No.6966 of 1975

The Companies Act 1956

COMPANY LIMITED BY SHARES

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MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

S&S POWER SWITCHGEAR LIMITED

Incorporated on the 1st day of September 1975

The Companies Act, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF S&S POWER SWITCHGEAR LIMITED

I. The name of the Company is S&S POWER SWITCHGEAR LIMITED

II. The Registered Office of the Company will be situated in the State of Tamil Nadu.

III. (A) The main objects of the Company to be pursued on its incorporation are:

1. To carry on the business of manufacture of HRC Fuses of all kinds and Voltages;

2. To carry on the business of manufacture of Medium Voltage HRC Fuse Links;

3. To carry on the business of manufacture of Television Telegraph and Telephone Exchange Surge Suppression Resistors; and

4. To carry on the business of manufacture of Pantograph type and Switch Isolators for EHV System.

5. To conduct and carry on business of manufacturing, buying, selling reselling, altering, importing, exporting, improving, assembling, distributing, hiring on hire purchase system or otherwise dealing in switchboards, switchboard accessories, switch-gear assemblies, circuit breakers, network protectors, outdoor sub-stations, lightning arresters, capacitors, network calculators, microwave and power line carrier equipment.

6. To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market, import or export or otherwise, deal in Condensers of all makes and of all types for all industrial, domestic and other uses, apparatus insulators for transformers, circuit breakers, capacitors and other electrical equipment, ceramic condensers, switch, bus, station and post insulators for indoor and outdoor applications, station porcelain insulators, distribution, insulators H.V. and L.V. type insulators, L.T and H.T. Electrical insulating materials.

7. To conduct and carry on business of manufacturing, buying, selling, re-selling, altering, importing, exporting, improving, assembling, distributing, hiring on hire purchase system or otherwise dealing in large generators, motors, ignition and silicon rectifier equipment, light traction motors, generators and controls; mica insulating products; development and production of magnetic, high temperature and expansion alloys; precision and shellmould castings.

8. To carry on the business of manufacture of

   a) Watt-hour meters; instruments, protective relays.

b) Medium size AC and DC motors, generators, M.G. Sets, Packaged adjustable speed drivers; dynamometers, industrial AC/DC Navy, Marine and Mill controls, Magamp and Rotorol regulators, Director Systems, Engineering, manufacture and sale of analog and digital static control devices, copper conductors.

c) Steam turbines, reduction gears, steam condensers and auxiliaries, feed water heaters and evaporators; forced draft blowers, propulsion machinery for ships.

d) Distribution and power transformers, power regulators step type voltage regulators, current limiting reactors, portable sub-stations, dry type transformers, die-electric filtering equipment; power centers.

e) Air-conditioning and heating equipment, heat pumps and electrical heat systems.

f) Electric passenger and freight elevators; electric stairways, marine elevators.

g) Commercial and industrial fluorescent and incandescent fixtures; fluorescent ballasts; flood, street, aviation and marine lighting equipment.

h) Low voltage distribution systems; De-ion small circuit breakers; circuit devices including safety switches and AB-1 breakers, small AC controls; bus-ducts.

i) Fans, blowers; heating ventilation equipment; preciptron electronic air cleaners; dehumidifiers.

j) AC and DC arc welding machines, automatic equipment, electrodes.

k) X-ray apparatus; amplifiers; industrial electronic devices, induction heating equipment.

l) Electric ranges; refrigerators; freezers; electric housewares; automatic washers; clothes dryers; window type air conditioners; wasteaway disposal units; electric blankets and sheets; dehumidifiers; water heaters, water coolers; fans, vacuum cleaners.

m) Radio and television receiving tubes, television picture tubes; television camera tubes, gas and high power vacuum tubes, special tubes.

n) Home radio receivers, radio-phonograph combinations; transistor radios; high fidelity and stereo fidelity units.

o) Transistors; power rectifiers; diodes for communication and industrial applications.

9. To carry on business of electricians, electrical engineers and contractors, suppliers of electricity, manufacturer of and dealers in electric, magnetic, galvanic and other apparatus, mechanical engineers suppliers of electric light, heat, sound and power, gas, steam, oil or other power.

10. ***** To carry on the business of leasing for this purpose to purchase or otherwise acquire dominion over all forms of immovable and movable property including plant, machinery, equipment, computers including softwares, electronic data processors, tabulators air-conditioning equipment, scientific apparatus or any systems and any other items of any kind, nature or use, whatsoever, whether industrial, commercial, agricultural, construction, consumer or other activity, motor vehicles, buildings, godown, warehouse and real estate of any kind, nature or use, cinema, houses, hotels, ships, airplanes, animals and any other property of any kind, nature or use whatsoever and whether required for manufacturing, processing, marketing, transporting, trading or any other industrial, commercial or service business and to lease or otherwise deal with them on such terms, covenants, conditions as may be thought fit including resale thereof regardless of whether the property purchased and leased be new and/or used.

11. ****** To carry on the business of consulting, developing, processing, importing, exporting and otherwise dealing in computer software, engineering software, computer hardware, computer and communication system, networking, medical and other transcription.

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

1. To acquire whether by purchase, lease or otherwise and work any mines, minerals, ores, clays or other substances suitable or convenient for the production or manufacture of insulators, metal parts insulating products of any description and other products of manufacture herein specified and mining or other rights for getting or obtaining any such minerals, ores, clays or other substances as aforesaid and any lands in, upon, or under which the same are, or may be expected to be found; to search for mines or quarries, prospect, dig and excavate any such minerals, ores, clay or other substances and to concentrate, work crash, smelt, render merchantable, or otherwise manufacture and deal with, and dispose of china clays, feldspar, quartz, ball clay, sand, silicon, iron or other metal or mineral, which may be produced by the Company, including all the alloys or combinations of which any such metal, or mineral may constitute a part.

2. To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like, conferring any exclusive or non-exclusive or limited rights to use, any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property rights or information so acquired.

3. To acquire all machineries, plants, stocks-in-trade, trade marks and other movable and immovable properties of any description.

4. To acquire by concession, grant, purchase, barter, lease licence or otherwise, lands, buildings, and/or machinery farms, water-rights and other works, privileges, rights and hereditaments.

* vide resolution passed at the Annual General Meeting held on 30.9.91

** vide resolution passed at the Annual General Meeting held on 31.8.2000.

5. To erect upon the lands belonging to the Company and upon any other lands or property which may be taken on lease or licence by the company, factories buildings, houses and erections as may be required for carrying out the objects of the Company and in particular equip their said buildings and / or factories with machinery.

6. To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of or turn into account or otherwise deal with all or any part of the property and rights of the Company.

7. To pay for any lands and immovable or movable estates and / or properties or assets of any kind acquired by the Company or for any services rendered or to be rendered to the Company and generally to pay or discharge any consideration to be paid or given by the Company in money or in shares whether fully paid up or partly paid-up or debentures or debenture stock or obligations of the company or partly in one way and partly in another or otherwise howsoever with power to issue any shares either as fully paid-up or partly paid-up for such purposes.

8. To enter into any contracts, agreements with any Governments or Authorities, Municipal, Revenue, Local or otherwise which may seem conducive to the Company's objects or any of them and obtain from any such Government or Authorities any rights, privileges, and concessions which may appear desirable to be obtained and to carry out, exercise, and comply with any such arrangements, rights privileges and concessions.

9. To buy, sell, manufacture, repair, alter , improve, exchange, hire, import, export and deal in all works plant, machinery, tools, utensils, appliances, apparatus, minerals, substance, articles and things capable of being used in any and every such business as the Company may be engaged in or that may be required by any of the customers and persons dealing with the Company or commonly dealt in by persons engaged in similar lines or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with and render marketable and deal in all products residual and by products incidental to or obtained in any of the business carried on by the company.

10. To start and carry on either in connection with any of the trade or business aforesaid or independently thereof any trade or business whether manufacture or otherwise, which may seem to be capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance surrender more profitable any part of the Company's undertakings or properties or rights or to further the objects of the Company.

11. To purchase, take on lease, or otherwise acquire in the Union of India, or elsewhere any real or personal property estates, plantations and other lands of freehold, leasehold or other tenure for the purposes of the Company.

12. To enter into partnership or any agreement for sharing profits union of interest reciprocal concession, amalgamation or co-operation with any person or persons, Corporation or Company, carrying on or about to carry on, or engage in any business or transaction which this Company is authorized to carry on or to engage in any business or transaction capable of being conducted so as to benefit this

Company directly or indirectly and to take or otherwise acquire and hold shares, stocks or securities and to subsidies or otherwise assist any such Company and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares or securities; and to form, constitute or promote any other company for the companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

12A. ***** To subsidize, assist and guarantee the performance of any contracts or obligations including the payment of money secured or unsecured and interest or payment under or in respect of promissory notes, contract, mortgages, charges, obligations, instruments of any Company, Association, Corporation, Firm, Authority, or individual and generally to give guarantees and indemnities in a manner advantageous to the Company.

13. To invest and deal with the moneys of the Company not immediately required in any scheduled banks or in trustee securities or in such other manner as is beneficial to the Company.

14. To draw, accept, endorse, negotiate, promissory notes, bills of exchange, hundies or other negotiable instruments, drafts, charter parties, bills of lading, warrants, etc.

15. To amalgamate with or dispose of or exchange any of the businesses or undertakings properties or rights of the Company in consideration of shares, debentures, or other securities and to enter into any agreement or arrangement with other companies or firms or individuals for joint working in business or for sharing of profits in any other company, firm or persons if such acts are advantageous to this Company.

16. To borrow or raise money for the performance or discharge of any liabilities of the Company; to create, execute, grant or issue any mortgages, debentures, stocks, bonds or other obligations of the Company either at par, premium or discount founded or based upon all or any of the property and rights of the Company present or future, including its uncalled capital and upon such terms as the Company shall think fit and to purchase, redeem or pay off all or any of such securities, obligations and liabilities. No banking business will be done as per the Banking Regulations Act 1949.

17. To sell, dispose of, transfer, exchange, lease, mortgage or otherwise deal with all business, undertakings, properties or rights of the Company or any part thereof for any consideration which the Company may deem fit to accept.

18. To aid pecuniary or otherwise any association, body or movement having for its object the solution settlement or surmounting of industrial or labour problems or troubles or the promotion of industry and trade.

* vide resolution passed at the Annual General Meeting held on 25.11.93

19. To make pecuniary grants by way of donations, subscriptions, allowances, gratuity, guarantee or otherwise to or for the benefit of persons who are or have been employed by the Company and widows, orphans and dependents of any such persons.

20. To subscribe, contribute or guarantee money for any national, charitable, benevolent, public, general or useful object or funds or for any exhibition.

21. To undertake and execute any trusts the undertaking whereof may seem desirable either gratuitously or otherwise.

22. To establish and support or aid in the establishment and support of associations institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or its predecessors in business or the dependents or relations of such persons and to grant pensions and allowances and to make payments towards insurances.

23. To take up the management of any company situated in the Union of India engaged in similar business.

24. To produce the Company to be registered, legalized, domiciled or recognized in any country or place and to procure its incorporation in a like character as a society anonyme or otherwise in any country or place and to carry on its business or any portion of its business or objects in any country or place.

25. To pay all or any costs, charges and expenses, whatsoever, preliminary, incidental or relating to the promotion, formation, registration or establishment of this or any other company or to the raising, subscription, issue, settlement or quotation in any stock exchange of any portion of the original or future share, loan or other capital of this or any other company and to remunerate by commission, discount or otherwise any person or company for services rendered in placing or assisting to place any of such capital debenture stock or securities or obtaining or assisting to obtain a settlement or quotation of the same in any stock exchange or for any services, preliminary, incidental, or relating to or in connection with the promotion, formation, registration, or establishment of this or any other company and to charge any payment of remuneration aforesaid to capital or revenue account.

26. To lay out, advance, invest and deal with company’s moneys with such persons or companies and in or upon such investment or securities in such manner as may be deemed fit by the Board of Directors of the Company.

27. To distribute any property of the Company in specific or kind among the members.

28. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others and either by or through agents.

29. To do all such other steps as may be necessary incidental, conducive or, convenient to the attainment of the above objects or any of them.

30. It is hereby declared that in the foregoing clauses the word “company” except when this Company is referred shall be deemed to include any partnership or other body of persons whether incorporated or not.

(C) Other objects of the company not included in (A) or (B) above:

1. To carry on business of manufacturers, importers, exporters, and dealers in ferrous and non-ferrous castings of all kinds and in particular or chilled and malleable castings, spheroidal castings, special alloyed castings, steel castings, gun metal, copper, brass castings, and foundry works of all kinds.

2. To carry on business or businesses of manufacturers, importers, exporters and dealers in ceramic, porcelain and glass insulators of all types and designs, firebricks and insulating materials, sanitaryware, crockery, chainware, bricks, tiles, pipes, potteries, earthenware, stoneware of all kinds; refectories of all kinds, including refractory bricks, pipes, etc.

3. To carry on the business of contractors, builders, estimators, planners, designers, research workers, and dealers in civil, electrical, mechanical, automobile and railway equipment and to undertake and execute contract for works involving the supply, erection, testing and the use of the materials, the machinery in all branches of engineering.

4. To manufacture or produce or cause to produce building materials, such as limestone, timber, tiles, bricks and all other accessories of building construction which the Company may think fit and utilize such materials in its own construction or dispose them off on such terms as the Company may think fit.

5. To construct, improve, maintain, develop, work, manage, carry out or control any roadways, tramways, branches of sidings, bridges, reservoirs water courses, water works, wharfs warehouses, electric power, heat and light supply works, workshops, stores, markets, places of amusements, pleasure gardens, parks, gardens, reading rooms and other works and conveniences which may seem calculated directly or indirectly to advance the Company’s interests and to contribute, subsidies, or other wise assist or take part in the construction, improvement and maintenance, working, management, carrying out or control thereof.

6. ***** To carry on financing operations and perform financing services including factoring, hire purchase, bill marketing, bailing, making of loans both Short and Long Term, and Investment in Shares both Short Term and Long Term.

IV. The liability of the Members is limited.

* vide resolution passed at the Annual General Meeting held on 30.9.91

* vide resolution passed at the Annual General Meeting held on 14.2.98

V. **The Authorized Capital of the Company is Rs.2000 lakhs divided into 1,50,00,000 Equity Shares of the face value of Rs.10 each and 5,00,000 Preference shares of Rs. 100 each, with power to increase, divide, sub-divide into various classes of shares and attach thereto such preferential / deferred, special rights / privileges / conditions as may be determined by the Company in accordance with its regulations..

The Share Capital of the Company (whether original, increased or reduced) may be sub-divided consolidated or divided into such classes of shares as may be allowed under the law for the time being relating to companies with such privileges or rights as may be attached and to be held upon such terms as may be prescribed by the Articles of Association.

We, the several persons whose names, addresses and descriptions are subscribed hereto 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 to our respective names:

Sl.No.	Name, address, Description, and Occupation and Signature of Subscriber	Number of Equity Shares taken by each Subscriber.	Name, Address. Description, and Occupation and Signature of Witness.
(1)	(2)	(3)	(4)
1	Sri N.S.Sethuramon (son of Sri.N.S.Sundaram Iyer) 62 St.Mary's Road, Madras 18 Industrialist (sd)	100 (One hundred)	R Subramanian Son of Sri.Ramanatha Dikshitar Chartered Accountant No.21-B Bheemanna Mudali Street, Alwarpet, Madras 600 018.
2	Sri.V.Srinivasan (Son of Sri.M.R.Venkataram) "Sri Nidhi" 2 Sathyanarayana Avenue Madras – 28 Industrialist (sd)	100 (One hundred)	R Subramanian Son of Sri.Ramanatha Dikshitar Chartered Accountant No.21-B Bheemanna Mudali Street, Alwarpet, Madras 600 018.
3	Sri.N.Ramakrishnan (Son of Sri.A.N.Nataraja Iyer) 5/1 Abhiramapuram First St, Madras-18 Company Executive (sd)	100 (One hundred)	- do -
4	Sri.N.S.Vidyashankar (Son of Sri N.S.Sethuramon) 62 St.Mary's Road Madras-18. Industrial Trainee (sd)	100 (One hundred)	- do -
5	Sri.R.Sundararaman	100	- do -

**Amended clause V of Memorandum of Association vide Special Resolution in Extraordinary General Meeting of the Company held on 21.02.2024.

	(Son of Sri.K.S.Radhakrishnan) 9A Dr.C.P.Ramaswamy Iyer Road, Madras-18 Industrialist (sd)	(one hundred)	
6	Sri. G M Srikantan (son of Sri Mahadeva Iyer) 2 Sixth Cross St, Mandavallipakkam, Madras-28 Company Executive (Sd)	100 (one hundred)	- do -
7	Sri.N.S.Venkataraman (son of Sri N.S.Sundaram Iyer) 21 K P Puram, Madras-28 Business (sd)	100 (one hundred)	- do -

Place : Madras
Date : 27-8-1975