

**NOTICE OF 39<sup>TH</sup> ANNUAL GENERAL MEETING**



**SINGER INDIA LIMITED**

Regd. & Head Office: A-26/4, 2<sup>nd</sup> Floor, Mohan Cooperative Industrial Estate, New Delhi-110044  
Tel. : +91-11-40617777 Toll Free No. 1800-103-3474  
E-mail : [secretarial@singerindia.net](mailto:secretarial@singerindia.net), [mail@singerindia.net](mailto:mail@singerindia.net) Website : [www.singerindia.net](http://www.singerindia.net)  
CIN : L52109DL1977PLC025405





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CIN : L52109DL1977PLC025405

## **NOTICE OF 39<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the thirty ninth Annual General Meeting of the Members of Singer India Limited will be held as scheduled below:

Day : Thursday  
Date : 20<sup>th</sup> July, 2017  
Time : 03:00 PM  
Place : Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi-110003, to transact the following businesses:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March, 2017 and the Statement of Profit & Loss for the financial year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To declare a dividend on equity shares for the financial year ended on 31<sup>st</sup> March, 2017:  
"RESOLVED THAT dividend at the rate of Rs 3.5 per equity share of Rs 10/- (Rupees Ten) each recommended by the Board of Directors of the Company at its meeting held on 18<sup>th</sup> May, 2017, be and is hereby confirmed as final dividend for the financial year ended March 31, 2017."
3. To appoint a Director in place of Mr. Gavin Walker (DIN: 01216863), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration. In this connection, to consider and if thought fit to pass with or without modification(s), the following resolution which will be proposed as an Ordinary Resolution:  
"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s BSR & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/ W-100022), be and is hereby appointed as the Statutory Auditors of the Company in place of M/s Ray & Ray, Chartered Accountants (Firm Registration No 301072E), the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of 44<sup>th</sup> Annual General Meeting to be held in the year 2022, subject to ratification of their appointment by the Members at every Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors"

### **SPECIAL BUSINESS:**

5. **To consider and if thought fit to pass with or without modification(s) the following resolution which will be proposed as an Ordinary Resolution:**  
"RESOLVED THAT subject to the approval of the Central Government, if any, and in accordance with the applicable provisions of the Section 197 of Companies Act, 2013 read with Schedule V and any other enabling provisions of Companies Act, 2013, or any amendment thereto or modification thereof and the rules, regulations or guidelines thereunder, this meeting hereby approves the re-appointment of Mr. Rajeev Bajaj, as the Managing Director (DIN:02284467) with effect from 1<sup>st</sup> October, 2017 for a further period of 3 years at the existing terms and conditions with the liberty to the Board of Directors to alter and vary the terms and conditions as set out in the explanatory statement annexed hereto including the remuneration paid or payable to

Mr Rajeev Bajaj as the Managing Director of the Company and give increments every year with effect from 1<sup>st</sup> day of July, 2017 and thereafter to cover the annual increments as they may decide based on the performance of Mr. Bajaj

**RESOLVED FURTHER THAT** if the Company has no profit or inadequate profits, the remuneration as set out in the explanatory statement annexed hereto shall also be the minimum remuneration payable to Mr. Rajeev Bajaj, pursuant to the applicable provisions of Section 197 of the Companies Act, 2013 read with Schedule V and any other enabling provisions of the Companies Act, 2013, or any amendment thereto or modification thereof and the rules, regulations or guidelines thereunder."

**6. Adoption of new set of Articles of Association as per the Companies Act, 2013 ("the Act")**

To consider and if thought fit to pass with or without modification(s) the following resolution which will be proposed as a Special Resolution:

**"RESOLVED THAT** in accordance with the provisions of Section 14, and all the other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, consent of the members of the Company be and is hereby accorded to substitute existing Articles of Association with new set of Articles of Association

**RESOLVED FURTHER THAT** the Directors of the Company and/or Company Secretary be and are hereby authorized on behalf of the Company to do all acts, deeds, matters and things whichever is necessary and to sign and file forms/returns, applications, make any statement and submit other documents to all authorities of giving effect on the aforesaid resolution"

**BY ORDER OF THE BOARD OF DIRECTORS**

**For SINGER INDIA LIMITED**

**Place: New Delhi**  
**Dated: 15.06.2017**

**Sd -**  
**(Richin Sangwan)**  
**Company Secretary**

**NOTES**

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto in respect of the Special Business.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.  
A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not Act as a proxy for any other person or shareholder.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
4. Members/Proxies/Authorized Representative are requested to produce the enclosed attendance slip, duly signed in accordance with the specimen signatures registered with the Company for admission in the meeting hall.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 8<sup>th</sup> July, 2017 to Thursday, 20<sup>th</sup> July, 2017 (both days inclusive).
6. Dividend on equity shares as recommended by the Board of Directors for the financial year ended 31<sup>st</sup> March, 2017, when declared at the Meeting will be paid
  - (i) to those Members whose names shall appear in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company/ RTA on or before 07<sup>th</sup> July, 2017
  - (ii) to all beneficial owners in respect of shares held in electronic form whose names shall appear in the statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) at the end of business hours on 07<sup>th</sup> July, 2017.
7. In order to preserve the environment & minimize use of paper, copies of the Annual Report will not be distributed at the Annual General Meeting. The Electronic copy is being sent on the E-mails IDs of the Members. Members are requested to bring their copies of Annual Report.

8. Members are requested to update their E-mail Address with their Depository Participants to enable the Company to send communications electronically.
9. Members who are holding shares in identical order of names in more than one folio are requested to write to the Share Department of the Company, enclosing the shares certificates to enable the Company to consolidate their holdings in one folio. The share certificates will be returned to the members after making necessary endorsements in due course.
10. It will be desirable that queries, if any, on the accounts and operation of the Company are sent to the Company 10 days in advance of the meeting so that the answers may be made readily available, which would be appreciable.
11. The shares of the Company are being compulsorily traded in dematerialized (i.e. electronic form only) in the Bombay Stock Exchange. If you are still holding the shares in physical form, you are advised to dematerialize your shares. For your information ISIN of the company is INE638A01027 for both the depositories, viz National Securities Depository Ltd (NSDL) and Central Depository Services (India) Ltd. (CDSL).
12. Documents referred to in the accompanying Notice and the Explanatory Statements are open for inspection at the Registered office of the Company during office hours on all working days except Saturdays, Sundays and other Holidays between 11:00 A.M. and 1:00 P.M. upto the date of Annual General Meeting.
13. Pursuant to Sub Regulation 3 of Regulation 36 of the Listing Regulations, profile of directors to be re-appointed at the ensuing Annual General Meeting has been given in the Corporate Governance Report attached to the Annual Report.
14. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015, the Company has engaged the services of CDSL to provide the facility of electronic voting ('e-voting') in respect of the Resolutions proposed at this Annual General Meeting. The Board of Directors of the Company has appointed Mr. Hari Om Gulati, a Company Secretary in Practice, as the Scrutinizer for this purpose. Please note that the voting through electronic means is optional for the Members. The procedure with respect to e-voting as provided by the CDSL is as below:

#### **Voting through electronic means**

Pursuant to the provisions of Section 108 of Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by CDSL. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below:

The instructions for members for voting electronically are as under: -

#### **In case a Member receives e-mail:**

- (i) The voting period begins on July 17, 2017 at 9.00 a.m. and ends on July 19, 2017 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of July 13, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iv) Click on Shareholders / Members
- (v) Now enter your User ID
  - a. For CDSL : 16 digits beneficiary ID,
  - b. For NSDL : 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders and as well as physical shareholders) Members who have not updated their PAN with the Company/Depositories participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field, sequence number is printed on Annual Report's envelop. In case the sequence number is less than 8 digits enter the applicable number of '0' before the number after the first two characters of the name is CAPITAL letters e.g. If your name is Ramesh Kumar with sequence number 100 then enter RA00000100 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login If both the details are not recorded with the depository or company please enter the member ID/folio number in the Dividend Bank details as mentioned in instruction (v).

- (ix) After entering the details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share the password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in the notice.
- (xii) Click on the EVSN for Singer India Limited on which you choose to wait.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change the vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

#### For Institutional Shareholders

- 1) Institutional shareholders (i.e other than Individuals, HUF, NRI, etc) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 2) They should submit a scanned copy of the Registration Form bearing the stamp and sign to the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - 3) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - 4) The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 5) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for scrutinizer to verify the same.
- xix) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. July 13, 2017 may follow the same instructions as mentioned above for e-Voting.

xx) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions (“FAQs”) and remote e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

**In case of members receiving the physical copy :**

Please follow all steps from sl. No. (i) to sl. No. (xviii) above to cast vote.

The results of the e-voting along with the scrutinizer’s report shall be placed in the Company’s website [www.singerindia.net](http://www.singerindia.net) and on the website of CDSL e-Voting within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the company are listed.

**15. NO GIFTS WILL BE DISTRIBUTED AT THE ANNUAL GENERAL MEETING.**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.**

In conformity with the provisions of Section 102 (1) of the Companies Act, 2013 the following explanatory statement which sets out the material facts relating to the Special Business under item no. 5 accompanying notice dated 15<sup>th</sup> June, 2017 are taken as forming part of the Notice.

**Item no. 5**

The Board of Directors on the recommendation of the Nomination & Remuneration Committee and subject to the approval of the members in its meeting held on 18<sup>th</sup> May 2017 re-appointed Mr. Rajeev Bajaj as Managing Director of the Company for a further term of three years effective from 1<sup>st</sup> day of October, 2017. As per the Company policy the next annual increment of Mr. Bajaj is due effective 1<sup>st</sup> July, 2017, the members are requested to give their consent enabling the Board of Directors to reappoint Mr. Bajaj as the Managing Director for a total period of three years effective from 1<sup>st</sup> October 2017 and give the annual increment to Mr. Bajaj depending on the performance of Mr. Bajaj and as they deem fit and proper.

The current salary structure of Mr. Bajaj is as follows:

1. Basic Salary: Rs. 20,00,004/- p.a. payable on monthly basis.
2. All Perquisites and allowances: Rs. 42,69,924/- p.a. payable on monthly basis.
3. Contribution to Gratuity and : Rs. 3,36,204/- p.a. payable on monthly basis.  
Provident Fund
4. Executive Bonus or Annual Performance Award: As decided by the Board from time to time upto 120% of the base salary. The base salary for this purpose would mean 50 % of the Cost to the Company (CTC) of Mr. Bajaj excluding Executive Bonus (APA)
5. Company’s maintained Car with driver on actuals.  
The same was already approved by the shareholders.

The Board of Directors, therefore, recommends the resolution for your approval. No Director of the Company other than Mr. Bajaj is concerned or interested in the said resolution. The above statement and the terms and conditions as stated above may be regarded as an abstract of the terms and condition and memorandum of interest under section 190 of the Companies Act, 2013.

**Statement in terms of Section II of Part II of Schedule V of the Companies Act, 2013 for item no 5 is given as under:**

**I. General Information:**

1. Nature of Industry : Sewing Machines & other Consumer durables
2. Date of Commencement of business : 13<sup>th</sup> March 1978
3. In case of new companies, expected date of commencement of activities : Not applicable
4. Financial performance : During the Financial Year ended on 31.03.2017, the Company recorded a turnover of Rs.372.70 crores and made a profit of Rs. 11.91 crores before tax. The profit after tax for the year under review was Rs. 7.99 crores.
5. Export performance and net foreign exchange : Rs 8.50 crores
6. Foreign investments or collaborations : Singer (India) B V, the Netherlands is the promoter Company and holds 72.40 % of the paid up equity share capital of the Company as on date.

## II. Information about the appointee:

1. Background details : Mr. Rajeev Bajaj is a Fellow member of the Institute of Chartered Accountant of India as well as Fellow member of the Institute of Company Secretaries of India with over 33 years of experience in the field of Finance, Accounts, Taxation, and Legal & Secretarial.  
Mr. Bajaj was earlier working in Steel Authority of India Limited. Thereafter he joined Singer India Limited as Senior Officer in 1986 and was subsequently appointed as Company Secretary in February 1999 to October 2005. In October 2005 Mr. Bajaj joined Brand Trading (India) Private Limited as a Company Secretary & G.M Commercial. From October 2008 he is working with Singer India Limited.
2. Past remuneration : Singer India Limited - Rs. 80.15 Lacs for year ended 31.03.2017. The yearly appraisal for current year is due on 1<sup>st</sup> July, 2017.
3. Recognition or awards : Nil
4. Job profile and his suitability : Mr. Bajaj will be looking after substantially the whole of the affairs of the Company subject to the control and superintendence of the Chairman. He has over 33 years of rich experience in overall financial management of companies.
5. Remuneration proposed : As per details set out in the explanatory statement attached with the notice of meeting.
6. Comparative remuneration Profile w.r.t. industry size of the Company, profile of the position and person. : In line with the Industry

## III. Other information:

1. Reasons of loss or inadequate profits : N. A.
2. Steps taken or proposed to be taken for improvement. : N.A.
3. Expected increase in productivity and profits in measurable terms. : The Company expects that volumes will grow by 8 to 10 % annually in the respective businesses.

## IV. Disclosures

Remuneration package of the managerial person Remuneration package of Mr. Rajeev Bajaj is as given in the resolution and explanatory statement annexed with the Notice to the members.

The Board of Directors, therefore, recommends the resolution as an ordinary resolution for your approval.

No Director of the Company other than Mr. Rajeev Bajaj is concerned or interested in the said resolution.

The above statement and the terms and conditions as stated above may be regarded as an abstract of the terms and condition and memorandum of interest under section 190 of the Companies Act, 2013.

## Item No 6

The Articles of Association ("AoA") of the Company, presently in force, is in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('Act'). The new Act is largely in force and substantive sections of the Act which deal with the general working of Companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration/deletions. Given the position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

Hence the Board of Directors has decided to adopt new set of Articles in place of the exiting Articles of Association of the Company and seek shareholders' approval for the same.

In terms of section 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company. Therefore, your approval is sought by way of Special Resolution in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.



A copy of the proposed set of new Articles of Association of the Company are attached with this notice (Annexure A) and would also be available for inspection for the members at the Registered office of the Company during the office hours on any working day, except Saturdays, between 11:00 am to 05:00 p.m. till the date of meeting.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

The Board in their meeting held on 18<sup>th</sup> May, 2017 have already approved and recommended the resolution for approval by the Members by passing the Special Resolution.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR SINGER INDIA LIMITED**

Place: New Delhi

Date: 15.06.2017

(Richin Sangwan)

Company Secretary

**Disclosure regarding Directors seeking appointment/re-appointment as required under Regulation 36 of the Listing Regulations entered into with Stock Exchange.**

**Mr. Gavin Walker (DIN : 01216863)**

Mr Gavin Walker (48) has a finance background and is President and CEO of Singer Asia Limited. Prior to joining Singer Asia Limited, Mr Walker served as Managing Director and Chief Executive of Private and Public Companies in the United Kingdom and in South Africa, he had served as Chief Executive Officer of Profurn Ltd., a South African Public Company that was a multi-brand retailer of electric appliances and furniture with operations in 16 African Countries and Australia.

**Map of the venue of 39<sup>th</sup> Annual General Meeting of Singer India Limited**



(THE COMPANIES ACT, 2013)  
(PUBLIC COMPANY LIMITED BY SHARES)  
ARTICLES OF ASSOCIATION  
OF  
SINGER INDIA LIMITED  
CIN: L52109DL1977PLC025405

PRELIMINARY

1. The regulations contained in Table F in the Schedule I to the Companies Act, 2013 shall apply to the Company, save in so far as they are not inconsistent with any provisions contained in these Articles and except in so far as they are hereinafter expressly or impliedly, excluded or modified.

INTERPRETATION

2. In the interpretation of these Articles the words and expressions mentioned below shall have the following meanings unless repugnant to the subject or context.
  - (a) "Act" means the Companies Act, 2013, or any statutory modification or re-enactment thereof for the time being in force.
  - (b) "Annual General Meeting" means a general meeting of the members held in accordance with the provisions of Section 96 of the Act.
  - (c) "Articles" shall mean these Articles of Association.
  - (d) "Auditors" or "The Auditors" shall mean and include the entity appointed as statutory auditors of the Company in accordance with the provisions of the Act.
  - (e) "Beneficial Owner" means a person as defined by section 2(1)(a) of the Depositories Act, 1996
  - (f) "Board" or "Board of Directors" shall mean the Directors of the Company for the time being.
  - (g) "Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.
  - (h) "Director" means a Director appointed to the Board of the Company.
  - (i) "Debenture" includes debenture stock, bonds or any other instrument of the Company evidencing the debts whether constituting the charge on the assets of the Company or not.
  - (j) "Depositories Act, 1996" means the Depositories Act, 1996 and includes any statutory modifications or re-enactment thereof for the time being in force.
  - (k) "Depository" means and includes a Company as defined in section 2(1)(e) of The Depositories Act, 1996.
  - (l) "Dividend" shall include interim dividend.
  - (m) "Law" shall mean all applicable provisions of all (i) constitutions, treaties, statutes, laws (including the common law), codes, rules, regulations, circulars, ordinances or orders of any governmental authority and Securities and Exchange Board of India (ii) governmental approvals, (iii) orders, decisions, injunctions, judgments, awards and decrees of or agreements with any governmental authority, (iv) rules of any stock exchanges, (v) international treaties, conventions and protocols, and (vi) Indian Accounting Standards under the Act.
  - (n) "Listing Agreement" means the agreement entered into with the stock exchanges in India, on which the securities issued by the Company are listed.
  - (o) "Member" means member as defined under Section 2 (55) of the Act.
  - (p) "Participants" means individual/ institutions as defined under Section 2(1) (g) of the Depositories Act, 1996.
  - (q) "Person" shall mean any natural person, sole proprietorship, partnership, company, body corporate, governmental authority, joint venture, trust, association or other entity (whether registered or not and whether or not having separate legal personality).
  - (r) "Securities" shall mean any Equity Shares or any other securities, debentures warrants or options whether or not, directly or indirectly convertible into, or exercisable or exchangeable into or for Equity Shares.
  - (s) "Shareholder" shall mean any shareholder of the Company, from time to time.
  - (t) "The Company" means **SINGER INDIA LIMITED**.

- (u) "The Registrar" means the Registrar of Companies of the State in which the office of the Company is for the time being situated.
3. In these Articles (unless the context requires otherwise):
    - i. The descriptive headings of Articles are inserted solely for convenience of reference and are not intended as complete or accurate descriptions of content thereof and shall not be used to interpret the provisions of these Articles and shall not affect the construction of these Articles.
    - ii. References to Articles and sub-articles are references to Articles and sub-articles of and to these Articles unless otherwise stated and references to these Articles include references to the Articles and sub-articles herein.
    - iii. Words importing the singular include the plural and vice versa, pronouns importing a gender include each of the masculine, feminine and neuter genders, and where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have the corresponding meanings.
    - iv. Wherever the words "include," "includes," or "including" is used in these Articles, such words shall be deemed to be followed by the words "without limitation".
    - v. The terms "hereof", "herein", "hereto", "hereunder" or similar expressions used in these Articles mean and refer to these Articles and not to any particular Article of these Articles, unless expressly stated otherwise.
    - vi. Reference to statutory provisions shall be construed as meaning and including references also to any amendment or re-enactment for the time being in force and to all statutory instruments or orders made pursuant to such statutory provisions.
    - vii. References made to any provision of the Act shall be construed as meaning and including the references to the rules and regulations made in relation to the same.
    - viii. In the event any of the provisions of the Articles are contrary to the provisions of the Act and the rules, the provisions of the Act and rules will prevail.
  4. Save as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.
  5. The Company is a public limited Company as defined under Section 2(71) of the Act.

#### **SHARE CAPITAL & VARIATION OF RIGHTS**

6. (a) The Authorized share capital of the Company shall be such amount, divided into such class(es) denomination(s) and number of shares in the Company as stated in Clause V of the Memorandum of Association of the Company, with power to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with the regulations of the Company or the provisions of the law for the time being in force.
  - (b) Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
7. (a) The Board may, subject to the provisions of the Act, issue and allot shares in the capital of the Company as payment or part payment for any property or goods sold or machinery or appliances supplied or for services rendered or to be rendered to the Company for conduct of its business and shares may be so allotted as fully paid-up shares, and if so allotted, shall be deemed to be fully paid-up shares.
  - (b) Notwithstanding anything contained in these Articles, subject to the provisions of Section 53, 54 and any other applicable provisions of any Act, and/or any law for the time being in force, the Board of Directors may from time to time issue Sweat Equity shares and Stock Option to the employees of the Company.
8. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within the time limit prescribed under the Act-
    - (a) one certificate for all his shares without payment of any charges; or
    - (b) several certificates, each for one or more of his shares, upon payment of one hundred rupees for each certificate after the first.
  - (ii) Every certificate shall specify the shares to which it relates and the amount paid-up thereon.

- (iii) In respect of any 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 or shares so held to one of several joint holders shall be sufficient delivery to all such holders.
9. (i) If any share certificate is worn out, defaced, mutilated or torn or if there is no further space on the back 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 is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of hundred rupees for each certificate.
- (ii) The provisions of Articles (7) and (8) shall mutatis mutandis apply to debentures of the Company.
10. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
11. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of Section 48, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
12. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari-passu therewith.
13. Subject to the provisions of Section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the Company before the issue of the shares may, by special resolution, determine.

#### **UNDERWRITING AND BROKERAGE**

14. Subject to the applicable provisions of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe or procuring or agreeing to procure subscription, (whether absolutely or conditionally), for any shares or Debentures in the Company in accordance with the provisions of the Act and rules made thereunder.
15. The Company may also, on any issue of shares or debentures, pay such brokerage as may be lawful.

#### **LIEN**

16. (i) The Company shall have a first and paramount lien—
- (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
  - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company:  
Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (ii) The Company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
17. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien:  
Provided that no sale shall be made—
- (a) unless a sum in respect of which the lien exists is presently payable; or
  - (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount

in respect of which the 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.

18. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
  - (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
  - (iii) The purchaser 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.
19. (i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
  - (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

#### **CALLS ON SHARES**

20. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:  

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
  - (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.
  - (iii) A call may be revoked or postponed at the discretion of the Board.
21. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by installments.
  22. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
  23. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
  - (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
24. (i) 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.
  - (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
25. The Board—
    - (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
    - (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

#### **FORFEITURE OF SHARES**

26. If a member fails to pay any call, or instalment 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 instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
27. 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 shall be liable to be forfeited.

28. 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.
29. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.  
(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
30. (i) 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 monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.  
(ii) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
31. (i) 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;  
(ii) 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;  
(iii) The transferee shall thereupon be registered as the holder of the share; and  
(iv) 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 the forfeiture, sale or disposal of the share.
32. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### **ALTERATION OF CAPITAL**

33. Subject to the provisions of the Act, the Company may, from time to time, increase the Authorized share capital by such sum, to be divided into shares of such amount, as may be approved by the shareholders.
34. Subject to the provisions of Section 61, the Company may, by ordinary resolution,—
  - (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
  - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
  - (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person. The Cancellation of shares shall not be deemed to be a reduction of share capital.
35. Where shares are converted into stock—
  - (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:  

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
  - (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
  - (c) such of the regulations of the Company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

#### **REDUCTION OF SHARE CAPITAL**

36. Subject to Section 66 of the Act, the Company may reduce its share capital and in particular may cancel any paid up share capital of the Company which is lost or is unrepresented by available assets or pay off any paid up share capital which is in excess of the requirements of the Company upon the footing that it may be called up again or otherwise.

## CAPITALISATION OF PROFITS

37. (i) The Company in general meeting may, upon the recommendation of the Board, resolve—
- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, either in or towards—
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
  - (B) paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
  - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
  - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
  - (E) The Board shall give effect to the resolution passed by the Company in pursuance of this regulation.
38. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and
  - (b) generally do all acts and things required to give effect thereto.
- (ii) The Board shall have power—
- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable infractions; and
  - (b) to authorise 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 to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- (iii) Any agreement made under such authority shall be effective and binding on such members.

## BUY-BACK OF SHARES

39. Notwithstanding anything contained in these articles but subject to the provisions of Sections 68 to 70 and any other applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

## TRANSFER AND TRANSMISSION OF SHARES

40. No transfer of share shall be registered unless an instrument of transfer in accordance with Section 56 of the Act and duly stamped and executed by or on behalf of both the transferor and the transferee has been delivered to the Company within the time prescribed by Section 56 together with the Certificate or if no such Certificate is in existence, the Letter of Allotment of the shares. The transferor shall be deemed to remain the holder of such share until the name of the transferee is entered in the Register of Members in respect thereof.
41. Application for the registration of the transfer of a share may be made either by the transferor or the transferee, provided that, where such application is made by the transferor, no registration shall, in the case of a partly paid share, be effected unless the Company gives notice of the application to the transferee in the manner prescribed by Section 56 of the Act and subject to the provisions of these Articles, the Company shall, unless objection is made by the transferee within two weeks from the date of receipt of the notice, enter in the Register the name of the transferee in the same manner and subject to the same conditions as if the application for registration of the transfer was made by the transferee.
42. Every instrument of transfer shall be left at the office for registration, accompanied by the certificate of the share to be transferred or, if no such certificate is in existence, by the Letter of Allotment of the share and such other evidence as the Board may require to prove the title of the transferor or his right to transfer the share. Every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board of Directors, but any instrument of transfer which the Board may refuse to register shall be returned to the person depositing the same.

43. The Board may, subject to the right of appeal conferred by Section 58 decline to register-
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
  - (b) any transfer of shares on which the Company has a lien.

The Board may also decline to recognize any instrument of transfer unless:

- (a) the instrument of transfer is in the form as prescribed in the rules made under sub-Section (1) of Section 56 of the Act;
  - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
  - (c) the instrument of transfer is in respect of only one class of shares.
44. No transfer shall be made to a minor or person of unsound mind except as required by law.
45. The executors or administrators or holders of a Succession Certificate or the legal representatives of a deceased member (not being one or two or more joint-holders) shall be the only persons recognised by the Company as having any title to the shares registered in the name of such member, and the Company shall not be bound to recognise such executors or administrators or holders of a Succession Certificate or the legal representatives unless such executors or administrators or legal representatives shall have first obtained Succession Certificate or Probate or Letters of Administration, as the case may be, from a duly constituted Court in the Union of India, provided that in any case where the Board in its absolute discretion thinks fit, the Board may dispense with production of Succession Certificate or Probate or Letters of Administration, upon such terms as to indemnity or otherwise as the Board in its absolute discretion may think appropriate 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.
46. Any person becoming entitled to a share in consequence of the death or insolvency or lunacy of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either –
- (a) to be registered himself as holder of the share; or
  - (b) to make such transfer of the share as the deceased or insolvent or lunatic member could have made.

The Board shall in any of cases above have the same right to decline or suspend registration as it would have had, if the deceased or insolvent or lunatic member had transferred the shares before his death or insolvency or lunacy.

47. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing an instrument of transfer of the share.
- (iii) All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfer of a share shall be applicable to any such notice or transfer as aforesaid as if the death, lunacy, bankruptcy or insolvency of the member had not occurred and the notice of transfer were a transfer signed by that member.
48. If the Board refuses to register the transfer of, or the transmission by operation of law of the right to, any share, the Company shall, within one month from the date on which the instrument of transfer or the intimation of such transmission, as the case may be, was lodged with the Company, send to the transferee and the transferor or the person giving intimation of such transmission, as the case may be, notice of the refusal.
49. A person becoming entitled to a share by reason of the death, insolvency or lunacy of the holder shall be entitled to the same dividends and other advantages as he would be entitled to if he were the registered holder of the share, except that no person (other than the person entitled to the share of a lunatic) shall before being registered as a member in respect of the share, be entitled to exercise in respect thereof any right conferred by membership in relation to the meetings of the Company.

Provided that the Board may at any time give notice requiring any such person to elect to either to be registered himself or to transfer the share, and if the notice is not complied with within 90 (ninety) days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share, until the requirements of the notice have been complied with.

#### **DEMATERIALIZATION/REMATIALIZATION OF SECURITIES**

50. (a) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise/ rematerialise its securities and to offer securities in the dematerialised form pursuant to the Depositories Act, 1996.
- (b) Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with the depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act, 1996 and the Company shall, in the manner and within the time prescribed issue to the beneficial owner the required Certificate of securities.



If a person opts to hold his/her security with a depository, the Company shall intimate such depository the details of allotment of the security, and on receipt of the information the depository shall enter in its record the name of the allottee as the beneficial owner of the securities

- (c) All securities held by a Depository shall be dematerialised and shall be in fungible form. No certificate shall be issued for the securities held by the Depository.
- (d) Nothing contained in Section 56 of the Act or these Articles shall apply to a transfer of securities effected by transferor and transferee both of whom are entered as Beneficial Owners in the records of a Depository.
- (e) Where the securities are dealt with in a Depository, the Company shall intimate the details of allotment of relevant securities to the Depository on allotment of such securities.
- (f) Notwithstanding anything to the contrary contained in the Act or these Articles, where securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of any storage media such as discs, USB, pen drives etc..
- (g) Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a Depository.
- (h) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the Registered Owner for the purpose of effecting transfer of ownership of Securities on behalf of the Beneficial Owner.
- (i) As a registered owner the Depository shall not have any voting rights or any other rights in respect of the securities held by it. Every person whose name is entered as the beneficial owner of shares in the records of the Depository shall be deemed to be a member of the Company. Every beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of the securities which are held by the Depository. Provided further that notwithstanding anything to the contrary contained in these Articles, the shares and securities issued and /or held in electronic and fungible form will be governed by the provisions of the Depositories Act, 1996. Nothing contained in Sections 88, 89, 112 and 186 of the Act shall apply to a Depository in respect of the Securities held by it on behalf of the Beneficial Owner.
- (j) The register and index of Beneficial Owners maintained by the Depository under the Depositories Act shall be deemed to be a register and index of members for the purpose of this Act.
- (k) Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in the Depository so far as they apply to shares held in physical form subject to the provisions of the Depositories Act, 1996.

#### **NOMINATION**

- 51. (a) Every shareholder or debenture holder of the Company, may at any time, nominate, in the manner prescribed under the Act and rules made thereunder, a person to whom his shares in or debentures of the Company shall vest in the event of his death.
- (b) Where the shares in, or debentures of, the Company are held by more than one person jointly, the joint holders may together nominate in the prescribed manner, a person to whom all the rights of the shares or debentures of the Company as the case may be, shall vest in the event of death of all the joint holders.
- (c) Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise in respect of such shares in or debentures of the Company, where a nomination made in the prescribed manner purports to confer on any person the right to vest the shares in or debentures of the Company, the nominee shall on the death of the shareholder or debenture holder or, as the case may be, on the death of the joint holders, become entitled to all rights in such shares or debentures or, as the case may be, all the joint holders, in relation to such shares or debentures, to the exclusion of all other persons, unless the nomination is varied, cancelled in the prescribed manner.
- (d) Where the nominee is a minor, it shall be lawful for the holder of the shares or debentures, to make the nomination to appoint, in the prescribed manner, any person to become entitled to shares in or debentures of the Company, in the event of his death, during the minority.

#### **GENERAL MEETINGS**

- 52. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year. Every Annual General Meeting shall be called during business hours, that is, between 9 a.m. and 6 p.m. on any day that is not a National Holiday and shall be held either at the registered office of the Company or at some other place within the city, town or village in which the registered office of the Company is situate. All general meetings other than Annual General Meeting shall be called extraordinary general meeting.

53. All general meetings other than the annual general meeting shall be called extra ordinary general meetings.
54. (i) The Board may, whenever it thinks fit, call an extraordinary General Meeting.  
(ii) If at any time Directors capable of acting who are sufficient in number to form a quorum are not within India, any Director or any two members of the Company, subject to the provision of the Act, may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.  
(iii) Any general meeting may be called by giving to the members twenty one days' notice in writing or a shorter notice than of twenty one days if consent thereto is given by members in accordance with the provisions of Section 101 of the Act.
55. The accidental omission to give any such notice as aforesaid to any of the members, or the non- receipt thereof shall not invalidate any resolution passed at any such meeting.
56. No general meeting whether Annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices upon which it was convened.

#### **PROCEEDING AT GENERAL MEETINGS**

57. (i) 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 and throughout such proceeding.  
(ii) Save as otherwise provided herein, the quorum for the general meetings shall be provided in Section 103.
58. The Chairman of the Board of Directors shall act as the Chairman of all general meetings.
59. If there is no such Chairman or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of themselves to be the Chairman of the meeting.
60. If at any meeting no Director is willing to act as a Chairman or if no Director is present within fifteen minutes after the time appointed for the holding the meeting, the members present shall choose one of their members to be Chairman of the meeting.
61. (i) 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 from place to place.  
(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.  
(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.  
(iv) Save as aforesaid, and as provided in Section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### **VOTING RIGHTS**

62. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—
  - (a) on a show of hands, every member present in person shall have one vote; and
  - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.
63. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
64. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.  
(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
65. 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 a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
66. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
67. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
68. A member, present by proxy, shall be entitled to vote only on a poll.
69. Notwithstanding anything contained in the foregoing regulations, the Company shall transact such business as may be specified by the central government from time to time in terms of provisions of section 110 of the Act and the rules made thereunder through the means of postal ballot. Further, other permitted items of business may also be transacted through postal ballot. The Company shall also follow such procedure, for conducting voting by postal ballot and for ascertaining the assent or dissent, as may be prescribed by the Act and the relevant rules made thereunder.

## PROXY

70. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 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 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
71. An instrument appointing a proxy shall be in the form as prescribed in the rules made under Section 105.
72. 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 shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## BOARD OF DIRECTORS

73. Until otherwise determined by a general meeting of the Company and, subject to the applicable provisions of the Act, the number of Directors shall not be less than three and not more than fifteen.
- At the date of adoption of these Articles, the following persons are the Directors of the Company:
1. Mr P N Sharma
  2. Mr Rajeev Bajaj
  3. Mr Gavin Walker
  4. Mr Deepak Sabharwal
  5. Mrs Madhu Vij
74. Subject to the provisions of Section 161(2) of the Act, 2013, The Board may appoint an Alternate Director to act for a Director (hereinafter called "the original Director") during his absence from India for a period of not less than 3 (Three) months or such other period as may be, from time to time, prescribed under the Act, in which the meetings of 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 the India. If the term of office of the original Director is determined before he so returns to India, any provisions of the Act or in Articles for the automatic re-appointment of a retiring Director, in default of another appointment, shall apply to the original Director and not to the Alternate Director.
75. Subject to the provisions of Section 161(1) of the Act, the Board shall have power, at any time and from time to time, to appoint any other qualified person to be an Additional Director, but so that the total number of Directors shall not, exceed the maximum fixed under these articles. Any such Additional Director shall hold offices only upto the date of the next Annual General Meeting.
76. Subject to the provisions of the Act, the Board shall have power, at any time and from time to time, to appoint any other qualified person to be a Director to fill a casual vacancy. 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 by him.
77. (i) The Directors may appoint such number of Independent Directors as are required under Section 149 of the Act or the Listing Agreement, whichever is higher, from time to time.
- (ii) Independent Directors shall possess such qualifications as required under the provisions of the Act and the Listing Agreement.
- (iii) Independent Directors shall be appointed for such period as prescribed under relevant provisions of the Act and the Listing Agreement and shall not be liable to retire by rotation.
78. The Directors shall appoint at least one woman director as per the requirements of Section 149 of the Act.
79. Any trust deed for securing debentures may, if so arranged, provide for the appointment, from time to time, by the Trustees thereof or by the holders of debentures, of some person to be a Director of the Company and may empower such Trustees, holders of debentures, from time to time, to remove and re-appoint any Director so appointed. The Director appointed under this Article is referred to as "Debenture Director" and the term "Debenture Director" means the Director for the time being in office under this Article. The Trustees/holders of debentures may at any time and from time to time remove any such Debenture Director appointed by them and may at the time of such removal and also in the case of death or resignation of the person so appointed, at any time appoint any other person as a Debenture Director in his place. The Debenture Director shall not be liable to retire by rotation or be removed by the Company. The Trust Deed or any arrangement with the holders of debentures may

contain such ancillary provisions as may be arranged between the Company and the Trustees/ the holders of debentures and all such provisions shall, subject to the provisions of the Act, have effect notwithstanding any other provisions herein contained.

80. Notwithstanding anything to the contrary contained in these Articles, whenever the Directors of the Company enter into a contract with any bank, financial institution, credit corporation or any other entity for borrowing any money or for providing any guarantee or security or with any person or persons for technical or financial collaboration or assistance or for underwriting or enter into any other arrangement whatsoever with any person or persons (hereinafter referred to as "the Corporation"), the Directors shall, subject to the provisions of the Act, have powers to agree with the Corporation that it shall have right to appoint from time to time any person or persons as a Director or Directors on the Board of the Company (hereinafter referred to as Nominee Director) for such period and upon such conditions as may be mentioned in the Agreement between the Company and the Corporation and that such Nominee Director(s) may not be liable to retire by rotation. The Directors may also agree that the Corporation shall have right to remove the Nominee Director(s) and to appoint another or others in his or their place and also to fill in any vacancy which may arise as a result of any Nominee Director(s) ceasing to hold office for any reason whatsoever.
81. A Director shall not be required to hold any qualification shares in the Company.
82. Subject to the provisions of the Act and of these Articles, the Board shall have the power to appoint from time to time one or more, Managing Director (s)/ Whole time Director (s) of the Company on such designation and on such terms and conditions as it may deem fit. The Managing Director shall not while he continues to hold that office be subject to retirement by rotation.
83. (i) Subject to the provisions of Section 196 and 197 read with schedule V of the Act, a Manager/ Managing Director/ Whole time Director of the Company may be paid remuneration either by way of a monthly payment or at specified percentage of the net profits of the Company or partly by one way and partly by the other, or in any manner, as may be, from time to time, permitted under the Act. The Managing Director/ Whole time Director of the Company drawing remuneration will not paid any fee for attending Board Meetings of the Company.  
(ii) Subject to the provisions of the Act, a Director, who is neither in the whole-time employment nor a Managing Director, may be paid remuneration either:  
(a) by way of monthly, quarterly or annual payment; or  
(b) by way of commission.  
(iii) If any Director, being willing, shall be called upon to perform extra services or make any special exception in going to or residing at a place other than the place where the Director usually resides, or otherwise in or for the Company's business or for any of the purpose of the Company, then subject to the provisions of the Act, the Board shall have power to pay to such Director such additional remuneration, as may be determined by the Board.  
(iv) the fee payable to a Director, excluding a Managing or whole time Director, if any, for attending a meeting of the Board or committee thereof shall be such sum, as the Board may, from time to time, determine, but within and subject to the limit prescribed for the time being under the Act.
84. The Board may allow and pay to any Director such sum, as the Board may consider fair compensation, for travelling, boarding, lodging and other expenses, in addition to his fee 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 for the Company's business, he shall be entitled to be paid and reimbursed of any travelling or other expenses incurred in connection with business of the Company. The Board may also permit the use of the Company's car or other vehicle, telephone(s) or any such other facility, by the Director, for the business of the Company.
85. The continuing Directors may act, notwithstanding, any vacancy in their body but if, and so long as their number is not reduced below the minimum number fixed by Articles, the continuing Directors, not being less than two, may also act, for the purpose of increasing the number of Directors to that prescribed minimum number or of summoning a general meeting but for no other purpose.
86. The office of Director shall be vacated, pursuant to the provisions of the Section 164 and Section 167 of the Act. Further, a Director may resign from his office by giving notice in writing to the Company pursuant to Section 168 of the Act from such date as he may specify while so resigning.
87. At every Annual General Meeting, one third of such of the Directors for the time being as are liable to retire by rotation shall retire from the office in accordance with the provisions of the Act. A retiring Director shall be eligible for re-appointment.
88. The Company may, subject to the provisions of Section 169 of the Act, remove any Director before the expiration of his period of office.
89. Subject to the provisions of Section 175 of the Act and the rules made thereunder the Board or any committee of the Board may pass a resolution by circulation.

#### **PROCEEDINGS OF THE BOARD**

90. Subject to the provisions of the Act, the Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

91. Subject to the provisions of Section 174 of the Act, the Quorum for a meeting of the Board shall be one-third of the total strength of the Board, or two Directors, whichever is higher.
92. Subject to the provisions of the Act, the Director(s) may participate in a meeting of the Board or any of its committees (in respect of matters permitted under the Act or rules made thereunder) either in person or through video conferencing or other audio visual means.
93. Question arising at any meeting of the Board shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
94. The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose.
95. The Board may elect a Chairman of its meetings and determine the period for which he is to hold office. If no such Chairman is elected, or at any meeting the Chairman is not present within fifteen minutes after the time appointed for commencement of the meeting, the Directors shall choose one of them, being present, to be the Chairman of the meeting.
96.
  - (i) The Board may, from time to time, and in compliance with provisions of the Act and/or the Listing Agreement constitute one or more Committees of the Board consisting of such member or members of its body, as the Board may think fit.
  - (ii) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
  - (iii) Any committee so formed shall conform to any regulations that may be prescribed by the Board.
97.
  - (i) A committee may elect a Chairman of its meetings.
  - (ii) If no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairman of the meeting.
98.
  - (i) A committee may meet and adjourn as it thinks fit.
  - (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.
99. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were/ was disqualified, be valid as if every such Director or such person had been duly appointed and was qualified to be a Director.

#### **CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER**

100. Subject to the provisions of the Act,-
  - (i) a Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board;
  - (ii) A Director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

#### **DIVIDENDS AND RESERVE**

101. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
102. Subject to the provisions of Section 123 of the Act, the Board may from time to time pay to the members such interim dividends as appear to it justified by the profits of the Company.
103.
  - (i) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provisions for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.
  - (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
104.
  - (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.

- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
  - (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
105. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
106. (i) Any dividend, interest or other monies payable in cash in respect of shares maybe paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
107. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
108. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
109. No dividend shall bear interest against the Company.

#### **ACCOUNTS**

110. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of members not being Directors.
- (ii) 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 or by the Company in general meeting.

#### **SERVICE OF NOTICES AND DOCUMENTS**

111. (i) A document or notice may be served or given by the Company on any member either personally or sending it by post to him at his registered address or (if he has no registered address in India) to the address, if any, in India supplied by him to the Company for service of documents or notices on him or by way of any electronic transmission, as prescribed in Section 20 of the Act.
- (ii) Where a document or notice is sent by post, service of the document or notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the document or notice, provided that where a member has intimated to the Company in advance that documents or notices should be sent to him by registered post and has deposited with the Company a sum sufficient to defray the expenses of the doing of so, service of the documents or notice shall not be deemed to be effected unless it is sent in the manner intimated by the member and such service shall be deemed to have been effected in the case of Notice of a meeting, at the expiration of 48 (forty-eight) hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
112. A document or notice advertised in a newspaper circulating in the neighbourhood of the Registered Office of the Company shall be deemed to be duly served or sent on the day on which the advertisement appears to every member who has no registered address in India and has not supplied to the Company any address within India for serving of documents on or the sending of notices to him.
113. A document or notice may be served or given by the Company on or given to the joint-holders of a Share by serving or giving the document or notice on or to the joint-holders named first in the Register of Members in respect of the Share.
114. A document or notice may be served by the Company on or to the persons entitled to a Share in consequence of the death or insolvency of a member by sending it through post in a prepaid letter addressed to him or them by name or by the title of representatives of the deceased or assignee of the insolvent or by any like description, at the address (if any) in India supplied for the purpose by the persons claiming to be entitled, or (until such an address has been so supplied) by serving the document or notice in any manner in which the same might have been given if the death or insolvency had not occurred.
115. Any notice required to be given by the Company to the members or any of them and not expressly provided for by these Articles or by the Act shall be sufficiently given if given by advertisement.
116. Any notice required to be or which may be given by advertisement shall be advertised once in one or more newspapers circulating in the neighbourhood of the Registered Office.

117. Any notice given by advertisement shall be deemed to have been given on the day on which advertisement shall first appear.
118. (A) Any document or notice to be served or given by the Company may be signed by a Director or some person duly authorized by the Board of Directors for such purpose and the signatures thereto may be written, printed or lithographed.
- (B) All documents or notices to be served or given by members on or to the Company or any office thereof shall be served or given by sending it to the Company or at the office by registered post, or by leaving it at the office or by such other electronic means as prescribed by Section 20 of the Act.
- (C) (i) Any information in the form of micro film of a document or image or a facsimile copy or any statement in a document included in a printed material produced by a computer shall be deemed to be a document and shall be admissible in any proceedings without further production of the original, provided the conditions referred in Section 397 of the Act are complied with.
- (ii) All provisions of the Information Technology Act, 2000 relating to the electronic records, including the manner and format in which the electronic records shall be filed, in so far as they are consistent with the Act, shall apply to the records in electronic form under Section 398 of the Act.
119. Subject to the provisions of Article 114 any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these Articles shall, notwithstanding such member be then deceased and whether or not the Company have notice of his death, be deemed to have been duly served in respect of any registered share, whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his heirs, executors or administrators and all persons, if any, jointly interested with him in any such share.

#### **INDEMNITY**

120. Subject to the provisions of the Act, every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the National Company Law Tribunal under the Act.

#### **SECRECY**

121. Every manager, auditor, trustee member of a committee, officer, servant agent, accountant or other person employed in the business of the Company shall, if so required by the Board of Directors, before entering upon his duties sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and 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 to do so by Directors or by any general meeting or by law of the country and except so far as may be necessary in order to comply with any of the provisions of these presents and the provisions of the Companies Act, 2013.

#### **BORROWING POWERS**

122. The Board may, from time to time, at its discretion subject to the provisions of Section 73 to 76, 179, 180 of the Act, raise or borrow, either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purposes of the Company.
123. The Board may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and in particular, by the issue of bonds, perpetual or redeemable, debenture or debenture-stock or any mortgage, 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.
124. Any debentures, debenture stock, bonds or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, appointment of Directors and otherwise as the Board may think fit. Provided that debenture with a right to allotment or conversion into shares shall be issued in conformity with the provisions of Section 62 of the Act.

#### **OPERATION OF BANK ACCOUNTS**

125. The Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsement, draw and accept negotiable instruments hundies and bills or may authorize any other individual(s) to exercise such powers.

#### **WINDING UP**

126. Company may be wound up in accordance with the provisions of Insolvency and Bankruptcy Code, 2016/ the Companies Act, 2013.

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**FORM NO. MGT - 11****PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013, and Rule 19(3) of the Companies (Management and Administration) Rules 2014

**Singer India Limited**

Registered Office : A-26/4, 2nd Floor, Mohan Cooperative Industrial Estate, New Delhi - 110044  
Phone: +91-11-40617777, Fax: +91-11-40617799  
Email : secretarial@singerindia.net, mail@singerindia.net Website : www.singerindia.net,  
CIN: L52109DL1977PLC025405

Name of the member(s) : .....

Registered address: .....

E-mail ID: .....

Folio No/Client ID: .....

DP Id: .....

I/We, being the member(s) of ..... shares of Singer India Limited, hereby appoint :

- 1) ..... of ..... having email id ..... or failing him
- 2) ..... of ..... having email id ..... or failing him
- 3) ..... of ..... having email id ..... or failing him

And whose signatures (s) are appended below, as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty-Ninth Annual General Meeting of the members of Singer India Limited will be held on Thursday, 20<sup>th</sup> July, 2017 at 03:00 pm at Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi – 110003 and at any adjournment thereof in respect of such resolutions are indicated below:-

Sl No.	Resolution	For	Against	Abstain
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**ORDINARY BUSINESS**

1.	Adoption of Audited Balance Sheet, Statement of Profit & Loss, Report of the Directors and Auditors for the Financial Year ended 31 <sup>st</sup> March, 2017			
2.	Declaration of dividend on equity shares for the Financial Year ended 31 <sup>st</sup> March, 2017.			
3.	Re-appointment of Mr. Gavin Walker (DIN : 01216863) as a Director who retires by rotation.			
4.	Appointment of Statutory Auditors and fix their remuneration			

**SPECIAL BUSINESS**

5.	Variation in terms of remuneration paid or payable to Mr Rajeev Bajaj, Managing Director (DIN: 02284467) of the Company with effect from 1 <sup>st</sup> day of July, 2017 and re-appointment for a period of 3 years effective from 1 <sup>st</sup> day of October, 2017.			
6.	Adopt new set of Articles of Association as per the Companies Act, 2013			

Signed this ..... day of .....2017

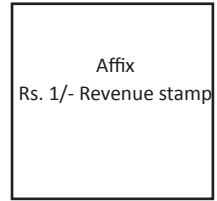
Signature of shareholder

of Proxy holder (s)

\_\_\_\_\_   
 First

\_\_\_\_\_   
 Second

\_\_\_\_\_   
 Third



**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. The Proxy Form should be signed across the stamp as per specimen registered with the R&TA/Depository Participant (DP).
3. For the Resolutions, Explanatory Statement and Note, please refer to Notice of the 39<sup>th</sup> Annual General Meeting.
4. It is optional to indicate your presence. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

**REGISTRATION OF E-MAIL ADDRESS FOR FUTURE COMMUNICATION**

Name of Shareholders .....E-mail id : .....

Address .....

Cleint ID/Folio No. (in case physical holding) .....

DP ID ..... Signature .....

..... ✂



Regd. & Head Office: A-26/4, 2<sup>nd</sup> Floor, Mohan Cooperative Industrial Estate, New Delhi-110044  
 Tel. : +91-11-40617777 Fax : +91-11-40617799 Toll Free No. 1800-103-3474  
 E-mail : secretarial@singerindia.net, mail@singerindia.net Website : www.singerindia.net  
 CIN : L52109DL1977PLC025405

**ATTENDANCE SLIP**

**39<sup>th</sup> Annual General Meeting to be held on Thursday, 20<sup>th</sup> July, 2017 at 03:00 PM**

Regd. Folio No. ....

No of Share held .....

\*DP.ID.No. ....

\* Client ID No. ....

I certify that I am a member/proxy for the members of the Company.

I, hereby record my presence at the 39<sup>th</sup> Annual General Meeting of the Company to be held on Thursday the 20<sup>th</sup> July, 2017 at 03:00 P.M. at Sri Sathya Sai International Centre, Pragati Vihar, Bhisham Pitamah Marg, Lodhi Road, New Delhi – 110003.

.....  
Name of the Member/Proxy

.....  
Signature of the Member/Proxy

(In Block Letters)

\*Applicable for investors holding shares in electronic form.

## **Registered Post**

*If undelivered please return to:*



**SINGER INDIA LIMITED**

Regd. & Head Office: A-26/4, 2<sup>nd</sup> Floor, Mohan Cooperative Industrial Estate, New Delhi-110044

Tel. : +91-11-40617777 Toll Free No. 1800-103-3474

E-mail : [secretarial@singerindia.net](mailto:secretarial@singerindia.net), [mail@singerindia.net](mailto:mail@singerindia.net) Website : [www.singerindia.net](http://www.singerindia.net)

CIN : L52109DL1977PLC025405