 or sums of money for the purposes of the Company.

Conditions on which money may be borrowed

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

How debentures etc. shall be transferred

(3) Debentures, bonds etc. of the Company shall be transferred or transmitted in accordance with the procedure prescribed for shares in Section 108 of the Act and the prevailing rules made thereunder by Central Government from time to time, unless different provisions are made specifically in the terms of issue governing such debentures, bonds, etc.

Securities may be assignable free from equities

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

Issue at discount etc. or with special privileges

47. Subject to Sections 79 and 117 of the Act, any debentures, debenture stock, bonds or other securities may be issued at a discount, premium or otherwise, and with any special privileges to redemption, surrender, drawings, allotment of shares, appointment of Directors and otherwise. Debentures, Debenture-Stock, Bonds or other securities with the right to allotment of or conversion into shares shall be issued only with the consent of the Company in General Meeting.

48. Subject to the provisions of Sections 58A, 58AA and 58B, 292 and 293 of the Companies Act and the rules made thereunder from time to time, the Board of Directors may, from time to time, invite and/or accept deposits from members of the public and/or employees of the Company/or otherwise at such interest rates as may be decided by the Board. Board may also pay commission to any person for subscribing or agreeing to subscribe or procure or agree to procure these deposits. Inviting/accepting deposits

GENERAL MEETINGS

49. (1) A general meeting of the Company may be called by giving not less than twenty one days notice in writing. (2) A general meeting may be called after giving shorter notice than that specified in clause (1) of this Article if consent is accorded thereto : (i) in the case of an annual general meeting, by all the members entitled to vote thereat, and (ii) in the case of any other meeting subject to the provisions of Section 171 of the Act, by members of the Company holding not less than ninety five percent of such part of the paid-up share capital of the Company as gives a right to vote at meeting. Notice of General Meeting

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

51. (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Quorum

(2) Five members entitled to vote and present in person shall be a quorum at a general meeting.

52. The first annual general meeting of the Company shall be held within eighteen months of its incorporation and thereafter, the annual general meeting shall be held within six months after the expiry of each financial year, except in the case when, for any special reason time for holding any annual general meeting (not being the first annual general meeting) is extended by the Registrar under Section 166 of the Act, no greater interval than fifteen months shall be allowed to elapse between the date of one annual general meeting and that of the next. Every annual general meeting shall be held during business hours on a day other than a public holiday either at the Registered Office of the Company or at some other place as the Central Government may direct, and the notice calling the meeting shall specify it as the annual general meeting. All other meetings of the Company shall be called "Extraordinary General Meetings". General Meetings

When Extra-ordinary meeting to be called	53. The Board may, whenever they think fit and shall, on the requisition of the holders of not less than one tenth of the paid-up-capital of the Company upon which all calls or other sums then due have been paid, as at the date carry the right of voting in regard to that matter forthwith proceed to convene an extraordinary meeting of the Company, and in the case of such requisition, the following provisions shall have effect :- (1) The requisition must state the objects of the meeting and must be signed by the requisitionists and deposited at the office and may consist of several documents, in like-form each signed by one or more requisitionists. (2) If the Board of Directors of the Company do not proceed within twenty one days from the date of the requisition being so deposited to cause meeting to be called on a day not later than 45 days from the date of deposit of the requisition, the requisitionists may themselves or such of the requisitionists as represent either a majority in value of the paid up share capital held by all of them and not less than one-tenth of the paid up capital of the Company, whichever is less, may convene the meeting, but any meeting so convened shall be held within three months from the date of the deposit of the requisition. (3) Any meeting convened under this Article by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board.
Omission to give notice	54. The accidental omission to give any such notice or the non-receipt of any such notice by any member shall not invalidate the proceedings at any meeting.
Chairman of General Meeting	55. The Chairman of the Board shall be entitled to take the Chair at every general meeting or if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act as Chairman, the Directors 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, the members present shall choose one of their number to be the Chairman of the meeting.
When, if quorum not present, meetings to be dissolved and when to be adjourned	56. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon such requisition as aforesaid, shall be dissolved but in any other case it shall stand adjourned to the same day in the next week at the same time and place and if at such adjourned meeting a quorum is not present, then those members who are present shall be a quorum and may transact the business for which the meeting was called.
Adjournment of meeting	57. (1) The Chairman may, with the consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting from time to time and place to place.
Business at adjourned meeting	(2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

- (3) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as was given in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. Notice of adjourned meeting
58. (1) Every question submitted to a meeting shall be decided in the first instance by a show of hands. How questions to be decided at meetings
- (2) At any general meeting a resolution put to vote of the meeting shall be decided on a show of hands, unless a poll is, before or on the declaration of the result of the show of hands, demanded by a member present in person or proxy or by duly authorized representative and holding shares in the Company which confers a power to vote on the resolution not being less than one tenth of the total voting power in respect of the resolution or on which an aggregate sum of not less than fifty thousand rupees has been paid up. The demand for a poll may be withdrawn at any time by the person or persons who make the demand. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the vote recorded in favour of or against that resolution. Evidence of a resolution where poll not demanded
- (3) If a poll is duly demanded, it shall be taken in such manner and at such time (not being later than forty-eight hours from the time when the demand was made) and place as the Chairman of the meeting directs and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Poll how to be taken
- (4) Subject to the provisions of Section 180 of the Act, any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment. Poll when to be taken at the meeting
- (5) The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded. Business may proceed notwithstanding demand of poll
- (6) The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll. Chairman's conclusive decision
- (7) No objection shall be raised as to the qualification of any voter except at the meeting or adjourned meeting or poll at which the vote objected to is given or tendered and every vote not disallowed at such meeting or poll shall be valid for all other purposes of such meeting or poll whatsoever. Objection to vote
- (8) Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive Chairman to judge validity

VOTES OF MEMBERS

- Vote of Members 59. Upon a show of hands every member present in person or by proxy, or by duly authorized representative shall have one vote and upon a poll every such member shall have one vote for every share held by him.
- No voting by proxy on show of hands 60. No member not personally present shall be entitled to vote on a show of hands unless such member is a body corporate present by a representative duly authorized under Section 187 of the Act in which case such representative may vote on a show of hands as if he were a member of the Company
- Motion how decided in case of equality of votes 61. In the case of an equality of votes, whether on a show of hands or on a poll the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.
- Votes in respect of deceased and bankrupt members 62. Any person entitled under the transmission clause to any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares provided that forty-eight hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Board of Directors of his right to such shares, unless the Board of Directors shall have previously admitted his right to such shares of his right to vote at such meeting in respect thereof.
- Joint holders 63. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, and if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this clause be deemed joint holders thereof.
- Votes in respect of shares of members of unsound mind 64. A member of unsound mind or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote whether on a show of hands or on poll, by his committee or other legal guardian, and any such committee or guardian may on a poll, vote by proxy.
- No member entitled to vote etc. while call due to the Company 65. No member shall be entitled to be present, or to vote on any question either personally or by proxy at any general meeting or upon a poll, or be reckoned in a quorum whilst any call or other sum shall be due and payable to the Company in respect of any of the share of such members.
- Instrument appointing proxy to be in writing 66. A member entitled to attend and vote at a meeting may appoint another person (whether a member or not) as his proxy to attend a meeting and vote on a poll. No member shall appoint more than one proxy to attend on the same occasion. The instrument appointing a proxy shall be in writing and be signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.

67. An instrument appointing a proxy shall be in either of the forms in Schedule IX to the Act or a form as near thereto as circumstances admit.

Form of Proxy

68. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 (forty-eight) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than 24 (twenty four) hours before the time appointed for taking of the poll and in default the instrument of proxy shall not be treated as valid.

Instrument appointing proxy to be deposited in office

69. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given provided that no intimation in writing of such death, insanity, revocation or transfer or transmission shall have been received at the office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

When vote by proxy valid though authority revoked

BOARD OF DIRECTORS

70. The business of the Company shall be managed by the Board of Directors.

Board of Directors

71.* Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 252 of the Act, the number of Directors shall not be less than three and more than fifteen. The Directors are not required to hold any qualification shares.

Number of Directors

72. The Board may appoint an alternate Director recommended for such appointment by a Director other than whole-time Director (hereinafter called the Original Director) in whose place he is being appointed during his absence for a period of not less than three months from the State in which the meetings of the Board are ordinarily held. An alternate Director appointed under this Article shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the original Director returns to that State. If the term of office of the Original Director is determined before he so returns to that State, any provision(s) in the Act or in this Articles for the automatic appointment shall apply to the Original Director and not to the alternate Director.

Appointment of alternate Director

73. Subject to the provisions of Section 260 of the Act, the Board shall have power at any time and from time to time, appoint any other qualified person(s) to be an Additional Director(s), but so that the total number of Directors shall not at any time exceed the maximum fixed under Article 71. Any such additional Director(s) shall hold office only upto the date of the next Annual General Meeting.

Directors' power to appoint additional Director

*This Article has been substituted in place of existing Article 71 by a Special Resolution passed on 2.7.2010

Directors power to fill casual vacancies	74. (a) If the office of any Director appointed by the Company in General Meeting is vacated before his term of office will expire in the normal course, the resulting casual vacancy may, in default of and subject to these Articles, be filled by the Board of Directors at a meeting of the Board. (b) Any person so appointed shall hold office only upto the date upto which the Director in whose place he is appointed would have held office, if it had not been vacated as aforesaid but shall be eligible for the reappointment at such Meeting subject to the provisions of the Act.
Retirement by rotation of Directors and ascertaining of Directors retiring by rotation and filling up of vacancies	75. At every Annual General Meeting of the Company, one-third of such of the Directors for the time being, as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearest to one-third shall retire from office. The non-retiring Directors, if any, shall not be subject to retirement under this clause and shall not be taken into account in determining the rotation of retirement or the number of Directors to retire. Subject to the provisions of the Act, the Directors to retire by rotation under this Article at every Annual General Meeting shall be those who have been longest in office since their last appointment, but as between persons who become Directors on the same day, those who are to retire, shall, in default of and subject to any agreement among themselves, be determined by lot.
Eligibility for re-election	76. A retiring Director shall be eligible for re-election.
Company to appoint successors	77. Subject to Section 258 of the Act, the Company at the General Meeting at which a Director retires in the manner aforesaid may fill up the vacated office by electing a person thereto.
Special position of Managing Director	78. The Managing Director shall not, while he continues to hold that office be subject to retirement by rotation in accordance with Article 75. If he otherwise, ceases to hold the office of Director he shall ipso facto and immediately cease to be a Managing Director.
Notice of candidature for office of Director except in certain cases	79. (a) A person other than a retiring Director shall be eligible for appointment to the office of Director at any General Meeting, if he or some member intending to propose him has, not less than fourteen days before the Meeting, left at the Registered Office, a notice in writing under his hand, signifying his candidature for the office of Director or the intention of such Member to propose him as a candidate for that office, as the case may be, alongwith a deposit of five hundred rupees or such sum as may for the time being be prescribed by the Act, which shall be refunded to such person or, as the case may be, to such member, if the person succeeds in getting elected as a Director. (b) The Company shall inform its members of the candidature of a person for the office of a Director or the intention of a member to propose such person as a candidate for that office, by serving individual notices on the members not less than seven days before the Meeting; Provided that it shall not be necessary for the Company to serve individual notices upon the members as aforesaid, if the Company advertises such candidature or intention, not less than seven days before the Meeting, in atleast two

newspapers circulating in the place where the Registered Office of the Company is located, of which one is published in English and the other in the regional language of that place.

(c) Every person (other than a Director retiring by rotation or otherwise or a person who has left at the office of the Company, a notice under Section 257 of the Act, signifying his candidature for the office of Director) proposed as a candidate for the office of a Director shall sign and file with the Company his consent in writing to act as a Director, if appointed.

80. A person other than

Filing of consent to act as Director

(a) A Director re-appointed after retirement by rotation or immediately on the expiry of his term of office; or

(b) An additional or alternate Director, or a person filling a casual vacancy in the office of a Director under Section 262 of the Act, appointed as an additional or alternate Director, immediately on the expiry of his term of office; shall not act as a Director of the Company, unless he has, within thirty days of his appointment, signed and filed with the Registrar his consent in writing to act as such Director.

81. The fee payable to a Director for attending a meeting of the Board or Committee thereof shall be decided by the Board of Directors from time to time within the maximum limit of such fee that may be prescribed under the proviso to Section 310 of the Act.

Remuneration of Directors

82. Subject to the provisions of the Act, any Director if called upon to perform extra services or special exertions or efforts (which expression shall include work done by a Director as a member of any committee formed by the Directors), the Board may arrange with such Director for such special remuneration, for such extra services or special exertions or efforts, either by a fixed sum or otherwise, as may be determined by the Board and such remuneration may be either in addition to or in substitution of his remuneration above provided.

Special remuneration to Director going out on the Company's business

83. The Board of Directors may allow and pay to any Director, who is not a resident of the place where the meetings of the Board or Committees thereof or General Meeting of the Company are held and who shall come to such place for the purpose of attending a meeting or for attending its business at the request of the Company, such sum as the Board may consider fair compensation for travelling, hotel and other incidental expenses, in addition to his fee, if any, for attending such meeting as above specified, and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business, he shall be entitled to be reimbursed all travelling and other expenses incurred in connection with the business of the Company.

Travelling expenses incurred by Director

84. The continuing Director(s) may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the quorum fixed by these Articles for a meeting of the Board, the continuing Director(s) may act for the purpose of increasing the number of Directors to that fixed for the quorum, or for summoning a General Meeting, but for no other purpose.

Directors may act notwithstanding vacancy.

PROCEEDINGS OF THE BOARD

85. A meeting of the Board of Directors shall be held for the dispatch of the business of the Company at least once in every three months and at least four such meetings shall be held in every year.

Meeting of the Board 86. A Director may at any time convene a meeting of the Board of Directors.

Director may summon meeting 87. (1) Notice of every meeting of the Board of Directors of the Company shall be given in writing to every Director for the time being in India and at his usual address in India to every other Director.

(2) Every officer of the Company, whose duty is to give notice as aforesaid and who fails to do so shall be punishable with fine which may extend to one hundred rupees.

Notice of meetings 88. The quorum for a meeting of the Board of Directors of the Company shall be one third of its total strength (total strength as determined by the Act and any fraction in that one third being rounded off as one) or 2 Directors, whichever is higher.

Quorum for meetings 89. If a meeting of the Board cannot be held for want of a quorum, then the meeting shall stand adjourned to such day, time and place as the Director or Directors present at the meeting may fix.

Nomination of Chairman 90. So long as Tata Sons Limited and its associates hold at least 26% of the paid up equity share capital of the Company, Tata Sons Limited will have the right to nominate the Chairman of the Board of Directors. In the absence of a nomination by Tata Sons Limited, for any period, the Directors may elect from amongst themselves a Chairman of their meetings and determine the period for which he is to hold such office.

This Article has been substituted in place of existing Article 90 by a Special Resolution passed on 5.5.2004

Chairman of Board's meeting 91. A meeting of the Board of Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretion by or under the Articles of Company for the time being vested in or exercisable by the Board of Directors generally.

Power of Quorum 92. All decisions, actions and resolutions of the Board shall be adopted by the affirmative vote of a simple majority of the members of the Board and in case of an equality of votes, the Chairman of the meeting shall have a second or a casting vote.

Questions at the Board meeting how to be decided 93. The Board may, subject to the restrictions laid down in Section 292 of the Act, delegate any of their powers to Committees consisting of such number of their body as they think fit, and may, from time to time, revoke such delegation formed, shall in the exercise of the power so delegated, conform to any regulation that may, from time to time, be imposed upon it by the Board of Directors. The proceedings of such a Committee shall be placed before the Board of Directors at its next meeting.

94. A Committee of Directors may elect a Chairman of their meetings, if no such Chairman is elected or if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

Delegation of powers to committees

95. All acts done by any meeting of the Board of Directors, or of a Committee of Directors, or by any person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid or that they or any of them were or was disqualified, be as valid as if every such person had been duly appointed and was qualified to be Director. 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 or to have terminated.

Chairman of meeting of committee

When acts of Directors or Committee valid notwithstanding defective appointment

96. Subject to the provisions of Section 292 of the Act, resolutions of the Board can be passed by circulation and they shall be as valid and effectual as if they have been passed at a meeting of the Board of Directors duly called and constituted. No resolution shall, however, be deemed to have been duly passed by the Board or by a Committee thereof by circulation unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors, or to all the members of the Committee then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee as the case may be), and to all other Directors or members at their usual address in India, and has been approved by such of the Directors as are then in India or by a majority of such of them, as are entitled to vote on the resolution.

Resolution without Board Meeting valid

POWERS OF DIRECTORS

97. Subject to the provisions of the Act, the business of the Company shall be managed by the Directors who may pay all expenses incurred in setting up and registering the Company and who may exercise all such powers and all such acts and things as the Company is authorized to exercise and do. Provided that the Directors shall not exercise any power or do any act or thing which is directed or required whether by the Act or any other act or by the Memorandum or Articles of the Company or otherwise, to be exercised or done by the Company in general meeting. Provided further that in exercising any such power or doing any such act or thing, the Directors shall be subject to the provisions contained in that behalf in the Act or any other act, or in the Memorandum or Articles of the Company, or in any regulations made by the Company in general meeting. No regulation made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

General powers of the Company vested in the Board of Directors

98. (1) Subject to the provisions of the Act, the Board may, from time to time, delegate such of its powers as it may think fit to the Chairman, and/or Managing Director(s), subject to such terms, conditions and restrictions as it may deem necessary to impose and may, from time to time, revoke, amend or vary all or any of the powers so delegated.

Delegation of Powers

(2) The Chairman and/or Managing Director(s) may sub-delegate any of the powers delegated to him by the Board to any officer or other employees of the Company.

Specific Powers of the Board of Directors

99. Without prejudice to the general powers conferred by Article 85 and the powers conferred by these Articles, but subject to the provisions of Sections 293, 293-A, and 294 of the Act, the Board of Directors shall have the following powers, that is to say power :

To acquire property

(1) To purchase, take on lease or otherwise acquire for the Company property, rights or privileges which the Company is authorized to acquire at such price, and generally on such terms and conditions as they think fit.

To pay for property, debentures, etc.

(2) To pay for any property, rights or privileges acquired by, or services rendered to the Company either wholly or partially in cash or in shares, bonds, debentures, or other securities of the Company, and any such shares may be issued either as fully paid-up or with such amount credited as paid-up thereon as may be agreed upon and any such bond, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.

To secure contracts by mortgage

(3) To secure the fulfillment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they may think fit.

To appoint officers etc.

(4) To create posts of, to appoint persons and at their discretion, remove or suspend general managers, managers, secretaries, officers, 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 and require security in such instances and to such amounts as they think fit.

To appoint trustees

(5) To appoint any person or persons (whether incorporated or not), to accept and hold in trust for the Company, any property belonging to the Company or in which it is interested or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees.

To bring and defend action

(6) To institute, conduct, defend compound or abandon, any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any claims or demands by or against the Company.

To refer to arbitration

(7) To refer any claims or demands by or against the Company to arbitration and observe and perform the awards.

To give receipt

(8) To make and give receipts, release, and other discharges for money payable to the Company, and for the claims and demands of Company.

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

such appointment or delegation may be made in such terms, and subject to such conditions as the Board of Directors may think fit and the Board of Directors may at any time remove any person so appointed and may annul or vary any such delegation.

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

To establish institution (19) To establish, maintain, support and subscribe to any society, etc. charitable, benevolent, public or general useful objects or any institution, society, or club or fund which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company carries on its business or any object in which the Company may be interested.

To borrow or raise or secure the payment of money (20) To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by executing mortgages and the issue of debentures, or debenture-stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital and to purchase, redeem, or pay off any such securities.

THE SEAL

Seal 100. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and except in the presence of at least one Director or such other person as the Board may appoint for the purpose; and the said Director or the person aforesaid shall sign every instrument to which the seal of the Company is so affixed in his presence.

RESERVES AND DIVIDENDS

Reserve Fund 101. Subject to Section 205 of the Act, the Board may, before recommending any dividend, set apart out of the profits of the Company such sums as they think proper as a reserve fund to meet contingencies or for equalizing dividends, or for special dividends, or for repairing, improving and maintaining any of the property of the Company, and for amortisation of capital and for such other purposes as the Board of Directors shall, in their absolute discretion, think conducive to the interest of the Company, and may invest the several sums so set aside upon such investments, (other than shares of the Company), as they may think fit from time to time to deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company, and may divide the reserve funds into such special funds, as they think fit and employ the reserve funds or any part thereof in the business of the Company and that without being bound to keep the same separate from the other assets.

Dividend 102. The profits of the Company available for payment of dividend subject to any special rights relating thereto, created or authorized to be created by these presents and subject to the provisions of these presents as to the reserve fund and amortisation of capital, shall, be divisible among the members in proportion

to the amount of capital paid up by them respectively, provided always that (subject as aforesaid) any capital paid up on a share during the period in respect of which a dividend is declared shall only entitle the holder of such share to an apportioned amount of such dividend as from the date of payment.

103. The Board may, from time to time, pay to the members such interim dividends as in their judgement the position of the Company justifies. Interim Dividend

104. Where capital is paid up on any shares in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to participate in profits. Capital paid up in advance

105. The Company, in general meeting, may declare a dividend to be paid to the members according to their rights and interests in the profits but no dividend shall exceed the amount recommended by the Board of Directors. Declaration of dividends

106. No dividend shall be declared or paid by the Company for any financial year except out of profits of the Company for that year arrived at after providing for the depreciation in accordance with the provisions of sub-section(2) of Section 205 of the Act or out of profits of the Company for any previous financial year or years arrived at after providing for the depreciation in accordance with those provisions and remaining undistributed or out of both. No dividend shall carry interest against the Company. Dividends out of profits only and not to carry interest

107. The Board may retain any dividends in respect of shares on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists. No unclaimed dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with all the provisions of Section 205-A of the Act in respect of unclaimed or unpaid dividend. Debts may be deducted

108. Any one of several persons who are registered as the joint holders of any share, may give effectual receipts for all dividends and payments on account of dividends in respect of such shares. Dividends to the joint holders

109. Subject to the provisions of Section 205 of the Act, no dividend shall be payable except in cash. Dividends are to be paid in cash

110. Unless otherwise directed, any dividends may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled or in the case of joint holders, to the registered address of that one whose name stands first in the register in respect of the joint holding; and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent. Payment by post

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

CAPITALISATION

Power to capitalize

112. (1) Any General Meeting may upon the recommendation of the Directors, resolve that any moneys, investments or other assets forming part of the undivided profits of the Company standing to the credit of any of the Company's Reserve Accounts or to the credit of Profit and Loss Account or any Capital Redemption Reserve Account or in the hands of the Company and available for dividend or representing premiums received on the issue of shares standing to the credit of the Share Premium Account be capitalized and distributed amongst such of the members as would be entitled to receive the same if distributed by way of dividend and in the same proportion on the footing that they become entitled thereto as capital and that all or any part of such capitalized funds shall not be paid in cash to but shall be applied subject to the provisions contained in clause (2) hereof on behalf of such member either in or towards -

(a) paying up any amounts for the time being remaining unpaid on any share held by such members respectively; or

(b) paying up in full the unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportions aforesaid; or

(c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b); and that such distribution or payment shall be accepted by such members in full satisfaction of their interest in the capitalized sum.

(2) (a) Any moneys, investments or other assets representing premium received on the issue of shares and standing to the credit of Shares Premium Account;

(b) if the Company shall have redeemed any Redeemable Preference Shares, all or any part of any Capital Redemption Fund arising from the redemption of such shares; may by resolution of the Company be applied only in paying up in full or in part any new share or any shares then remaining unissued to be issued to such member of the Company as the General Meeting may resolve upto an amount equal to the nominal amount of the shares so issued.

(3) Any General Meeting may resolve that any surplus moneys arising from the realization of any capital assets of the Company or any investments representing the same or any other undistributed profits of the Company not subject to charge for income tax be distributed among the members on the footing that they receive the same as capital.

(4) Whether such resolution under this Article shall have been passed, the Board shall,

(a) make all appropriations and applications of the undivided profit resolved to be capitalized thereby and all allotments and issue of fully paid shares or debentures, if any, and

(b) generally do all acts and things required to give effect thereto.

(5) The Board shall have full power :-

(a) to make such provisions by the issue of fractional certificate or by payment in cash or otherwise as it thinks fit, for the case of shares or debentures becoming distributable in fractions and that fraction of less value than Re.1 may be disregarded and also;

(b) to authorize, any person to enter on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) of the payment of the Company on their behalf by the application thereto of their respective proportions of the profits resolved to be capitalized, or the amounts or any part of the amounts remaining unpaid on their existing shares and may vest any such cash or specific assets in trustees upon the trust for the person entitled to the dividend or capitalized fund as may seem expedient to the Board.

(6) Any agreement made under such authority shall be effective and binding on all such members.

ACCOUNTS

113. The Company shall cause to be kept proper books of accounts with respect to:- (a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure take place; (b) all sales and purchases made by the Company;(c) the assets and liabilities of the Company. Accounts to be kept

114. The books of account shall be kept at the Registered Office of the Company or such other place in India as the Board of Directors shall think fit and shall be open to inspection by the Directors during business hours. Inspection of Accounts Books

115. The Board of Directors shall, from time to time, determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to inspection of members (not being Directors) and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board of Directors or by the Company in general meeting. Inspection by members

116. Subject to Section 210 (3) of the Act, at the First Annual General Meeting and subsequently at every Annual General Meeting, the Board shall lay before the Company, a Balance Sheet and Profit and Loss Account in the case of the first account since the incorporation of the Company, and in any other case since the preceding account made upto a date not earlier than the date of the meeting by more than six months or where an extension of time has been granted for holding the meeting by more than six months and the extension so granted. Annual accounts and balance sheets

Annual report of the Board of Directors	117. The Board shall make out and attach to every balance sheet a report with respect to the state of the Company's affairs, the amount, if any, which they recommended should be paid by way of dividend and the amount, if any, which they propose to carry to the Reserve Fund, General Reserve or Reserve Account shown specifically on the balance sheet or to a Reserve Fund, General Reserve or Reserve Account to be shown specifically in a subsequent balance sheet. The report shall be signed by the Chairman of the Board of Directors on behalf of the Directors, authorised in that behalf by the Board, and when he is not so authorised, shall be signed by such number of Directors as are required to sign the balance sheet and the profit and loss account by virtue of sub-sections (1) and (2) of Section 215 of the Act.
Content of profit and loss account	118. Forms of Balance Sheet and Profit and Loss account shall be in accordance with the provisions of Section 211 of the Act. The Profit and Loss Account shall in addition to the matters referred to in Section 211 of the Act show, arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived and the amount of gross expenditure distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account so that just balance of profit and loss may be laid before the meeting, and in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, with addition of the reason why only a portion of such expenditure is charged against the income of the year.
Balance sheet and profit and loss account to be sent to members	119. The Company shall send a copy of such Balance Sheet and Profit and Loss Account together with a copy of the Auditor's Report to the registered address of every member of the Company and to every holder of debenture/bonds issued by the Company in the manner in which notices are to be given hereunder at least twenty-one days before the meeting at which it is to be laid before the members of the Company and shall deposit a copy at the Registered Office of the Company for inspection of the members of the Company during a period of at least twenty-one days before that meeting.
Directors to comply with Sections 209 to 222 of the Act	120. The Board shall, in all respects, comply with the provisions of Sections 209 to 222 of the Act, or any statutory modification thereof for the time being in force as may be applicable to the Company.
AUDIT	
Accounts to be audited annually	121. Once at least in every financial year the accounts of the Company shall be examined and the correctness of the Profit and loss account and Balance Sheet ascertained by one or more auditors.
Appointment of auditors	122. The auditor/auditors of the Company shall be appointed or re-appointed by the Company in its general meeting and his/their remuneration, rights and duties shall be regulated by Sections 224 to 233 of the Act.

123. The auditors of the Company shall be entitled to receive notice of 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 down before the Company and may make any statement or explanation they desire with respect to the accounts.

Auditor's right to attend meeting

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

When accounts to be deemed finally settled

NOTICE

125. A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address; if he has no registered address, to the address, if any, supplied by him to the Company for the giving of notice to him.

How notices to be served on members

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

Notifying registered place of address

127. If a member has no registered address in India, and has not supplied to the Company an address within India for the giving of notices to him, a document advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served on him on the day on which the advertisement appears.

Service on members having no registered address

128. A notice may be given by the Company to the joint holders of share by giving the notice to joint holder named first in the register of the share.

Notice to joint holders

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

How notice to be given to

130. Notice of every general meeting shall be given in the same manner hereinbefore authorised to (a) every member of the Company except those members who, having no registered address, have not supplied to the Company an address for giving of notice to them, and also to (b) every person entitled to a share in consequence of the death or insolvency of a member who, but for his death or insolvency, would be entitled to receive notice of the meeting, provided the Company has been given due notice.

To whom notice of general meeting to be given

Advertisement	131. Subject to the provisions of the Act any document required to be served or sent by the Company on or to the members or any of them, and not expressly provided for by these presents, shall be deemed to be duly served or sent if advertised once in one daily English and one daily vernacular newspaper circulating in Mumbai.
Transferees bound by prior notice	132. Every person who by operation of the law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which previous to his name and address and title to the share being notified to and registered by the Company, shall be duly given to the person from whom he derives his title to such share.
How notice to be signed	133. The signature to any notice to be given by the Company may be written or printed.
How time to be counted	134. Where a given number of days' notice or notices extending over any other period is required to be given, the day of service shall, unless it is otherwise provided, be counted in such number or other period.

SECRECY

Secrecy clause	135. Every Director, Secretary, Trustee for the Company, its members, or debenture-holders, member of a committee, officer, servant, agent, accountant, or other person employed in or about the business of the Company shall, if so required by the Board before entering upon his duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or by any general meeting or by a court of law and except so far as may be necessary in order to comply with any of the provisions contained in these Articles.
Restriction on entry upon property	136. No shareholder or other person (not being a Director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board or to require discovery of or any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process or of any matter whatsoever which may relate to the conduct of business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to communicate.

INDEMNITY AND RESPONSIBILITY

Directors' and others' rights to indemnity	137. (a) Subject to the provisions of Section 201 of the Act, every Director, Manager, Auditor, Secretary or other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses
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and expenses (including travelling 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 Director, Manager, Officer or servant or in any other way in the discharge of his duties and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the members over all other claims.

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

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

Individual responsibility of Directors

WINDING UP

139. 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 early as may be, the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up, on the shares held by them respectively. And if in a winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up, the excess shall be distributed amongst the members in proportion to the capital paid up, or which ought to have been paid up on the shares held by them respectively. But this clause is to be without prejudice to the rights of the holders of share issued upon special terms and conditions.

Distribution of assets on winding up

We, the several persons whose names, addresses and occupations subscribed hereunder are desirous of being formed into a Company in pursuance of these Articles of Association and we respectively agree to take the number of shares in the Capital or the Company set opposite our respective names:

Name, address, description and occupation of each subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Signature of Witness and his name, address, description and occupation
<p>1. Bhalchandra Sitaram Bhalerao s/o Sitaram V. Bhalerao 402, Helen Haven 132/133, St. Cyril Road Bandra (W) Bombay – 400 050</p> <p>Occ: Business Executive</p> <p>2. Pervaz Maneckshaw Poonawala 8, Cama Building Cama Road, Andheri (W) Bombay – 400 050</p> <p>Occ: Business Executive</p>	<p>1 (One)</p> <p>1 (One)</p> <hr/> <p>2 (Two)</p>	<p>Sd/-</p> <p>Sd/-</p>	<p>Vijay Swamirao Lokur S/o. Swamirao 9/14, Sion (East) Bombay 400 022. Occ. Company Law Consultant</p>

Bombay, January 2, 1995

TATA CONSULTANCY SERVICES LIMITED

Special Resolution passed at the Extra-Ordinary General Meeting of the Company held on 7th October 2002:

“RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the regulations contained in the draft Articles of Association placed before the meeting be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things necessary or expedient to give effect to this resolution.”

TATA CONSULTANCY SERVICES LIMITED

Ordinary Resolution passed at the Annual General Meeting of the Company held on May 5, 2004.

“RESOLVED THAT subject to the provisions of Section 94 of the Companies Act, 1956 and Article 10 of the Company’s Articles of Association, 4,00,00,000 equity shares of Rs. 10/- each of the Company be sub-divided into 40,00,00,000 equity shares of Re. 1/- each and that clause V of the Memorandum of Association of the Company be altered accordingly.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things including crediting of 36,44,00,020 equity shares of Re. 1/- each to the shareholders’ demat accounts maintained with the Depository Participants in lieu of 3,64,40,002 equity shares of Rs. 10/- each held by them and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board of Directors to any Director(s) or to the Company Secretary, to give effect to this Resolution.”

Ordinary Resolution passed at the Annual General Meeting of the Company held on May 5, 2004.

“RESOLVED THAT the Authorised Capital of the Company be increased from Rs. 40,00,00,000 (Rupees Forty crores) divided into 40,00,00,000 (Forty crores) equity shares of Re. 1/- each to Rs. 60,00,00,000 (Rupees Sixty crores) divided into 60,00,00,000 (Sixty crores) equity shares of Re. 1/- each by the creation of 20,00,00,000 (Twenty crores) equity shares of Re. 1/- each and that Clause V of the Memorandum of Association of the Company be altered accordingly.”

Special Resolution passed at the Annual General Meeting of the Company held on May 5, 2004

“RESOLVED THAT pursuant to the provisions of Section 31 of the Companies Act, 1956, the Articles of Association of the Company be amended as under:

a) Article 3 of the Articles of Association be substituted by the following Article:-

„3. Share Capital

The present Authorised Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crores) divided into 60,00,00,000 equity shares of Re. 1/- each.”

b) A new Article 21A be inserted after Article 21 as follows:

„21A. Offers for sale of equity shares by Tata Sons Limited and its associates

In the event Tata Sons Limited and their associates desire to make an offer for sale of their equity holding in the Company either along with a public offering by the Company or separately, the Company shall, so long as the resultant equity holding of Tata Sons Limited and their associates does not as a consequence fall below 26% , co-operate with and assist Tata Sons Limited and their associates to make such offer for sale and if such shares are to be sold in a jurisdiction where the shares of the Company are not already listed/registered, the Company shall also assist in listing/registering of its shares in such jurisdiction.’

c) Article 90 of the Article of Association be substituted by the following Article:-

‘90 Nomination of Chairman

So long as Tata Sons Limited and its associates hold at least 26% of the paid up equity share capital of the Company, Tata Sons Limited will have the right to nominate the Chairman of the Board of Directors. In the absence of a nomination by Tata Sons Limited, for any period, the Directors may elect from amongst themselves a Chairman of their meetings and determine the period for which he is to hold such office’.”

TATA CONSULTANCY SERVICES LIMITED

Special Resolution passed at the Annual General Meeting of the Company held on July 19, 2005

“RESOLVED that pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be amended by inserting the following sentence at the end of Article 38:

‘The registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.’ ”

TATA CONSULTANCY SERVICES LIMITED

Ordinary Resolution passed at the Annual General Meeting of the Company held on June 29, 2006.

“RESOLVED that pursuant to the provisions of section 94 and other applicable provisions, if any, of the companies Act 1956, the Authorised Share Capital of the Company be increased from Rs. 60,00,00,000 divided into 60,00,00,000 Equity Shares of Re 1/- each to Rs. 120,00,00,000 divided into 120,00,00,000 Equity Shares of Re. 1/- each by the creation of 60,00,00,000 Equity Shares of Re. 1/- each and that Clause V of the Memorandum of Association of the Company be altered accordingly.”

Special Resolution passed at the Annual General Meeting of the Company held on June 29, 2006.

“RESOLVED that pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Article 3 of the Articles of Association of the Company be substituted by the following Article:

‘3. The present Authorised Share Capital of the Company is Rs. 120,00,00,000/- (Rupees One hundred and twenty crores) divided into 120,00,00,000 Equity Shares of Re. 1/- each’”.

Ordinary Resolution passed by way of Postal Ballot on March 17, 2008.

“RESOLVED THAT in accordance with the provisions of Sections 16 and 94 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Authorised Share Capital of Rs.120,00,00,000/- (Rupees One Hundred and Twenty Crores only) divided into 120,00,00,000 (One Hundred and Twenty Crores) equity shares of Re.1/- (Rupee One only) each be increased to Rs. 220,00,00,000/- (Rupees Two Hundred and Twenty Crores only) divided into 120,00,00,000 (One Hundred and Twenty Crores) Equity Shares of Re.1/- (Rupee One only) each and 100,00,00,000 (One Hundred Crores) Redeemable Preference Shares of Re.1/- (Rupee One only) each by the creation of 100,00,00,000 Redeemable Preference Shares of Re.1/- each and that Clause V of the Memorandum of Association of the Company be altered accordingly by substituting the following new Clause V in place of the existing Clause V:

V.* The present authorized capital of the Company is Rs. 220,00,00,000/-(Rupees Two Hundred and Twenty Crores only) divided into 120,00,00,000 (One Hundred and Twenty crores) Equity Shares of Re.1/- (Rupee One only) each and 100,00,00,000 (One Hundred Crores) Redeemable Preference Shares of Re.1/- (Rupee One only) each with power to increase or reduce the capital of the Company and / or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors of the Company or by the Company in General Meeting, as applicable, in conformity with the provisions of the Companies Act, 1956 (“Act”) and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being.

Special Resolution passed by way of Postal Ballot on March 17, 2008.

“RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be altered in the following manner :

(i) Substitute the following Article in place of the existing Article 3.

‘3. The present Authorised Share Capital of the Company is Rs. 220,00,00,000/- (Rupees Two hundred and Twenty crores only) divided into 120,00,00,000 (One Hundred and Twenty crores) Equity Shares of Re.1/-

(Rupee One only) each and 100,00,00,000 (One Hundred crores) Redeemable Preference Shares of Re.1/- (Rupee One only) each."

(ii) Insert the following Article as Article 5A after the existing Article 5:

'5A. Rights attached to Redeemable Preference Shares

The rights, privileges and conditions attached to the Redeemable Preference Shares of Re. 1/- each shall be as follows:

- (i) The Redeemable Preference Shares shall confer on the holders thereof, the right to a fixed cumulative preferential dividend on the capital for the time being paid-up thereon at a rate as may be determined by the Directors at the time of issue. The Redeemable Preference Shares shall also entitle the holders thereof, to a right to receive a variable non-cumulative dividend on such basis as may be determined by the Directors at the time of issue.
- (ii) The Redeemable Preference Shares shall rank for capital and dividends (including all dividends undeclared upto the commencement of winding-up) and for repayment of capital in a winding-up, *pari passu inter se* and in priority to the Equity Shares of the Company, but shall not confer any further right on the holders thereof to participate in the profits or assets of the Company except as mentioned above.
- (iii) The Redeemable Preference Shares shall not confer any right on the holders thereof to participate in any offer or invitation by way of rights or otherwise to subscribe for additional shares in the Company; nor shall the Redeemable Preference Shares confer on the holders thereof any right to participate in any issue of bonus shares or shares issued by way of capitalization of reserves.
- (iv) The Redeemable Preference Shares shall be redeemable at par at the end of six years from the date of allotment but may be redeemed at any time after three years from the date of allotment at the option of the holders thereof.
- (v) The rights and the terms attached to the Redeemable Preference Shares may be modified or dealt with by the Directors in accordance with the provisions of these Articles.'"

Ordinary Resolution passed by way of Postal Ballot on June 12, 2009

“RESOLVED THAT in accordance with the provisions of Sections 16 and 94 and all other applicable provisions, if any, of the Companies Act, 1956, the existing Authorised Share Capital of Rs.220,00,00,000/- (Rupees Two Hundred and Twenty Crore only) divided into 120,00,00,000 (One Hundred and Twenty Crore) Equity Shares of Re.1/- (Rupee One only) each and 100,00,00,000 (One Hundred Crore) Redeemable Preference Shares of Re.1/- (Rupee One only) each be increased to Rs.325,00,00,000 (Rupees Three Hundred and Twenty Five Crore only) divided into 225,00,00,000 (Two Hundred and Twenty Five Crore) Equity Shares of Re.1/- (Rupee One only) each and 100,00,00,000 (One Hundred Crore) Redeemable Preference Shares of Re.1/- (Rupee One only) each by creation of 105,00,00,000 (One Hundred and Five Crore) Equity Shares of Re.1/- (Rupee One only) each and that Clause V of the Memorandum of Association of the Company be altered accordingly by substituting the following new clause V in place of the existing clause V:

‘V. The present Authorized Share Capital of the Company is Rs.325,00,00,000/- (Rupees Three Hundred and Twenty Five Crore only) divided into 225,00,00,000 (Two Hundred and Twenty Five Crore) Equity Shares of Re.1/- (Rupee One only) each and 100,00,00,000 (One Hundred Crore) Redeemable Preference Shares of Re.1/- (Rupee One only) each with power to increase or reduce the capital of the Company and / or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors of the Company or by the Company in General Meeting, as applicable, in conformity with the provisions of the Companies Act, 1956 (“Act”) and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and issue shares of higher or lower denominations in such manner as may be permitted by the Act or provided by the Articles of Association of the Company for the time being.’”

Special Resolution passed by way of Postal Ballot on June 12, 2009:

“RESOLVED THAT pursuant to Section 31 and all other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be altered by substituting the following new Article in place of the existing Article 3 thereof:

‘3. The present Authorised Share Capital of the Company is Rs.325,00,00,000 (Rupees Three hundred and Twenty Five Crore only) divided into 225,00,00,000 (Two Hundred and Twenty Five Crore) Equity Shares of Re.1/- (Rupee One only) each and 100,00,00,000 (One Hundred Crore) Redeemable Preference Shares of Re.1/- (Rupee One only) each.’”

Special Resolution passed at the Annual General Meeting of the Company held on July 2, 2010

“RESOLVED that pursuant to Section 31 and other applicable provisions, if any, of the Companies Act, 1956, and subject to the approval of the Central Government, if any, Article 71 of the Articles of Association of the Company be substituted by the following Article:

‘71. Until otherwise determined by a General Meeting of the Company and subject to the provisions of Section 252 of the Act, the number of Directors shall not be less than three and more than fifteen. The Directors are not required to hold any qualification shares’.”