

**MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION  
OF  
BOMBAY TALKIES LIMITED**

No.11-33919

FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME  
IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA,  
MUMBAI.

In the matter of WHITE LION ASIA LIMITED.

I hereby approve and signify in Writing under Section 21  
of the Companies Act, 1956 (Act of 1956) read with the  
Government of India, Department of Company Affairs,  
Notification No.G.S.R. 507E dated the 24th June 1985 the  
change of name of the company :

from WHITE LION ASIA LIMITED.

BOMBAY TALKIES LIMITED.

and I hereby certify that WHITE LION ASIA LIMITED.  
which was originally incorporated on  
THIRD day of SEPTEMBER 1984 under the Companies  
Act, I of 1956. and under the name

LYTTLETON LEASING & FINANCE LIMITED.

having duly passed necessary resolution in terms of section  
21 / / / of the Companies Act, 1956 the name of the  
said Company is this day changed to BOMBAY TALKIES LIMITED.  
.. .. and this certificate is issued  
pursuant to Section 23(1) of the said Act.

Given under my hand at MUMBAI this TWENTIETH  
day of SEPTEMBER Two Thousand TWO.



(S.C.GUPTA )  
DEPUTY REGISTRAR OF COMPANIES  
MAHARASHTRA MUMBAI.

No. 11- 33919

**FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME**

**IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA,  
MUMBAI.**

In the matter of ASIANET SOFTWARE & MULTIMEDIA

I hereby approve and signify in writing under Section 21 of the Companies Act, 1958 (Act of 1958) read with the Government of India, Department of Company Affairs, Notification No. G.S.R. 507E dated the 24th June 1985 the change of name of the Company.

from ASIANET SOFTWARE & MULTIMEDIA LIMITED

to White Lion Asia Limited

and I hereby certify that ASIANET SOFTWARE & MULTIMEDIA

LIMITED which was originally incorporated on THIRD day of SEPTEMBER, the Companies Act, 1958 and under the name

LYTTLETON LEASING & FINANCE LIMITED having duly passed the necessary resolution in terms of section 21(1) of the Companies Act, 1953 the name of the said Company is this day changed to

White Lion Asia Limited and this certificate is issued pursuant to Section 23(1) of the said Act/

Given under my hand at MUMBAI this TWENTYEIGHT day of JULY

NINETY TWO THOUSAND (1992) (BY B. CHANDRA)  
Registrar of Companies  
Maharashtra, Mumbai.



No.11- 33919

(Section 18(1) of the Companies Act, 1956)

CERTIFICATE OF REGISTRATION OF  
SPECIAL RESOLUTION PASSED FOR  
ALTERATION OF OBJECTS

WHITE LION ASIA LIMITED.

having by Special Resolution passed on 23/07/2002  
altered the provisions of its Memorandum of Association  
with respect to its objects, and a copy of the said  
resolution having been filed with this office on 19/08/2002  
I hereby certify that the Special Resolution passed on  
23/07/2002 together with the printed copy  
of the Memorandum of Association, as altered, has this day  
been registered.

Given under my hand at MUMBAI

this TWENTIETH day of SEPTEMBER

Two thousand TWO.



*S.C. Gupta*  
(S.C. GUPTA)  
DEPUTY REGISTRAR OF COMPANIES,  
MAHARASHTRA, MUMBAI



No. 11-33919

FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME

IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA,  
MUMBAI.

In the matter of FUTURE SECURITIES LIMITED

I hereby approve and signify in writing under Section 21  
of the Companies Act, 1956 (Act of 1956) read with the  
Government of India, Department of Company Affairs,  
Notification No. G.S.R. 507E dated the 24th June 1985 the  
change of name of the Company.

from FUTURE SECURITIES LIMITED

to ASIANET SOFTWARE & MULTIMEDIA LIMITED

and I hereby certify that FUTURE SECURITIES LIMITED

which was originally incorporated on THIRD  
day of SEPTEMBER, <sup>84</sup> the Companies Act, 1956 and under the name  
LYTILETON LEASING & FINANCE LIMITED having

duly passed the necessary resolution in terms of section 21(2)(a)  
of the Companies Act, 1956 the name of the said  
Company is this day changed to

ASIANET SOFTWARE & MULTIMEDIA LIMITED and this  
certificate is issued pursuant to Section 23(1) of the said Act

Given under my hand at MUMBAI this SEVENTH

day of APRIL ~~XXXXXX~~ XXXXXX

TWO THOUSAND



(V.C. DAVEY)  
DY. Registrar of Companies  
Maharashtra, Mumbai.

No. 11.33919

( Section 18(1) of the Companies Act, 1956 )

**CERTIFICATE OF REGISTRATION OF  
SPECIAL RESOLUTION PASSED FOR  
ALTERATION OF OBJECTS**

M/S. FUTURE SECURITIES LIMITED

having by Special Resolution passed on 08/03/2000  
altered the provisions of its Memorandum of Association  
with respect to its objects, and a copy of the said resolution  
having been filed with this office on 15/03/2000

I hereby certify that the Special Resolution passed on 8/3/2000  
together with the printed copy of the Memorandum  
of Association, as altered, has this days been registered.

Given under my hand at MUMBAI

this THIRTIETH day of MARCH

~~One thousand Nine hundred ninety~~ TWO THOUSAND



*V. C. Davley*  
(V.C.DAVLEY)

DY.  
ASST. REGISTRAR OF COMPANIES,  
MAHARASHTRA, MUMBAI.



NO. 11 - 33919

FRESH CERTIFICATE OF INCORPORATION  
CONSEQUENT ON CHANGE OF NAME

IN THE OFFICE OF THE REGISTRAR OF COMPANIES,  
MAHARASHTRA, BOMBAY.

In the matter of \* LYTTLETON LEASING & FINANCE LIMITED.

I hereby approve and signify in writing under section 21 of the Companies Act, 1956 (Act I of 1956) read with the Government of India, Department of Company Affairs Notification No. G.S.R. 507E dated the 24th June 1985 the change of name of the company from  
LYTTLETON LEASING & FINANCE LIMITED.

to

FUTURE SECURITIES LIMITED.

and I hereby certify that LYTTLETON LEASING & FINANCE LIMITED which was originally incorporated on THIRD day of SEPTEMBER 1984 under the \*\* COMPANIES' Act, 1956 and under the name LYTTLETON LEASING & FINANCE LIMITED. having duly passed the necessary resolution in terms of section 21 of the Companies Act, 1956 to "FUTURE SECURITIES LIMITED."

and this certificate is issued pursuant to section 23(1) of the said Act.  
GIVEN UNDER MY HAND AT BOMBAY THIS TWENTYFIRST DAY  
OF MAY 1982 (One thousand nine hundred ninety two)



(G.SRINIVASAN)  
REGISTRAR OF COMPANIES  
MAHARASHTRA, BOMBAY.

- Note
- 1: Here give the name of the company as existing prior to change.
  - 2: Here give the name of the Act(s) under which company was originally registered and incorporated.

Form I. R.

CERTIFICATE OF INCORPORATION

No. 33919 of 1984

I hereby certify that LITTLETON  
LEASING & FINANCE LIMITED is this day incor-  
porated under the Companies Act, 1956 (No. 1  
of 1956) and that the Company is limited.

Given under my hand at BOMBAY  
this THIRD day of SEPTEMBER One  
Thousand Nine Hundred and EIGHTYFOUR.



Sd.  
(V. GOVINDAN)  
Registrar of Companies,  
Maharashtra.



No. 33919

**CERTIFICATE FOR COMMENCEMENT OF BUSINESS**

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

I HEREBY CERTIFY THAT THE LYTTLETON LEASING & FINANCE LIMITED WHICH WAS INCORPORATED UNDER THE COMPANIES ACT, 1956 ON THE THIRD DAY OF SEPTEMBER, 1984, AND WHICH HAS THIS DAY FILED A DULY VERIFIED DECLARATION IN THIS PRESCRIBED FORM THAT THE CONDITIONS OF SECTION 149(2)(A) TO (C) OF THE SAID ACT, HAVE BEEN COMPLIED WITH IS ENTITLED TO COMMENCE BUSINESS,

GIVEN UNDER MY HAND AT BOMBAY THIS TWENTYNINTH DAY OF SEPTEMBER ONE THOUSEND NINE HUNDERED AND EIGHTYFOUR.



Sd/-

( O.P. JAIN )

Addl. Registrar of the Companies

THE COMPANIES ACT, 1956  
PUBLIC COMPANY LIMITED BY SHARES  
**MEMORANDUM OF ASSOCIATION**  
OF  
**BOMBAY TALKIES LIMITED**

- I. The name of the company is **Bombay Talkies Limited**.
- II. The Registered office of the company will be situated in the State of Maharashtra.
- III. The objects for which the Company is established are :
  - (A) **MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :**
    1. To carry on and undertake the business of finance and trading, hire purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring, or letting or hire all kinds of plants and machinery and equipment that the Company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transaction and to subsidies, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms to immovable and movable property including land and building, plant and machinery, equipment, ships, aircraft, automobiles, computers and all consumer's commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether property purchased and leased by new and /or/used.
    2. To advance, deposit or lend money, securities and properties to or with any company, firm, person or association whether falling under the same management or otherwise in accordance with and to the extent permissible under the provision contained in section 370 and 372 of the Companies Act, 1956, with or without security and on such terms as may be determined from time to time. However the company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949.
    3. To provide a leasing, financing and investment advisory/counseling service to other entities.
    4. ★ To carry out financing operations and perform financing services including factoring, making of loans, both short and long with provision for computer software. To carry on the business of developing, designing, processing, assembling preparing, discovering, researching, printing, insulating, molding, converting, commercializing, displaying, establishing, hauling, let on hiring, installing, implementing, maintaining, operating, producing, letting, servicing, supervising, supplying, distributing, importing, exporting, buying, selling, trading, wholesaling, retailing, marketing, broadcasting, relaying, exhibiting, informing, consulting, advising, procuring, maintaining, organizing, and otherwise to deal in all sort of internet, retail shopping on internet site, web designing, web hosting, portal, internet, Internet service providers (ISP), multimedia, and other software programme, information technology, space communication, radio communication, telecommunication, technology, space communication, radio

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★ The above clause has been inserted by passing the Special Resolution at the Extra Ordinary General Meeting held on 8<sup>th</sup> March 2000 and confirmed by the Registrar of Companies, Maharashtra, Mumbai vide its order dated 13<sup>th</sup> March 2000.



Communication, telecommunications, telephone & telegraphic communications, wave communications, under water communications, computer communications, network communications, and such other communications system as may be discovered in future and manufacturing, trading, dealing, exporting, importing of all types of cable, jelly cable, wire with or without leather and Plastics."

- 4(a). ★★ To carry on in India or elsewhere the business to Produce, Promote, Project, Participate, manufacture, manipulate, treat, process, prepare, alter, develop, expose, edit, exhibit, distribute, make, remake, display, print, reprint, convert, duplicate, finish, buy, sell, run, import, export and to act as broker, agent, distributor, proprietor, copyright owners, video right owners, audio right owners, theater owners, dubbing right owners, cinema studio owners, dance, music and other studio owners, lab owners, etc. Import, Export of all kinds of commercial films, feature films, video Films, telefilms, documentary films, Advertising films, Cartoon films, Cinematograph films, Production of theatre plays, Dramas, T.V. Serials, Slides in all languages prevailing on the World, and otherwise dealing in kinds of films production including rendering of services in respect of editing, dubbing, recording, titling of films, Video and Audio catalogues, hiring technical equipment's, arranging Video and satellite entertainment's, fashion shows, Beauty Contests, Cultural Shows, all media Communication of arts, sports, News and generally to deal in all aspects of films production and entertainment worldwide and to purchase, sale, export, import, take on hire, or otherwise acquire (with or without negative rights) cinematograph films and motion pictures with distributing, exhibiting and renting rights and dubbing, subtitling translation rights in any language in the same and to sell, give on hire, export or otherwise distribute, exploit or give on distribution the films and rights so acquired and also company's production with their exhibiting, distributing and renting rights or negative rights, both for Indian and Overseas markets.

**(B) THE OBJECTS INCIDENTAL AND ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS :**

5. To purchase, lease, exchange or otherwise acquired land, building and other immovable properties of any type or description and rights connected with the land and turn the same into account in any manner whatsoever and particular by preparing building sites, opening road and by constructing, altering, improving decorating, furnishing and maintaining offices, flats, house, shops, buildings, etc. and by connecting or sub- dividing properties and leasing or disposing off the same.
6. To carry on all kinds of promotion business and in particular to take part in formation, supervision or control of business or operations of any directors, accountants or other experts or agents and also to join any partnership firm as partner or otherwise on profit sharing basis or on any mode of distribution of profits.
7. To enter into, make perform contracts of every kind and description, agreements and arrangements with any person, firm, association, corporation, municipality, country, state body or Government or colony or dependency thereof.
8. To purchase or otherwise acquire and to let ever by any method competent in Law the whole or any part of the goodwill, business undertaking, property, assets and liabilities of any company, society partnership or persons and to

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★★ The above clause has been inserted by passing the Special Resolution at the Extra Ordinary General Meeting held on 23<sup>rd</sup> July 2002 and confirmed by the Registrar of Companies, Mumbai, Maharashtra vide its order dated 20<sup>th</sup> September 2002..



conduct develop and carry on or liquidate and wind up any such business and purchase and take steps for acquisition of existing and new licence in connection with any such business.

9. To buy, sell, exchange, export, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, spare parts, utensils, receptacles, substances, materials, all products, merchandise articles and things necessary or convenient for carrying on any of the business or processes of the Company usually dealt in by persons engaged in the like business or process.
10. To buy, sell, manufacture, refine, manipulate, import and deal in substances, apparatus and things capable of being used in any business of the Company or required by any customers or persons having dealing with the Company.
11. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for re-sale and resell any goods from time to time belonging to the Company.
12. To adopt such means of making known and advertising the business and products of the Company as may seem expedient.
13. To apply for, purchase or otherwise acquire any patents, brevets invention, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being use for any of the purposes of the Company.
14. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concern and undertaking, and generally of any assets, property or right including that of Company.
15. To purchase, take on lease or licence or in exchange, hire or otherwise any real/or personal property and rights or privileges which the Company may think necessary and convenient for the purpose of its business or may enhance the value of any other property of the Company, and in particular any land (free-hold, lease-hold or other tennure) building, easement, machinery, plant and stock in, trade and on such lands to erect buildings, sheds, godowns or other structures for the use of the Company and also for the residence of other workmen and erect and install machinery and other apparatus or instruments deemed necessary or convenient or profitable for the purposes of the Company and either to retain any property so acquired for the purposes of the Company's business or to turn the same to account as may seem

16. To acquire, build, construct, maintain, enlarge, pull down, remove or replace, improve or develop and to work, manage and control any buildings, offices, factories, mills, foundries, refineries, furnaces, godowns, warehouses, shop machinery, engines, railways, tramways, roadways or other means of transport sidings, bridges, reservoirs, dams, water-courses, water systems, wharves, electrical works, power stations, cable wires, lines, gas works or works-operated by any other kind of power and also such other machinery, equipment, conveyances which may directly or indirectly to advance the interests of the Company and to subsidise, contribute to or otherwise assist or take part in doing any of these things and/or join with any other person or company or with any Government or Government authority in doing any of the above things.
17. To sink wells and shafts and to make, build and construct, lay down and maintain reservoirs, waterworks, cisterns, culverts, filter beds, main and other pipes and appliances and to execute and do all other works and things necessary or convenient for obtaining, storing, selling, delivering, measuring and distributing water for the purposes of the Company.
18. To let on lease or hire-purchase system or to lead or otherwise dispose of any property belonging to the Company and to finance the purchase of any article or articles, made by the company, by way of loans or by the purchase of any such article or articles, and the letting thereof on the hire purchase system or otherwise, howsoever.
19. To sell, lease, surrender, hypothecate, mortgage, pledge, underlet, redeem, dispose, exchange or otherwise deal with all or any part of the property, assets, rights or undertaking of the Company on any terms and conditions which may be considered expedient or desirable and for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company whether or not having objects altogether or in part similar to those of this company and to hold, deal with or dispose of any consideration so received.
20. Subject to the provisions of the Companies Act, 1956 to amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, cartels, co-operation, joint adventure or reciprocal concession or for limiting competition with any person or persons, firm or company or body Corporate carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to be if it the Company, and to lend money, to guarantee the contracts of or otherwise assist or subsidise any such company or person and to take or otherwise acquire shares and securities of any such Company and to sell, hold, reissue with or without



guarantee or otherwise deal with the same and to give to any person or company special rights or privileges in connection with control over such Company.

21. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or Company carrying on or proposing to carry on any business which this Company is authorised to carry on, or possessed of property or rights suitable for any of the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to conduct, make or to carry into effects any arrangements in regard to the winding up of the business of any such person, firm or Company.
22. To establish or promote or concur or be interested in establishing any company or promoting any company or companies for the purpose of acquiring by purchase, exchange or otherwise all or any of the property, rights and liabilities of the Company or for any other purpose whatsoever and to transfer to any such company any property of this company and to place or guarantee the placing of underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or securities of any such other company and to subsidise or otherwise assist any such other Company for any purpose which may seem Directly or Indirectly calculated to benefit this Company.
23. To pay for any property or rights acquired by the Company either in cash or by the allotment of fully or partly paidup shares of this Company with or without preferred rights in respect of dividends or repayment of capital or otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.
24. To acquire, hold, renew, use, sell, assign, grant licences, mortgage, pledge or otherwise dispose of in any part of the world any patents, patent rights, designs, licences and privileges, inventions, improvements and processes, copy-rights, trademarks, trade names, concessions, protections, formulas, brevets, designs and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being use for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, or grant licences in respect of or otherwise turn to account the property, rights or information so acquired and to assist, encourage and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.



25. To acquire, hold, use, sell, assign, lease, grant any contract or concessions or in relation to the supply and sale of any minerals, metals, products or other substances, materials, articles or things or equipments for or in relation to the construction, execution, carrying out, improvement, management, administration or control of any works and to undertake, execute, carry out, dispose off, or otherwise turn to account such contracts or concessions.
26. To enter into any arrangement with any Government or authority, Central, State or public-body, or person or firm or any private individual, local or foreign that may seem conducive to the companies objects or any of them and to obtain from any such Government, authority, person or Company any concessions, grants, decrees, rights, charters, contracts, licences, powers and privileges, whatsoever which may seem to the Company capable of being turned to account or which the Company may think directly or indirectly conducive to any of its objects or capable of being carried on in connection with its business and to work, develop, carry out, exercise and turn to account the same.
27. To apply for, promote and obtain any act of Parliament, charter, privileges, concession, licence or authorisation of any Government, state or municipality, provisional order or licence of any authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the interests of the Company.
28. To establish and support, or aid in the establishment and support of hospitals, schools, colleges, associations, clubs, institutions, provident funds and trusts and conveniences calculated to assist the Company in the conduct of its business or to benefit Directors, agents, employees or ex-employees of the Company or in predecessors in the business of the dependents or connections of such persons and to grant annuities, bonuses, pensions and allowances, and to make payments towards insurance and to subscribe, donate or guarantee money for charitable, religious or benevolent or any other objects beneficial to Company or public or for any exhibition or for any general or useful objects or for any other purpose which the Directors may consider reasonable.
29. To acquire from any person, firm or body corporate whether in India or elsewhere, technical information, know-how processes, engineering manufacturing and operating data, plants, lay-outs and blue prints useful for the design, erection and operation of plant required for any of the business of the

concerned and whatever between the Company or in the members of his or their representatives or between the Company and third parties, to arbitration in India or at any place outside India and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.

36. To pay out of the funds of the Company all costs, charges and expenses which the company may lawfully pay with respect to the promotion, formation and registration of the Company and/or the issue of its capital or which the Company's shall consider to be preliminary expenses including therein the cost of advertising, printing and stationery, commission for obtaining application for taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company and expenses attendant upon the formation of agencies, branches and local boards.
37. Upon any issue of shares, debentures or other securities of the Company to employ Managers, brokers, commission agents and underwriting and to provide for the remuneration of such persons for their services by payments in cash or by the issue of shares, debentures or other securities of the Company or by granting of options to take the same or in any other manner allowed by law.
38. (a) Subject to the Provisions of the Act, to borrow or raise money or to receive money or deposit or loan at interest or otherwise in such manner at the Company may think may fit and in particular by the issue of promissory notes, bill of exchange and/or debentures, or debenture stock (pre-emptual or otherwise) and/or other bonds whether convertible into shares of this or any other Company or not and to secure the re-payment of any such money borrowed, raised or received, or owing by mortgage, pledge, charge or lien upon all or any of the property, assets or revenue of the Company (both present and future) including its uncalled capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or other person, firm or Company of any obligation undertaken by the Company or any other person, firm or Company as the case may be.
- (b) To borrow or take loans from individuals, firms, companies, corporations, financing houses, government and semi-government institutions and to secure repayment thereof in such manner as may be thought fit subject to Section 58A of the Companies Act, 1956 and directives of R.D.I.
- (c) To issue and deposit any securities which the Company has power to issue by way of mortgage or charge to secure any sum less than the



Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.

30. To make donations to such persons or institutions of cash or other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious, or benevolent objects, but not intended to serve any political party or purpose.
31. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident, pension or super-annuation, Gratuties and/or other funds for the benefit of and give or procure the giving of donations, gratuties, pensions, allowances or emoluments to any Company or of any Company, which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at any time the directors or officers of the Company or any such other Company as aforesaid, and the wives, widows, families and dependants of any such persons, and also established and subsidised and subscribe to any institutions, associations, clubs or funds calculated to benefit or advance the interest and wellbeing of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other Company as aforesaid.
32. To give to any officers, servants, or employees of the Company any shares or interest in the profits of the Company's business or any branch thereof and whether carried on by means or through the agency of any subsidiary company or not and for that purpose to enter into any arrangements, which the Company may think fit.
33. To train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of or for furtherance of the Company's objects.
34. To provide residential and/or sleeping accommodation for workmen and others and to afford facilities and conveniences for washing, bathing, cooking, reading, writing and facilities for the purchase, sale and consumption of provisions, and for the safe custody of goods for the welfare of the workmen and others.
35. To refer or agree to refer any claim, demand, dispute or any other question by or against the Company or in which the Company is interested or



nominal amount of such securities and also by way security for the performance of any contracts or obligations of the Company.

39. (a) To lend and advance money or to give credit to such persons or Companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantee and indemnities provided company shall not do any banking business as defined under the Banking Regulations Act, 1949.
- (b) To guarantee or become liable for the payment of money due and that may become due by or for the performance of any company of any obligation and in particular of any company of which this Company is the agent and severally to carry on and transact every kind of guarantee and indemnity business and to undertake and execute all kinds of trust and obligation only in connection with the business of the Company.
- (c) To guarantee the payment of any secured or unsecured money payable to a bank, firm or person, or a Company under or in respect of promissory notes, bonds, debentures, contracts, mortgages, charges, obligations, instruments and securities of any company whether incorporated or not and to become sureties for the performance of the same.
40. To issue or guarantee the issue of or the payment of interest on the shares, debentures, or other securities or obligations of any subsidiary Company and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
41. (a) To lend, invest and deal with the money of the Company either with or without interest or security upon such terms and conditions and manners as may from time to time be determined.
- (b) To invest any moneys of the Company in such investments as may be thought proper and to hold, sell or otherwise deal with such investment.
42. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert or minimise financial disturbances which might effect the Company.
43. To confer upon any encumbrancer or trustee for any encumbrances or uncalled capital such powers of making and enforcing calls and of voting the

transfer of shares not fully paid up as may be thought fit.

44. To draw, make, accept, hold, endorse, discount, execute and issue and negotiate bills of exchange, hundies, bills of lading, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities.
45. To commence, prosecute, enforce, defend, answer, oppose, compromise, refer to arbitration, submit to judgement proceed to judgement and execution or become non-suited in any action or proceeding whether civil, criminal, political, administrative or revenue, or proceedings including writ proceedings under Constitution of India and also to enforce execution, attachment, distress, suit or otherwise any decree or award in its favour and to defend or to resist any proceedings to retain, employ, engage and remunerate advocates, attorney, vakils and pleaders and to give necessary authority and to revoke such retainers and authorities from time to time as its pleasure.
46. To subsidise, assist and guarantee the payment of money or for performance of any contract, engagement of obligation by any person or Company and in particular, customers of the Company or any person or Company with whom the Company may have or intend to have business relations.
47. To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
48. To act as agents or brokers and as trustees and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world as principals, agents, contractors, trustees, or otherwise and either alone or jointly with others.
49. To procure the incorporation, registration or other recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business.
50. To distribute in specie or otherwise as may be resolved, any property or assets of the Company or any proceeds, of sale or disposal of any property or assets of the Company including the shares, debentures or other securities of any other Company from and to take over the whole or any part of the assets or liabilities of the Company, subjects to provision of Companies Act 1956.



51. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in anyway connected with any particular trade or business or with trade or commerce generally and particularly with trade, including any association, institution or fund for the protection of the interests of masters, owners and employees against loss by bad debts, strikes, combinations, fire, accidents or otherwise or for the benefits of any of clerks, workmen or others at any time employed by the Company or any of its predecessors in business or their families or dependants and whether or not in common with other persons or classes of persons and in particular of friendly co-operative and other societies, reading rooms, libraries, educational and charitable institution, refractories dining and recreation rooms, temples, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscriptions for any purpose whatsoever.
52. To carry on any business or branch of a business which this Company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary Company for taking the profits and bearing the losses of any business or branch so carried on, or for financing and such subsidiary company or guaranteeing its liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time either temporarily or permanently to close any such business or branch and to appoint directors or managers of any such subsidiary company.
53. To do of the above things either as principals, dealers, agents, sub-agents, manufacturers, representative, trustees, contractors, or otherwise any other by or through agents, sub-contractors, trustees or otherwise and either alone or in conjunction with others and or establish branches, agencies, depots maintenances in or outside India and to regulate or discontinue the same.
54. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers therein set forth either alone or in association with other corporate bodies, firms or individuals and to do every acts, things incidental or appurtenant to or growing out of connected with the aforesaid business or powers or any parts thereof provided the same be not inconsistent with the laws of the Union of India.
55. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either



directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "promoting of rural development" shall also include any programme for promoting the social and economic welfare of or uplift of the public in any rural area which the Directors consider it likely to promote and assist rural development and that the words, "rural area" will include such areas as may be regarded as rural areas under section 35CC of the Income Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded as rural areas in order to implement any of the above-mentioned objects or purposes, transfer without consideration or at such fair or concessional value and divert the ownership of any property of the Company to or in favour of any Public or local Body or Authority or Central or State Government or any Public Institutions or Trusts or Funds or Organisation(s) or Person(s).

56. To carry on as its principal business of trading and as Investors by ways of acquiring, holding, selling, buying, transferring, subscribing any shares, bonds, stocks, debentures, debenture stocks and other obligations and securities issued, guaranteed by any Government, public body or authority whether in India or elsewhere and to act as underwriters, guaranters, financiers and to lend or deal with money either with or without interest or securities to such individuals, firms, bodies corporate and institutions and upon such terms and conditions as the Company may think fit but not amounting to banking business as defined under the Banking Regulations Act, 1949.

57. To provide for the welfare of the employees, ex-employees, directors and ex-directors of the Company or its predecessors in business or the family members, dependents or connections of such persons by building or contributing to the building of house, dwelling or quarters or by grants of money, pensions, gratuities, allowances, payment towards insurance, houses, profit sharing bonuses or benefits or any other payments or by establishing, supporting or from time to time subscribing or contributing or aiding in the establishment and support of associations, institutions funds including provident funds, trusts, profit sharing or other schemes and conveniences and by providing or subscribing or contributing towards the places of instruction and recreation, hospitals and dispensaries, medical and other attendances as the Company shall think fit.

58. To form, incorporate or promote any Company or Companies whether in India or in any foreign country having amongst its or their objects the acquisition of all or any of the assets, objects which in the opinion of the Company could or might directly or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such

promotion on incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion or formation of any other Company in which the Company may have an interest.

59. To subscribe to become a member of, subsidise and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company and to procure from and communicate to any such association, such information as may be likely to further the objects of the Company.
60. To lease, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose off the whole or any part or parts of the undertaking of the Company or any land, business, property, rights, or assets of any kind of the Company or any share or interest therein respectively in such manner and for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
61. To pay legally any premiums or salaries and to pay for any property right or privileges acquired by the Company or for services rendered or to be rendered in connection with the promotion, formation of or the business of the Company or for services rendered or to be rendered by any persons, firms or body corporate in placing or assisting to place or guaranteeing the placing of any of the Shares of the Company or any debentures, or other securities of the Company or otherwise either wholly or partly in cash or in shares, bonds, debentures or other securities of the Company and to issue any such shares either as fully paid up or with such amount credited as paid up thereon as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of the property of the company.
62. To pay out of the funds of the Company, all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
63. To take into consideration and to approve and to confirm all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any arrangement, agreement or contract with the promoters and to reimburse them from all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.



64. To support, donate, contribute, subscribe, to give and to pay in cash or in kind for any purpose to any individual or body or individuals and also to contribute, donate and subscribe to any charitable, religious, educational or other public institutions, trusts, funds, clubs, societies or individuals, or body of individuals subject to the provisions of Section 293 of the Companies Act, 1956.

65. To carry on business as financiers, concessionaries and to undertake, and carry on and execute all kinds of financial, commercial and trading operations and to discount, buy, sell and deal in bills, notes, warrants, coupons, suits and decrees for money granted by any court in the Union of India and other negotiable or transferable securities or documents.

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

**C : OTHER OBJECTS :**

67. To carry on all or any of the business of transport, cartage and haulage garage proprietors, owners and charters of road vehicles, steam, barges, boats and vessels of every description and their appurtenances, lighterman and carriers of goods and passengers by road, rail, water, or air, carman, cartage, contractors and agents, stevedors, wharfingers, cargo, superintendents, packers, hauliers, warehousemen, storekeepers, engineers, electricians and jobmasters for the purpose of business of the Company.

68. To carry on all or any of the business of mechanical and electrical engineers and manufacturers and suppliers of implements and machinery, tool-makers, smiths, steel and brass founders, metal workers, machinist, iron and steel workers, metallurgists, chemical manufacturers, distillers, electrical goods and accessories, engineers, gas suppliers, timber merchants and suppliers of agricultural implements, motor and automobile spare parts and sugar-mill machinery, oil mill machinery, manufacturers of surgical instruments and to buy, sell, manufacture, repair, convert, let on hire and deal in minerals, metals, machinery implements, rolling stocks, hardware and chemicals of all kinds and to carry on any other business (Manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in accordance with any of business above specified.

69. To carry on all or any of the business as supplying, purchasing, selling, importing, exporting, manufacturing, processing, converting, establishing workshop and factories, offices and buildings and the business of brick-makers, potters, chemists and druggists, cycle manufacturing, darning, drapers and furnishers, machinery, electrical goods, appliances, tools and imple-



monts, hoteliers, general importers and exporters, jewellers and laundry business, mechanical engineers, miners, motor car manufacturing, motor min-bus-service, petroleum and mineral oil, paviours, refreshment rooms, saw-mills, shoes and leather-makers, soap manufacturing, spinning and weaving of all fabrics, stationers, stores and provision, surgical instruments makers, tea planters, theatre company, tobacconist company and to carry on any other business or work necessary and incidental to any of the above business in the interest of the Company.

70. To carry on the business of manufacturers, importers, exporters, dealers, hirers, rapairers, cleaners, carriers and stores of motor cars, automobile spares and parts, mini-buses, trucks, lorries, tractors, bulldozers, motor cycle, scooters, motor boats, motor launches, motor buses, motor lorries, motor vans, aeroplane, sea-planes, ships, gliders and other conveyances of all descriptions whether propelled or assisted by petrol, spirit, gas, steam, electricity, animal, atomic or other power or engines, chassis, bodies, and other things used in connection with the above mentioned things.
71. To carry on the business of cold storage, refrigeration, cooking, dehydrating, preserving, canning of any product on Company's own account or as contractors for any Governmental, municipal body or individual on such terms and conditions as the Directors may think fit.
72. To carry on the business of manufacturers and dealers of all kinds of oil including vegetable oil and as meal manufacturers, oil merchants, cake and corn merchants, millers, flour merchants, bakers, biscuit makers, confectioners, milling of flour, whole meal atta, suji, rawa ( semolina ), basin ( gram flour ), manufacturing of breakfast food spaghetti and macroni.
73. To carry on the business of exhibition on films, cinema owners, film-distributors, studio-owners and all other allied materials, tradors and techniques.
74. To purchase or otherwise acquire any land, building or premises and to turn into account, develop, improve, alter, demolish or let out for the purpose of carrying on the business of hotel, restaurant, coteo, tavern lodging, house-keepers and to carry on the business of wine, spirit and liquor merchants, importers, exporters and manufacturers of aerated, mineral and artificial waters and other drinks whether intoxicating or not or caterers for public amusement or entertainment, proprietors of motor and other vehicles, garage proprietors, job-masters, refreshment-room keepers, tramors, dairymen and ice-merchants, victuallers, live and dead-stock and colonial and foreign produce of all descriptions, hair-dressers, perfumers, chemist, proprietors of clubs, baths, dressing-room, museum, reading, writing and newspaper room, library, playgrounds, indoor and outdoor game, sport, recreation, exhibition, entertainment of all kinds, tobacco and cigarettes, agents for railway and

shipping company and tourists, theatrical cinemas and opera-box and any other business which can be conveniently or usefully carried on in connection with the aforesaid objects of the Company.

75. To carry on the business of brewers, distillers and other allied business.
76. To purchase, take on lease or otherwise acquire land, buildings, vine-yards, gardens and other places for growing, keeping, brewing, preparing and storing of land products, plants or other things as may be requisite for carrying on the said business.
77. To carry on, execute and conduct a general contracting business to submit tenders and undertake to do all sorts of building, manufacturing, producing, farming, surveying, supplying, designing, enlarging, repairing, re-modelling, managing, administering, controlling and supervising business.

78. To manufacture cotton, wollen and silk artificial and synthetic fibre goods of all kinds and to carry on all or any of the following businesses :-

Cotton, silk, dyeing materials, processors and printers of all textiles, wollen and silk spinners and doublers, flax and jute spinners, wool combers, worsted spinners, linen manufacturers, worsted stuff manufacturers, drapers, flax, hemp, jute, wool and silk merchants, bleachers and dyers and makers of vitriol, bleaching and dyeing materials, growers of mulberry or other trees and producers of any other articles or thing whether by cultivation or afforestation or by any other mechanical or chemical power or appliances for the purpose of obtaining silk, woollen, cotton or any other material to be converted into cloth, wool-combers, importers and exporters, sheep or any other animal-breeders.

79. To carry on the business as dealers in and purchaser of dairy, farms, gardens and their products of all kinds and in particular milk, cream, butter, ghee, cheese, poultry eggs, fruits, vegetable oils, vegetable ghee, artificial ghee, spices, sausages, prawn, ported meat, table delicacies, loaves, bread, manures.
80. To carry on the business of house, shop, saloon, halls and other apartment and exhibition decorators and execute decorative work of all sorts to prepare, manufacture paint, use, import, export, device, design all kinds of artistic objects for use and ornamentation or any property used in the decoration or furnishing of building or other structures of all kinds and nature whatsoever.
81. To carry on all kinds of business of manufacturers, importers, exporters, dealers, assemblers and distributors of radios, radiograms, gramophones, wireless apparatus, domestic and commercial refrigerators, coolers, freezers



of all kinds, humidifying, dehumidifying, ventilating and cooling-plants, room-coolers and air-conditioning of all kinds records, bare and rubber insulated wires, cables, flexible cords, fuse wires, copper weld and aluminium wires, electric switches and switch gears, contents, lamps, motors, fans and electric goods, plastic and light material products, equipments and accessories of all kinds, cold storage equipments and all articles and things used in manufacture, construction, erection, maintenance and working thereof in connection therewith in any way whatsoever. To repair the same and their machinery and apparatus etc. To manufacture and deal in loud-speakers, transformers, microphones, transmitters, amplifiers, receivers, public address equipment of all kinds and accessories of all kinds used in the manufacture, installation, erection, repairs, maintenance and working thereof or in connection therewith in any way whatsoever.

82. To manufacture sowing machines, reaping machines, thrashing machines, tractors and all other kinds of farm implements and machinery, dairy machines, elevating machine, conveying machines, transmission machines, incubators and part and tools thereof and accessories requisite thereof.
83. To buy, sell, import and deal in all kinds of machinery food products, seeds, patents and licences, all kinds of fertilizers, lime and stock-feeds.
84. (a) To carry on the business of founders of ferrous and non-ferrous metals, sheet metal workers, mechanical structural, electrical and metallurgical engineers, to carry on the work of cast iron foundry for the manufacture of all types of pipes and pipe-fittings, water reservoirs, drainage requisites including manhole frames and covers, gratings and ladders, cast-iron-sanitary appliance and fittings including flushing cisterns, bath-tubs, wash-basins, cast iron building requisites including railing, spiral stairs, ladders, ventilators, ornamental window-frames, pillars, agricultural implements including choppers, ploughs, cast iron railway castings including sleepers, fish-plates, wheels and other fittings household requisites and utensils including cooking pans, containers, coal mining and engineering requisites including pinions, turbo-wheel, pump parts and other general and special castings.
- (b) To carry on the work of mechanical and electrical engineers and to run a workshop to undertake and execute all types of mechanical and structural jobs of manufacturing, fabrication and erection of buildings and articles and to do various types of sheets, metal work including manufacturing and construction of storage tanks, buckets, drums, various types of containers and other similar items that may be easily marketable.
85. To carry on the business of jewellers, bullion merchants, goldsmiths, silversmiths, gem and stone merchants.

86. To deal in precious stones, diamonds, pearls, jewellery, watches, clock, chronometers, gold and silver-plates, electro-plated cutlery, presents and gifts, coins, cups, metal shields, curious articles of virtue, art and antiques, dressing bags, hand bags and bronzes.
87. To engage and carry on the business of raising, packing, grading, preparing for market, butter, cream, milk and farm products of all description.
88. Carry on the business of manufacturers of papers, envelopes, cardboard and mill board dyers, bleachers and tanners in all its branches and of makers, buyers and sellers of and dealers in any articles which can be manufactured out of pulp, compressed paper or paper stock and to sell in either a raw or partially or wholly completed prepared state all such paper envelopes, cardboard, millboard, fibre substances, pulp or things as may furnish materials for paper manufacturing in any of its branches and to undertake all or any manufacturing or preparing processes connected with or useful for the purposes of such business or undertaking and generally to purchase and vend the raw materials and manufactured articles both in wholesale or retail manner.
89. To manufacture sugar and allied products from beet-root, sugarcane, gur, molasses and any other substance or product of chemicals.
90. To produce, grow, raise, preserve, purify, refine, import, export, prepare, sell and deal in sugar, sugarcandy, sugarcane, gur, molasses, syrups, alcohol and all other by-products and food products fertilizers and things generally and to maintain refineries, foundaries, workshops, distilleries and other works for the purposes of the Company.
91. To manufacture and deal in anatomical, orthopaedic and surgical instruments and appliances of all kinds.
92. To grow, raise, lend, cultivate tea, coffee, cinchona, rubber and other products and to carry on the business of tea-planters in all its branches, to carry on and work the business of cultivator, wine-owners and buyers to every kind of vegetable, mineral or other, products of the soil.
93. To carry on the business of helicopter spraying on farms, grovelands, cultivations, products and other allied business of eradication of diseases, virus and insecticides.
94. To carry on the business as travel agents, tourists and cargo carriers by road, air, sea or by other mode of transport and to carry on all allied business and activities pertaining to the travelling and tourist business.



95. To carry on business as exporters, manufacturers, importers, buyers and sellers of and dealers in all chemicals, petrochemicals and plastics (including without prejudice to the said generality and in particular Soda Ash, Caustic Soda, Sulphuric Acid, Super Phosphate, Ammonium Chloride, Di-Calcium Phosphate, Alcohol, Cosmetics, Chlorine products, both organic and inorganic such as polyvinyl chloride, carbon tetrachloride, trichloroethylene, perchloroethylene, Ethylene dichloride, carbon disulphate, Barium chloride, Aluminium trichloride, Titanium tetrachloride etc.) alkalis, acids, cordials, drugs, tanings, essences and pharmaceutical, photographic, sizing, medical, chemical, industrial and other preparations and articles of any nature and kinds whatsoever, mineral and other articles of any nature and kinds whatsoever mineral and other waters, cements, oils, paints, pigments and varnishes, compounds, drugs, dye-stuff, organic or mineral intermediates, paint and colour gunders, makers and dealers in proprietary articles of all kinds and electrical, chemical, photographic, surgical and scientific apparatuses, instruments, goods and materials.

96. To acquire from or to sell to any person, firm, body corporate or unincorporate, whether in India or elsewhere, technical and managerial information, know-how, process engineering, manufacturing, operating and commercial data, plans, layouts and blue-prints useful for the design, erection and operation of any plant or process of manufacture and to acquire, grant or license other rights and benefits in the foregoing matters, to render any kinds of managerial, technical and financial consultancy services and to carry on the business of market research organisers, sales promotion agents, general advisers, technical and marketing consultants, either alone or in partnership.

97. To undertake, carry out, promote and sponsor scientific research and to incur any expenditure on such research, and to assist and contribute to any scientific research association which has as its objects the undertaking of scientific research or to assist and contribute to any University, college or other institution any sums to be used for scientific research or research in social science or statistical research whether related to the business or class of business carried on by the company or not.

98. To produce, extract, manufacture, purchase, refine, prepare, process, import, export, buy, sell and generally to deal in graphite synthetic or natural coal, coal and other cokes, carbon and other minerals, chemicals, petrochemicals, gas, and other petroleum, substances in all their various forms and derivations and their products, by-products and ancillary products and to carry on all or any of the business of distillers, refinery operators, compounders, synthetic analysis, physicists, reactor operators, gas producers and consumers, manufacturers, chemists, druggists, analytical chemists, drysalts, oil and colour men.

99. To carry on all or any of the business of the manufacturers, of and dealers and workers in cement, lime, plasters, mortar, marble, mosaic, tiles, whitings, minerals, clay, earth, gravel, sand, coke, fuel, artificial stone and builders, requisites of all kinds, nature and description whatsoever as may be required for the attainment of the main object.
100. To purchase, take on lease, acquire in exchange or otherwise own, hold, occupy, manage, control, construct, erect, alter, develop, pull down, improve, repair, renovate, work, build, plan, lay out, sell, transfer, mortgage, charge, assign, let out, hire, sub-let, sub-lease all types of lands, plots, buildings, hereditaments, bungalows, quarters, offices, flats, chawls, warehouses, godowns, shops, stalls, markets, houses, structures, undertakings, constructions, tenements, roads, bridges, forests, estates, assets and properties, moveable or Immoveable, freehold or lease-hold of whatever nature and description and where situate.
101. To manage land, building and other property whether belonging to the Company or not and to collect rents, profits and issues and to provide and supply to tenants or other occupiers refreshments, light, waiting rooms, reading rooms, meeting rooms, swimming pools, club rooms, gardens, lavatories, laundry, convenience, garging facilities, play-grounds, water, air-conditioning facilities and equipment, lifts and escalators and all other conveniences and appliances relating to or connected with offices and residence requirements in general.
102. To acquire, construct, maintain, improve, develop, work control, manage sell, dispose off or otherwise turn to account, any hotels, clubs, restaurants, places of amusement, pleasure grounds, garden, reading rooms, stores, dairies, estates, orchards, river or harbour sites and other places or sites wherever situate and other works and conveniences of each and every nature and description.
103. To carry on the business of manufacturers and dealers of video, television, camera, watches, calculators and allied electronic items and components thereof.
104. To carry on the business of manufacturers and dealers of processed food and allied items.
105. To carry on the business of technical, financial and management consultants and advisers and to enter into collaboration agreements for the manufacture of items, which the company is entitled to produce in India and abroad with the companies firms and individuals, Central and/or State Government and their concerns and to tender and provide all type of services including managerial, personal, designing, engineering, preparation of feasibility and project reports, drawing, plant layouts, tenders for all the plants & machinery.



equipments, buildings and other structures and helping finalisation of contracts and creation and commissioning of plants.

106. To carry on business as timber merchants, saw mill proprietors and timber growers and to buy, sell, grow, prepare for market, manipulate, import, export and deal in timber and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used, and to buy, clear, plant and work timber estates, and to establish, own, erect, acquire, work and manage veneer mills, plywood factories and similar mills and factories and to peel, produce, manufacture and prepare for market, store, stock, buy, sell, export, import, distribute, deal in and carry on business in veneers, veneer products, veneer for tea-chests, packing cases and commercial boards, decorative veneers, veneers for furniture and cabinet making and other purposes, tea-chests, matches, bobbins, commercial, plywood, plywood for cabinet making, coach building, ship buildings, aeroplanes, partitions, panelling, doors, windows and other constructional purposes, decorative veneer boards, laminated boards, black boards, composite boards, compressed boards, pressed boards, hard boards, chip boards, bent wood, moulded wood and any other articles of like nature.
107. To establish, purchase, sell, take on lease, hire or otherwise acquire and work, any textile mill, handlooms, power looms or other mills, cotton ginning and pressing factory, jute mills, jute presses, hemp or other fibre presses, spinning mills, weaving mills and chemical factories, waste plants or press for pressing, merchandise into bales and to cultivate, process, buy, sell, import, export, pledge, speculate, enter into forward transactions and deal in whether as commission agent, broker or otherwise in raw jute, jute goods, cotton, kapas, cotton seeds, flax, hemp and silk.
108. To plant, cultivate, produce and raise sugar-cane, hemp, flax, foodgrains, oilseed, fruits and seeds, nuts, vegetables and to prepare, preserve, manufacture, crush and render marketable any such product and to deal in the same.
109. To constitute any trusts with a view to the issue of preferred securities based on or representing any shares, or other assets specifically appropriated for the purposes of any such trust, and to settle and regulate and, if thought fit, to undertake and execute any such trust and to issue, dispose of or hold any such preferred or other securities.
110. To search, prospect, win, work, get, raise, quarry, smelt, refine dress manufacture, produce, plant, manipulate, convert, make merchantable, sell, buy or deal in lime, cement, sand-glass, paper, sugar, oil, oil products, oilseeds, rice, dal, tea, coffee, rubber, cocoa, coal, coke, iron, ironstone, marble, limestone, silica, mica, brick, earth, fireclay, manganese, mineral oils, ores, clays and other metals, metallurgic ores, minerals and to manufacture, sell,

buy and deal in any of such, articles and commodities and to carry on the business of manufacture of bricks, tiles, pipes, pottery, earthen ware, china and terra cotta, cream and ceramic ware of all kinds.

111. To carry on the business of manufacturers or processors and/or importers, exporters, buyers, sellers, stockists and distributors of and/or dealers in all kinds of chemicals, drugs, pharmaceuticals, plastics, paints, varnishes, paper, tyres, tube, films and vehicles, all types of watches, time piece, clocks.
112. To carry on the business of chemists, druggists, researchers, technicians, designers, planners, advisers, purchasers, testers, erectors, superintendents and contractors.
113. To carry on the business of public carriers, transporters and carriers of goods, passengers, merchandise, corn commodities and other products and goods and luggage of all kinds and description in any part of India and elsewhere on land, water and air by any conveyances whatsoever.
114. To manufacture, build, construct, develop, buy, sell, import, export, assemble, equip, distribute, exchange, barter, let on hire, buy or sell on hire-purchase or installment system or otherwise deal in lorries, trucks, motor-cars, motor cycles and other motor vehicles including cycles and scooters of all kinds and description and generally to carry on the business as manufacturers, repairs, assemblers, mechanical engineers, carriage builders of motors, mini-buses, taxi-cabs, lorries, motor-cars and all other kinds of vehicles and vessels for the transport of persons and goods whether propelled or moved by petrol, electricity, steam, oil, vapour or other motives or mechanical power.
115. To manufacture, buy, sell, exchange, process, refine, smelt, prepare, work, alter, improve, import, export and to carry on business as agents, distributors, stockists and otherwise deal in iron, steel, and their scraps and by-products, metal scrap, iron ores and minerals in all forms and to carry on the business of iron and steel foundries and metal makers, steel makers, steel converters, fabricators, smiths, tinplate makers, manufacturers of industrial, agricultural and other fittings and to establish rolling mills and rollers in their respective branches.
116. To carry on the business of manufacturers of drums, barrels, packages, tanks and containers, tubes, aerosol, containers of every description from steel, tin and other metals and of such substances like paper boards, plastics etc. as may furnish materials for such manufacturing in any of its branches.
117. To act as shipping Agents, stevedores, Freight and chartering Brokers, ship Brokers, Charterers of Vessels, Suppliers and Purveyors of Ships and other Vessels and Boating Contractors.



118. To carry on the business of furniture makers, gold and silver smiths and to import, export, buy, sell, exchange or otherwise deal in all types of jewelries and ornaments and utensils made of gold and/or silver.
119. To carry on the business of manufactures and dealers in air conditioning and refrigeration equipments, consumer and domestic appliances, radios and transistors, electronic equipment including television and computers, oxygen and acetylene, electrodes, including graphite electrodes, weighing scales, cement, refractories, batteries, agricultural equipments, thermometers, flash-light, detonators and explosives, asbestos, starch and by-products, wire ropes, linoleum, vinyl, tiles, glass, calculators, typewriters and all forms of office equipments, magnets, gauges and precision instruments, all types of electronic equipments, conductors, rectifiers, capacitors, meters, matches, grinding and abrasive equipment, potteries, tiles and ceramics, lighting equipment, oils, manures or any one or more such business in all or any of their respective branches.
120. To carry on business as manufacturers, producers, dealers, traders, importers, stockists, distributors or agents of G. L. S. lamps, electric bulbs, miniature bulbs, tube lights, flood lights, flash lights, mercury vapour bulbs and other type or types of bulbs, lamps, tubes or other electrical items required or used for lighting or for industrial, domestic, electronics, transport vehicles or commercial purposes and glass shells, fittings, tubes, filaments, tungsten and molybdenum wires, caps and other materials, machineries, accessories and spares required or used for manufacture of bulbs, lamps, tubes.
121. To carry on the business as traders, dealers, wholesalers, retailers, combbers, scourers, spinners, weavers, finishers, dyers and manufacturers and processors of yarns and fabrics of wool, cotton, jute, silk, rayon, nylon, hemp and other natural, synthetic and/or fibrous substances, polyesters, polyacrylonitrile, polyvinyl acetate, cashmilon, acrylic fibres polypropylene polymers, monomers, elastomers and raising of all types, grades and copolymer formulations and forms or as processed goods and including polythelone, polystyrene, polyvinyl chloride, polymethyl, metacrylate, epoxy resins, alkyd resins, melamine polycarbonates, polyimides or any other or new substances being improvements upon, modifications of or being derived from additions to petrochemicals or other products or resulting from any processes and/or manufacturer of materials from the waste realised from the above products either on its own account or on commission and to carry on the business as drapers and dealers of furnishing fabrics in all its branches as consumers, readymade dress and mantle makers, silk mercers, makers and suppliers of closing lineries and trimmings of every kind furriers, drapers, haberdashers, milliners, hosiers, gloves, lace makers, rope makers, felt and tarpaulino makers, leather dressers, felt makers, dealers in and manufacturers of yarns, fabrics and materials of all kinds, varieties and substances and also to manufacture, deal in or process natural starch and other auxiliaries and sizing

materials, dye-stuff, synthetic or chemical substances of all kinds and compounds and other substances either basic, intermediate or otherwise as required for the above mentioned product or products.

122. To prospect for examine exports, win, get, quarry, smelt, calcine, refine, crush and grind dress, amalgamate, manipulate and prepare for market, purchase, sell or deal in ores, metals and minerals of all kinds and to carry on any other prospecting, mining or metallurgical operations and to buy, sell, manufacture and deal in minerals, plant, machinery implements, conveniences, provisions and things capable of being used in connection with prospecting, mining or metallurgical operations.
123. To carry on business as printers and publishers including of newspapers, books and journals as well as producers, distributors and financiers of cinematograph film and to manufacture, own, acquire, provide, secure, arrange or deal in films and photographic paper and equipment, cameras, sound, recording, musical, lighting appliances, instruments, equipments and machines and to construct, establish, own, hire or otherwise acquire and to manage, let out for rent, fee, monetary gain or otherwise studios, laboratories, theatres, buildings, halls, open air-theatres, bars, restaurants and other buildings or work required for the purposes of production, distribution or exhibition of the films, operas, stage plays, dances, operettas burlesques, vaudeville, revues, ballets, pantomimes, spectacular pieces, promenade concert, circus or other performance and entertainments and to act as dealers, importers of musicals, instruments and records, tapes, cinema and film projectors and cameras, wigs and other products or materials related or connected with the aforesaid objects and business; and to acquire exclusive or limited rights to any play, story, script, musical songs and lyric, book, article or any technique by producing, purchasing or otherwise acquiring and to use exercise, develop or exploit or turn to account such rights for the business of the Company; and to act as agents for training, retaining, arranging and supplying artists, stars, art directors, script or story writers, technicians, extras and other personnel required by the Company or other film, cinema or show business.
124. To carry on the business of manufacturers, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaries of and dealers in commodities of all or any of the following kinds :
  - (a) Drugs, medicines, chemicals, medicinal plants and all types of plantations, mixtures, powders, tablets, capsules, injections, oils, compounds, creams, scents, glycerine, detergents, glue, gelatin, soaps, lotions, toilet goods, pigments and all kinds of pharmaceutical, cosmetic and medicinal preparations required or used for beauty and personal hygiene or in allopathic, ayurvedic, homeopathic, unani or nature cure methods or



system of treatments, bandages, cotton, gauzes, crutches, stretcher and all kinds of anatomical, orthopaedic and surgical appliances and stores including prophylactics.

- (b) Boots, pickers, shoes and footwear of all kinds made of leather, rubber, canvas, plastic or any other synthetic or natural products, waterproof cloth or compound, leather, hide, skins, rexina, rubber, plastic or synthetic cloth, compounds or granules, lasts, boot, trees, buckles, legging, gaiters, heels, laces, boot polishes, protectors, accessories and fittings used in or required for footwears.
- (c) Writing pen, pencils, fountain pen, ball point pen, sign pen, colour pencils, tubes and tablets, pins, erasers, ink, clips, rulers, newsprint, board, envelops, cards, dyes, letter-heads, forms, files, stamps, books, bags, cases, covers, racks, cabinets, numerical printers, adhesive tapes, gums, air conditioners and refrigerators, vaccum cleaners, sewing and knitting machines, hurricane, lanterns, cutlery, enamel wares, watches and clocks, tape recorders, clocks, watches, vacuum flask, toys, waterproof materials, duplicators, typewriters, computers, calculators, accounting and inter-communication machines and all kinds of office, domestic, industrial and educational appliances, stationery, equipments, furniture, instruments, gadgets, devices and stores and their components.

- 125. To manufacture, process, import, export, buy, sell and deal in vanaspat oils, de-hydrated vegetable oils, oils made or processed or solvent extracted from seeds, cotton seeds, cocoanuts, products of plantation, horticulture, agriculture and forest products and oil cakes and to get vanaspati soaps and lubricants made from oils or as by-products thereof.
- 126. To carry on business of manufacture, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaries of and dealers in flour, cakes, pastry, cornflakes, bread, biscuits, chocolates, confectionery, sweets, fruit crops, sugar, glucose, chewing gums, milk, cream, ice, ice-creams, aerated or mineral waters, fruit juices, wines, liquors and other alcoholic drinks and fermentation products, canned fruits and fruit products, milk and malted food, tobacco, cigarettes, cigars, protein foods, maize products, butter, ghee, cheese and other dairy products, pickles, jams, jellies, sausages, cider, pulses, spices, oils, powder and condensed milk, honey, fresh and dehydrated vegetables, coffee, tea, cocoa seeds, processed seeds, concentrate for cattle or poultry feed, fruits and all kinds of processed foods as well as materials required or used for preparation of or being food articles.
- 127. To carry on business as producers, importers, exporters, processors, manufacturers, buyers, sellers, distributors, stockists, agents and brokers of coal, coke, charcoal, lignite, petroleum coke, copper, iron ore, bauxite, kyanite,

fire-clay, china-clay, salt, sodium chloride, calcium phosphate, nickel, beryllium, uranium, zinc, lead, asbestos, tin, alumina, mercury, silicon, sulphur, graphite, brass, aluminium, silica sand, bentonite, quartz, destriano, magnesite, dolomite, ferroalloys, corrigendum, manganese, mica, silver, gold, platinum, diamond, sapphire, ruby, topas, garnet, emerald, pearl and other precious, semiprecious or commercial minerals and stones and to act as metal foundries, manufacturers, agents and dealers of metals, sheets, wires, rods, squares, plates, foils, pipes, tubes, ingots, billets, circle sparts, coils, utensils, ornaments, decorative and art materials and jewellery made wholly or partly from any one or more of the metals and materials mentioned herein or their derivatives.

128. To manufacture, deal in and process all kinds of medical and surgical instruments and appliances, industrial instruments including meters, weighing machines and devices for including recording and regulating pressure, temperature, rate of flow, weights and levels, scientific instruments, mathematical surveying and drawing instruments, as well as items produced in miscellaneous mechanical and engineering industries like plastic moulded goods, hand tools, small tools and the like and razor blades.
129. To manufacture, export, import, buy, sell and deal in voltaic battery, cells, power pack or storage batteries and battery containers and battery eliminators of different types required for or used in domestic, household, industrial, commercial, agricultural, mining, hospital, surgical or scientific appliances, machinery, apparatus or accessories and railways, tramways, automobile and other vehicles, aircrafts, boats, ships, defence establishments, army, navy and air-force, for wireless, radios, torches, toys, electronic equipments or otherwise and also to carry on business as manufacturers of land dealers in torches, toys, personal aids and other appliances working on such batteries and such items and goods, which may be useful, skin or otherwise connected with any one or more of the aforesaid items or products.
130. To manufacture, deal in, export, import, assemble, fit, repair, convert, overhaul, alter, maintain and improve all types of electronic components, devices, equipments and appliances and raw materials therefore and to deal in and with stores and other materials used in or in connection with electronic and electrical industries.
131. To carry on the business of manufacturers and dealers in capacitors, resistors, tubes, condensers, semi-conductor materials and devices, transistors, rectifiers, zener diodes, thermistors, integrated and hybrid circuits, relays and varistors, potentiometers, connectors, printed circuits, coils, chokes, transformers, switches, volume controls, plugs, sockets, bases, aerial gear, electrical disc, motors and pumps, batteries, accumulators,



cables, metal and other cases, piezo electric, quartz, crystals of all types including those made from synthetic materials, motors of all kinds, including those for industrial, domestic and other uses etc., chassis holders and covers,

132. To carry on the business of manufacture and deal in all types of tapes, magnetic and otherwise, tape recorder, television, broadcast relay and reception equipments, photographs and other equipments used in and for audio and visual communications, apparatus and equipment including those using electro-magnetic waves intended for radio-telegraphic or radio telephonic communications, photocopiers, electronic lighting controls, continuous fan motor speed controls, continuous flashers and fire alarm systems, digital and other electronic clocks, time relays, electro-mechanical pneumatic controls, automatic calculators, X-ray machines, surgical, medical and other appliances intended for electro and other therapy treatment.
133. To carry on the business of manufacturers, producers, refiners, exporters, importers, buyers and sellers of and dealers in all and any fats, fertilizers, manures, dips, sprays, vermifuges, fungicides, insecticides, germicides, medicines and remedies of all kinds for agricultural, tree and fruit growing, gardening and other purposes or as remedies for humans and animals and whether produced from vegetables, mineral, gaseous or animal matter or substances by any process whether chemical, mechanical, electrical or otherwise.
134. To manufacture, export, import, buy, sell and deal in containers, cans, boxes, drums, cylinders, bottle tops, crown corks, packages, packing materials, bags, pressed netwares, utensils, cutlery, table wares and articles made up of tin, metal, aluminium plates, sheets, glass fibre, paper, board, cloth, hessian, leather, plastic or other synthetic compound or materials, timber or plywood and to deal in tinplates, wire, aluminium sheets and to undertake either on own account or on commission basis or otherwise printing, painting, designing, enamelling, electroplating, engraving or otherwise decorating the aforesaid products or any of such products or articles.
135. To carry on research and development work for industrial, agricultural and minerals, productivizing and methods of production into matters and problems relating to accountancy business management, distribution, marketing and selling and to collect, analyse, examine, prepare, formulate, publish, distribute and circulate data statistics, reports, journals, books, magazines, newspapers, literature and information relating to any type of business, trade, industry, sports, education, society, cinema or real estates and to promote or propose such methods, procedures and measures as may be considered desirable or beneficial for all or any of the objects of the Company and for extending, developing and/or improving any type of business, trade, industry, commerce organisation, methods, techniques, technical know-how, patents, trade marks and procedures to consider and evaluate problems

relating to administration, management, manufacture, production, storage, distribution, finance, marketing and sale and/or relating to the rendering of any service.

136. To carry on all or any of the trade and business of and as are usually carried on by land, building property and investment companies of whatever description in all their respective branches.
137. To carry on the trade, industry, business, occupation and profession of architects, engineers, builders, contractors, electrical, sanitary and plumbing engineers and contractors, flooring contractors and general builders, furnishers, decorators and contractors in all such other branches in which the company is authorised to carry on business.
138. To act as and share transfer agents, shipping and forwarding agents or mercantile agents and to do any kinds of commercial, financial or agency business.
139. To carry on business and to act as merchants, commission agents, managers, carriers or in any other capacity in India or in any part of the world and to import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in goods, products, articles, merchandise and machineries and further to establish or acquire and carry on offices, trading stations, factories, stores and depots in India or in any part of the World and to purchase, lease or otherwise acquire, carry on, develop and improve any business.
140. To carry on business as designers, fabricators, manufacturers, exporters, importers, contractors, constructors and erectors of buildings, plants and machineries of all kinds and to provide all services and facilities in connection therewith and to act as contractors for the supply of labour, personnel and expert manpower in India or in any part of the world.
141. To carry on business of manufacturers, fabricators, processors, producers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaries of all types of refractories.
142. To carry on the business of purchase, sale, hiring, lotting, importers, exporters, breeders and developers of thoroughbred and other horses, mares or geldings and to develop and maintain breeding farms and race-courses and all facilities connected therewith.
143. To carry on the business of manufacturers of saddles and saddlery and other equipments required for horses and horse racing and to engage and participate in any races, held or conducted under any recognised racing rules under any law for the time being in force.



144. To make or take wagers or bets and settle the same upon any rate held under the recognised racing rules under any law for the time being in force provided that the Company shall not carry on any business or engage in any activity of gaming or wagering prohibited by any law for the time being.

- 145. To carry on business of manufacturers, fabricators, processors, producers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaries of all types of refractories.

IV. The liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs. 5,40,00,000/- (Rupees Five Crores Forty Lakhs Only) divided into 54000000 equity shares of Rs. 1/- each (Rupees One Only).

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• The Authorised Share Capital has been increased from Rs. 1,00,00,000/- (Rupees One Crore Only) to Rs. 5,40,00,000/- (Rupees Five Crore Forty Lakhs Only) and sub-division of the nominal face value of Rs. 10/- (Rupees Ten Only) per share into Rs. 1/- (Rupees One Only) per share. by passing the resolution at the Extra Ordinary General Meeting held on 6<sup>th</sup> August, 2002.

We, the several persons whose names and addresses are subscribed below are desirous being formed into company in pursuance of these Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective name.

Signatures, Names, Address, descriptions and Occupations of Subscribers.	Number of Shares taken by each Subscriber.	Signature of Subscribers	Signature, Name, Address, description and Occupation of Witness.
1. Hand Kishore Lohia, S/O. Lal Chand Lohia, B-1, Ansa Industrial Estate, Bombay - 72, Business.	10 (Ten)	SD/-	
2. Suryoo Prasad Sinha, S/O. Jagdish Prasad Sinha, 342, Kalbadevi Road, Bombay - 2, Business.	10 (Ten)	SD/-	
3. Kaniya Lal Sarda, S/O. Sitaram Sarda, 210, Kalbadevi Road, Bombay - 2, Business.	10 (Ten)	SD/-	Witness for all (Seven) Signatories.
4. Radha Kishan Gupta, S/O. Banwarilal Gupta, 141/145 Chakla Street, Bombay - 3, Service.	10 (Ten)	SD/-	Shyam Sunder Mundhra, S/O. Kishan Lal Mundhra, 320, Kalbadevi Road, Bombay - 2, Business.
5. Mr. Donwar Lal Mundhra, S/O. Gouri Shankar Mundhra, 305, Rupal Apartments, Bombay - 64, Business.	10 (Ten)	SD/-	
6. Mohan Lal Rathi, S/O. Kaniya Lal Rathi, 332, Kalbadevi Road, Bombay - 2, Service.	10 (Ten)	SD/-	
7. Radhe Shyam Agarwal, S/O. Om Prakash Agarwal, 141/145, Chakla Street, Bombay - 3, Service.	10 (Ten)	SD/-	
<b>TOTAL</b>	<b>70 (Seventy)</b>		

Bombay.

Date: 14/6/1954.