



MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

DONEAR INDUSTRIES LIMITED



No. 11-42076

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

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

In the matter of MANIYAR INDIA 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 **MANIYAR INDIA LIMITED**

to **DONEAR INDUSTRIES LIMITED**

and I hereby certify that

FIRST which was originally incorporated on
day of **JANUARY, 1987** under the
Companies Act, 1956 and under the name **MANIYAR INDIA
LIMITED** having
duly passed the necessary resolution in terms of section 21/22/(1)
(a)/22(1)(b) of the Companies Act, 1956 the name of the said
Company is this day changed to **DONEAR INDUSTRIES LIMITED**
and this
certificate is issued pursuant to Section 23(1) of the said Act.

GIVEN UNDER MY HAND AT BOMBAY THIS **TWENTIETH**
Day of **JULY** One Thousand nine hundred ninety three.


(S.R.V.V.SATYANARAYANA)

ADDL. REGISTRAR OF COMPANIES
MAHARASHTRA, BOMBAY





CERTIFICATE OF INCORPORATION

No. No. 42076 of 1987

I hereby certify that MANIYAR INDIA LIMITED
is this day incorporated under the Companies Act, 1956
(No. 1 of 1956) and that the Company is Limited.

Given under my hand at BOMBAY this FIRST
day of JANUARY One thousand nine hundred and EIGHTY
SEVEN



Sd/

(C.R.MEHTA)

Registrar of Companies
Maharashtra



No. 42076

कारबार प्रारम्भ करने के लिए प्रमाण-पत्र
Certificate for Commencement of Business

कम्पनी अधिनियम, 1956 की धारा 149 (3) के अनुसार में
Pursuant of Section 149 (3) of the Companies Act, 1956

में एतद्वारा प्रमाणित करता हूँ कि.....

जो कम्पनी अधिनियम, 1956 के अधीन तारीख.....को निगमित की गई थी और जिसने आज विहित प्ररूप में सम्यक् रूप से सत्यापित घोषणा फाइल कर दी है कि उक्त अधिनियम की धारा 149(1) (क) से लेकर (घ) तक/149(2) (क) से लेकर (ग) तक की शर्तों का अनुपालन किया गया है, कारबार प्रारंभ करने की हकदार है।

I hereby certify that the **MANIYAR INDIA LIMITED**.....

which was incorporated under the Companies Act, 1956, on the **FIFTH** day of **JANUARY**.....19 **87**, and which has this day filed a duly verified declaration in this prescribed form that the conditions of section ~~149(1)~~ (अ/149(2)(a) to (c) of the said Act, have been complied with is entitled to commence business.

मेरे हस्ताक्षर से यह तारीख.....को में दिया गया।

Given under my hand at **BOMBAY** this **SEVENTH** day of **JANUARY**..... One thousand nine hundred and **Eighty Seven**.

(Signature)
(V. RABHAKRISHNAN)
कम्पनियों का रजिस्ट्रार
ADDL. Registrar of Companies
MAHARASHTRA



एस. सी. 19
C-10.

GIPTC—(C-423)—25-2-76—4,000.

(1)
THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
DONEAR INDUSTRIES LIMITED

- I. Then name of the Company is DONEAR INDUSTRIES 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) THE MAIN OBJECT OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:
 1. To carry on the business as merchants, traders, distributors, commission agents, buying agents and selling agents, brokers, adatias, buyers, sellers, importers, exporters, dealers in collectors of and to import, export, buy, sell, barter, exchange, advance upon or otherwise trade and deal in groceries, consumer commodities, readymade garments, yarn and other textile items, food & food stuffs, cereals, beverages, and paper products, chemicals and compounds, dyes, dye stuffs, plastic and other forms of plastic products, PVC materials, colours, acid and alkalies, pharmaceutical products, cosmetics, furnitures and fixtures, plant and machinaries, scientific and surgical apparatus, industrial and agricultural equipments, components and goods, spare parts, tools, tackles and implements, electrical and electronic goods, decorative or fancy materials, produce or any other articles and merchandise as wholesalers, retailers or on commission basis or for brokerage.
 2. * To buy, purchase, build, construct, alter, enlarge, maintain, manage, control, sell, lease, take on lease or tenancy or in exchange, take options over or otherwise acquire land, buildings, flats, godowns, sheds, factories, works, shops, offices or real and personal property of all kinds and hereditaments of any tenure or description in India or abroad whether for residential, business, manufacturing or other purposes and any rights, easements, advantages and privileges relating to and either for investments or resale or for trafficking in the same and turn the same into account as may seem expedient, and to construct, alter, improve, decorate, develop, furnish, and maintain offices, flats, houses, factories, warehouses, godowns, shops, buildings, and other structures, works and convenience of all kinds of any of lands or immovable properties purchased or acquired by the company and to lease, sell, deal in or to otherwise dispose of the same for business of the Company.

*amended vide postal ballot resolution dated 22nd May, 2015
 3. To carry on the business of manufacturers and dealers of all kinds of plastic materials, industry, styrene, ployolefines, vinyl chloride, polyvincylchloride, polyethylene, polyolefiners, vinyl acetate and copolymers of one or more of the above and or other products, acrylics and polyesters, polycarbonates and polyethers and epoxy resins and compositions, silicon resins and compositions, PVC pipers and pipe fittings, P-F, U-F and other thermosetting resins and, moulding compositions, nylons, relsan, and similar thermoplastic moulding compositions including prefabricated sections and shapes, cellulose, plastics and other

thermosetting and thermoplastic material (of synthetics or natural origin) oxygen nitrogen, hydrogen, galgins, hydrocarbon gases, including ethylene and acetylene, propylene, butanes and gualogues and allies types, re-agents, agricultural chemicals, insecticides, fumigrants, weedicides, pesticides, coloring materials, pigments and likes, paints, varnishes, lacquers, finishers, dyes, toners, rubber chemicals, plastics and resinous materials, elastomers, gums, glues, and adhesive compositions, plasticizers,surface active agents, tanning agents, coating resins, drugs and pharmaceutical chemicals, solvents, marine chemicals, synthetic fibres, fertilizers and all types of industrial chemicals, acids, alkalies, hormones, trace elements.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECT ARE:

4. To develop producers, methods and principles for and to carry on research and development activities on all aspects related to the products, business and objects of the Company.
5. To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry our, dispose of or otherwise turn to account the same.
6. To acquire, purchase, start, run, erect, maintain, buy, sell, or dispose of land, business, factories, workshops, foundries, mills, equipments, machinery, plant, components, accessories, spares, tools, raw materials, industrial undertakings, warehouses, godowns, shops, departmental stores, offices, cellers, valts, wagons power stations, gas works, water works, water tanks, bridges, staff and workers quarters, roads, ways, sidings, bridges, and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company and to contribute, subsidise or otherwise aid by taking part in any such operations.
7. To acquire, purchase, sell, underwrite, shares, stocks, debentures, debenture-stocks, bonds, obligations and securities of any kind issued or guaranteed by any Company constituted or carrying on business in India or elsewhere.
8. *To finance by way of loans or advances or subscribing to capital of industrial enterprises or business of general financiers, money lenders, investors, promoters in India or elsewhere.

*amended vide postal ballot resolution dated 22nd May, 2015
9. To purchase, charter, hire or otherwise acquire vehicles for any of the businesses of the Company.
10. To offer and enter into contract and agreements for services in connection with the undertaking of market surveys and for development of markets in any part of the world for raw materials, minerals, substances, commodities, goods and other articles and things and for that purpose to act as superintendent, surveyors, valuers and analysers.
11. To enter into any like or barter business involving the exchange or purchases and sales of any of the products and allied items dealt in by the Company.
12. To act as contractors, suppliers, agents, importers, and exporters for any government or autonomous body or any firm, company, organization in the private or public sector in furtherance of any of the objects of the Company.

13. To establish and maintain agencies, branches, or appoint representatives, agents, canvassers, selling and buying agents in India or abroad for sale, purchase, exchange, hire, distribution or for any one or more of the objects of the Company and to regulate and discontinue the same.
14. To form, constitute and promote or join in promoting companies, associations and undertakings of all kinds.
15. To apply for, take out, obtain, purchase or otherwise acquire and turn to account any copy-rights licenses, concessions, patent rights, or inventions, privileges, trade marks or secret process which may seem capable of being used for any of the purpose of the Company and to use, exercise, develop or grant licences, in respect of, or otherwise turn to account the property, right or information to acquire and to expend money in experimenting upon and testing and improving or seeing to improve any patent rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
16. To undertake the payment of all rents and the performance of all covenants, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or be otherwise acquired by the Company.
17. The Company may at any time invite and receive or without any such invitation receive any gifts or immovable or movable property and offerings or voluntary donations or bequests and legacies either from the share-holder or from any other person for all or any of the objects of the Company with or without any special conditions provided such receipts or the conditions attached are not inconsistent with or derogatory to any of the objects of the Company.
18. To acquire and take over as a going concern by purchase of or on lease and to undertake to carry on the whole or any part of the business together with the goodwill and trade name, property, rights, and liabilities of any person or persons, firm or any company carrying on any business, any part of the purposes of which the Company is authorized to carry and to pay for same by shares, debentures, debenture-stock, bonds cash or otherwise and to conduct and carry on or liquidate and wind up any such business.
19. To amalgamate, enter into foreign or Indian technical and or financial collaboration, partnership or into any arrangement for sharing or dealing profits, union of interest, co-operation, Join-venture, reciprocal concession or otherwise with any person, firm, corporation or Government or company carrying on, engaged in or about to carry on or engage in any business, undertaking or transaction which the Company is authorized to carry on and to send money, guarantee the contracts or otherwise assign any such person, firm or Company and to take or otherwise acquire and hold shares and securities of any such person, firms or companies to sell, hold, reissue with or without guarantee or otherwise deal with the same.
20. To promote , form and to be interested in, and take, hold and dispose of shares in any other company having objects similar altogether or in part of those of this Company and to subsidise or assist any such company financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue of shares, stocks, debenture-stocks, or other securities or such company to transfer to any such company any property of this

Company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such Company.

21. To enter into, make and perform contracts and arrangements, or every kind and description with Corporate Body, State or Central Government or any companies, firms or persons that may seem conducive to the Company's objectives or any of them and to obtain from any such authority any rights, privileges, charters, contracts, concessions, licenses or purchase and sale of any kind of goods, machinery, spare parts, securities, shares, stocks, debentures, which the Company for the time being may think desirable to obtain and to carry out, exercise and comply with such arrangements, rights, privileges and concessions.
22. To sell, sublet, mortgage, lease, manage, develop exchange, dispose of or transfer the business, immovable or movable property, and undertaking of the Company or any part thereof any part of the property, rights and concessions of the Company in such manner and upon such terms and conditions and for such consideration as the Directors of the Company, for the time being, may think fit to accept and in particular for cash, shares, debentures, debenture-stock, bonds or securities of any other company having objects altogether or in part similar to those of this Company.
23. To receive, raise, or borrow money from time to time for any of the purposes of the Company by bonds, debentures or promissory notes or by taking credit, in or opening current accounts with any individual of firm or with any bank or Bankers and whether with or without giving any security, goods or other articles or by mortgaging pledging, charges, hypothecating or selling or receiving advances, or the sale of any lands, buildings and machinery, goods, assets or revenue of the Company, present or future including its uncalled capital or by the issue of debentures, debenture-stock, perpetual or otherwise including debentures or debenture-stock convertible into shares of this or any other Company or to convey the same absolutely or in trust and give lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off such securities, subject to directives of Reserve Bank of India, subject to provisions of Sec. 58A.
24. To lend or deposit moneys belonging or entrusted to or at the disposal of the Company to such persons or company and in particular to customers and others having dealings with the Company with or without security upon such terms as may be thought proper and to invest or otherwise employ such moneys in such manner as may be thought proper and from time to time vary such transactions. However, the Company shall not carry on banking business as defined under the Banking Regulations Act, 1949.
25. To invest and deal with the moneys of the Company not immediately required in immovable properties, shares, stocks, bonds, debentures, obligations or other securities of any Company or association or in Government Securities or in current or deposit account with Banks or on the mortgage of immovable properties of any tenure or on the pledge of movable property or in other manner as may from time to time determine by the Directors of the Company for the time being and from time to time, sell or vary all such investment and execute all assignment transfer, receipts and documents that may be necessary in that behalf.
26. To advance and or to lend money, either with or without security and to such persons, firms, associations, trusts, corporations, companies upon such terms and conditions as the Company may think fit.

27. To give guarantee for the performance or discharge of the obligations, liability, duties or the payments of moneys by any persons, firms, and companies or Government of States and to give indemnities.
28. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stocks, contracts, mortgages, charges obligations, instruments, stock and securities of any Company or of any such authorities, supreme, municipal local or otherwise or of any persons whomsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contract or obligations.
29. To act as financial and or investment consultants on behalf of individuals, firms, companies and other persons, in relation to stock, shares, bonds, securities, debentures, fixed and other deposits, estates, property and other assets.
30. To assist any company, financially or otherwise or by issuing or guaranteeing the subscription and issue of capital, shares, stock, debenture, debenture-stock or other securities and to hold and deal in share, stock and securities of any Company notwithstanding there may be liability thereon.
31. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply, any moneys received by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of forfeited shares and moneys arising from the sale by the Company of forfeited shares.
32. Subject to the provisions of the Companies Act, 1956, to distribute among the members in specie and property of the Company or any proceeds of sale or disposal of any property of the Company in the event winding up.
33. To draw, make, issue, accept, transfer and endorse, discount, execute and negotiate promissory notes hundies, bills of exchange, cheques, drafts of bills of lading, letters of credit, delivery orders, dock-warrants, railway or transport receipts, warehouse-keepers certificates and other negotiable or commercial or mercantile instruments connected with the business of the Company.
34. To open accounts with any Bank or Banks and to deposit moneys therein and to draw and endorse cheques and to withdraw moneys from such accounts and generally operate upon same (whether overdraft or not) as may be required for any of the objects or purpose of the Company.
35. To insure any of the persons, properties, undertakings, contracts, guarantee or obligations or profits of the Company, of every nature and kind in any manner whatsoever.
36. To refer any dispute, claim or demand by or against the Company to arbitration and observe and perform the awards.
37. To employ experts to investigate and to examine into the conditions, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets, property or rights.
38. To acquire from any persons, firm or body corporate or incorporate, whether in India or elsewhere, technical information, know-how, process, engineering, manufacturing and

operating data, plans, layouts and blue prints useful for the design, erection, and operation of plant required for any of the business of the Company had to acquire any grant or license and other rights and benefits in the foregoing matters and things.

39. To be interested in, promote and undertake the formation and establishment of such institutions, associations, chamber of commerce, or other bodies, business, industrial, trading or manufacturing within the objects of the Company as may be considered to be conducive to the profit and interest of the Company and to acquire promote and/or subsidise any industry or undertaking.
40. To undertake and execute any trusts, the undertaking whereby may seem desirable either gratuitously or otherwise, and/or to make donations to any persons, company or association and to subscribe or guarantee money for any national, international, charitable, benevolent, educational public object, activity, exhibition, or trade show.
41. 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 an 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. "Programme of rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which is likely to promote and assist rural areas which may be regarded as rural areas under section 35 CC of the Income tax Act, 1961, or any other Law relating to rural development for the time being in force as rural area and in order to implement, any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value and subject to the provisions of the Companies Act, 1956 divest the ownership of the 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.
42. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging the social and moral responsibilities of the Company to the public, or any section of the public as also any activity which is likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publishing of any books, literature, newspapers or for organizing lectures or seminars likely to advance these objects or for giving merit awards for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institutions, funds, trusts, having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner and in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value, subject to the provisions of the Companies Act, 1956 divest the ownership of any property of the Company to or in favor of any public or local body or authority or Central or State Government or any public institutions or trust or funds.
43. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental stations, workshops for scientific and technical researches, experiments and tests of all kinds and to promote studies and research both scientific and technical

investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, training, colleges, schools and other institutions for training, lectures, meetings and conferences and by providing the remuneration of scientific or technical professors or teachers and by providing for the ward of exhibitions, scholarships, prizes, grants and parsaries to students or otherwise and generally to encourage, promote the reward studies, researches, investigations, experiments, tests and invention of any kind that may be considered likely to assist any business which the Company is authorized to carry on.

44. To enter into any arrangements and take all necessary or proper steps with governments or with other authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose of directly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by the other Company, firm or persons, which may be considered likely directly or indirectly to prejudice the interests of the Company or its members and to promote or assist the promotion, whether directly or indirectly or any legislation which may appear to be in the interest of the Company and to oppose and resist whether directly or indirectly legislation which may seem disadvantageous to the Company and to obtain from any such Government, authority or any Company any character, contracts, decess, rights, agents, loans, privileges or concessions which the Company may think fit or desirable to obtain and to carry out, exercise and comply with any such arrangements, charters, contracts, decess, rights, privileges or concessions.
45. To adopt such means of making known the business of the Company as may be seem expedient and in particular by the advertising in the press, radio, television, by circular posters, by purchase and exhibition of works of art or interest, by publication of books, periodicals and by granting pries, awards and donations (including donations to any fund for charitable or public purpose.)
46. To promote form and register and aid in promotion, formation and registration of any company or companies subsidiary or otherwise, for the prupose of acquiring all or any of the property, undertaking, rights, and liabilities of such company and to be interested in or take or otherwise acquire, purchase, hold, sell or otherwise dispose of shares, debentures, and other securities in or of any such Company, or any other Company, for all or any of the objects mentioned in this Memorandum and to subsidize or otherwise assist any such Company and to undertake the management or other work, duties and business of any such Company on such terms and conditions as may be arranged.
47. To create any depreciation fund, reserve fund, sinking fund, insurance fund, dividend equalization fund, capital redemption and fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for redemption of debentures of redeemable preference shares, or for any other purpose whatsoever conducive to the interest of the Company.
48. To provide for the welfare of the Directors, ex-Directors employees or ex-employees of the Company or its predecessors in business and the wives and the families of the dependents or connections of such persons by building or contributing to the building of houses, dwellings, chawls or quarters or by grants of money, pensions, gratuities, non-contributory pension or superannuation funds, allowances, bonuses, awards, profits sharing, or other scheme

or trusts and by providing or subscribing or contributing towards places of instruction and recreating, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to establish, maintain and grant scholarships, monies to any person for technical study and education in India and elsewhere in the world which may be necessary or useful for any of the objects of the Company, and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any morals or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.

49. To aid, peculiarity or otherwise, any association or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotions of industry or trade.
50. To pay out of the funds of the Company all expenses of and incidents to the issue of subscription of the shares or loans or capital including brokerage, underwriting or other commission or obtaining applications for or placing or guaranteeing the placing of shares or any debentures, debenture-stock and other securities of this Company and also all expenses attending the issue of any circular or notices and the printing, stamping, circulation, proxies and forms to be filled up by the members of the Company.
51. To do things and all such things, as principals, agents, contractors, trustees or otherwise and as alone or in conjunction with others.
52. To carry on the business as financiers and to undertake and to carry on and include all kinds of financial operations, except insurance and banking business within the meaning of the Insurance Act, 1938, and Banking Regulation Act, 1949 respectively.
53. To buy, sell and deal in shares, securities, debentures and bullion.
54. To exercise all or any of its incorporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all States, territories, possessions, colonies and dependency thereof in any or all foreign countries and for this purpose to appoint managers, agents, either on salary and commission and to have maintain and to discontinue such number of offices and agencies therein as may be convenient.
55. To procure the Company to be registered or recognized in any part of the world.
56. To negotiate lease, underwriting contracts, mortgages, equity participations, cash credits, working and other financial facilities from Banks, financial institutions and Government or semi-Government bodies.

C. OTHER OBJECTS:

57. To carry on business as manufacturers, sellers, buyers, exporters, importers and dealers of fluid power products of all types and kinds whether pneumatic or hydraulic and which are worked propelled and energized by fluids or gases and in particular the following cylinders, air compressors, valves, hydraulic pumps, tools, regulators, filters, rotary tablets, drill, fees, hydrometers, hydraulic and pneumatic equipments and all accessories and components required in connection therewith.

58. To carry on the trade or business of manufacturing and distributing, chemists and druggists, oil and colourmen, either wholesale or retail, together with all or any traders or business usually carried on in connection therewith and to prepare, manufacture, import, produce, buy, sell and deal in all kinds of raw materials, chemicals, compounds, synthetic products, salts, acids, mineral, vegetable, organic and inorganic alkalies, chemical and surgical materials and appliances and patent or proprietary medicines, pigments, varnishes, lacquers, manufacturing plants, chemicals, scientific, electric, surgical and optical instruments and apparatus and other like articles and things and colour grinders, makers and dealers in proprietary articles of all kinds and of electrical, chemical, photographic, surgical and scientific apparatus and materials and to buy, sell, manufacture, refine, manipulate import, export and deal in all substances and things capable of being used in by such business as aforesaid.
59. To manufacture of Ferro manganese, coke, manufacturers and plate makers and to do business of mines, melters, smelters and engineers and iron manufacturers or to search for prospect and explore and take on lease iron mines, iron ore, coal, ironstone, limestone, manganese or magnasite clay fire clay, brick earth and other metals and minerals and substance.
60. To carry on the business of mechanical engineers, structural engineers, automobile engineers, electrical engineers, refrigerating, air-conditioning, insulating and heating, engineering activities and /or services and engineers in all branches of work whatsoever known to engineering, steel makers, brass, in copper, aluminum and other metal founders, sheet metal workers, boiler makers, millwrights, machinists, iron and steel converters, smiths, castings, pressings, forgings, stamping, steel makers, wire drawers, tube pipe and tool manufacturers, molders, fitters, saddlers, galvanisers, enamellers, electroplaters, annealers, silverplaters, nickelplaters, varnishers, vulcanisers, packing case makers, containers, drum, pressure, essel in all their respective branches, enamellers, smelters, repair, convert, alter, let on loan or hire and deal in explosives, ammunition, water proofers, plasters, metals, plant and equipment, machinery of all kinds, tools, appliances, instruments, implements, rolling stock, mechanical scientific appliances, devices, apparatus and hardwares.
61. To act as shipping, agents, stevedores, charters, hirers, freight brokers, clearing agents and travelling agents.
62. To carry on business as manufacturers, processors, exporters, importers, distributors, and dealers in all types of synthetic resins such as alkyed resins of oxidizing, semi-oxidizing or non-oxidising varieties, modified alkyd resins of phenolated, styrenated, acrylated, siliconized, thixotropic, watersoluble, chain-terminated or vinylated types, pure or modified phenolic resins.
63. To carry on the business of manufacturers and dealers in all kinds of plastic materials, industry styrene, polystyrene, vinyl chloride, polyvinyl chloride, polyethylene, polyolefines, vinyl acetate and copolymers of one or more of the above and or other products, acrylics and polyester, polycarbonates and polyethers and epoxy resins and compositions silicon resins and moulding compositions, P-F, U-F and other thermo-setting resins and moulding compositions, nylons, rilsan and similar thermoplastic moulding compositions, (nylon, rilsan, and similar thermoplastics, compositions including prefabricated sections and shapes, cellulose, plastics and other thermosetting and thermoplastic materials (of synthetic or

natural origin), ethylene, acetylene, propylene, butanes and gualogues and allied types, re-agents, agricultural, chemical, insecticides, fumigants, weedicides, pesticides, colouring materials, pigments, and likes, paints, varnishes, lacquiers, finishers, dyes, toners, rubber chemicals, plastic and resinous materials, elastomers, gums, glues and adhesive compositions, Plasticizers, surface, active agents, tanning agents, coating resins, drugs an pharmaceutical chemicals, solvents, marine chemicals, synthetic fibers, fertilizers and all types of industrial chemicals, acids, alkalies, hormones, trace elements.

64. To carry on business as manufacturers of and dealers in coal-tar, carbon black of all kinds, petroleum, natural and synthetic coal gas, refinery gas, fibres and films and all kinds of organic chemical products.
65. To manufacture, deal in or process styrene, butadiene, ethylene, alcohol, petroleum fractions and other chemical substances of kinds, to manufacture compounds synthetics and other substances, basic, intermediate or otherwise from chemical substances of all kinds.
66. To carry on business as manufacturers of ware-housemen, planters, farmers, saw mill proprietors, timber merchants, sugar merchants and to buy, sell, grow, prepare for the market, manipulate, import, export and deal in or produce or products of the earth of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber, wood or any such product is used.
67. To carry on the business of manufacturers and producers of fats, plasticizers, extenders, fertilizers, manures, dips, sprays, vermifuges, fungicides, medicines and remedies of all kinds, agricultural, fruit growing or other purposes or as remedies for men or animals and vegetable or animal matter or by any chemical, biological or synthetic process.
68. To carry on acquire and or take over business in India and elsewhere in the world, forward and/ or ready as exporters, importers, merchants, adatias, agents, brokers and dealers in any kind and all kinds of seeds, cotton and all other merchandise and/ or produce and/ or things.
69. To open or acquire or purchase, and hold tea gardens, estates and plantations as shall be considered expedient for the purposes of the Company and to plant, cultivate, export, buy and sell tea, tea seed and other produce of the soil and to prepare, manufacture and render the same market-able and to buy, sell trade and deal in any such produce either in its prepared, manufactured raw state, and to manufacture and sell teas hooks, tea boxes, seed boxes and other articles and in connection with the cultivation, manufacture, packing or sale of tea and any other produce of the soil.
70. To cultivate tea, coffee, cinchona, rubber, all kinds of fruits, vegetables, flowers and trees and other produce and to carry on the business of tea planters in all its branches, to carry on and work the business of cultivators, winnowers and buyers of every kind of fruits, dried or otherwise, vegetables, flowers, minerals, or other produce of the soil, to prepare, manufacture, either in its prepared, manufactured or raw state and either by wholesale or retail.
71. To carry on business of coal dealers, mine owners, colliery proprietors, manufacturers of coke, coal, gas, coal tar and its derivatives, including synthetic drugs, dyestuffs and their intermediates, perfumes and flavoring substances, photographic, developers, plastic fertilizers, chemical carbide etc.

72. To prospect, search for get work, raise, make merchantable, sell and deal in iron, coal, ironstone, brickearth, nickel, lead tin, copper, graphites, asbestos and other metals, minerals and substances and to manufacture and sell fuel and other products.
73. To buy, sell, manufacture and deal in minerals, plants, machinery, implements, conveniences, provisions, things, capable of being used in connection with metallurgical operations, lime burners and cement manufacturers.
74. To carry on any business relating to the winning and working on minerals, the production and working of metals, coal, bricks, clay, limestone and other substance and the production, manufacture and preparation of any other materials and either for the purposes only such contracts or as independent business and to undertake and execute any contracts for works involving the supply or use of any machinery and to carry out any ancillary or other works comprised in such contracts.
75. To carry on business as breeders of and dealers in livestock (including in that term horses, asses, donkeys, mules, pigs, cattle, sheep, goats and other animals) cattle rearers, sheep farmers, poultry farmers graziers, livestock agents, eggs, meat and produce salesman, importers and exporters of livestock and to carry on the trade or business of fellmongering, tanning and dealers in hides, fat, tallow, grease, offal and other animal products.
76. To cultivate, grow, produce or deal in any dairy products and to carry on the business of farmers, dairymen, contractors, dairy farmers, millers purveyors and vendors of milk, cream, cheese, butter, poultry and provisions of all kinds, growers of and dealers in corn, hay and straw, seedsmen and nurserymen, and to buy, sell and trade in any goods usually traded in any of the above business.
77. To treat, cure, submit to any process of manufacture and prepare for the market (whether on account of the Company or others) agricultural products of all kinds of things whatsoever and to deal in dairy, piggery, farm and garden produce of all kinds.
78. To acquire, collect and gather by fishing or purchase all varieties of sea food (including prawns, shrimps lobsters, pomfrets) and to process, pack and prepare the same for sale and export.
79. To plant, cultivate, produce and raise sugarcane and acquire construct and operate sugar mills, distillery and bonded laboratory, mills and other works.
80. To acquire, construct, operate, buy, sell or work flour mills, sugar mills, dal and besan mills, paper mills, oil refineries.
81. To carry on business as bakers and manufacturers of and dealers in bread, flour, raw, Maida, biscuits and farinaceous compounds and materials of every description.
82. To carry on business as brewers, distillers and manufacturers of and merchants and dealers, in vinegar, acetic acid, glucose, wines, spirits, beers, poter, malts, hops grain meal, yeast, aerated water, carbonic acid, gas, mustards, pickles, sauces, condiments of all kinds, cocoa, coffee, preserves and all or any other commodities and things which may be conveniently used or manufactures in conjunction with any of the above business.
83. To carry on the business of tobacconists in all its branches and to sell, make up and manufacture tobacco, cigar, cigarettes, snuff, and other articles usually sold by tobacconists.

84. To carry on business of planters, growers and cultivators of rubber and gutta percha, and to purchase, sell, import, export, manufacture and deal in articles of any description made or prepared with rubber (both natural and synthetic).
85. To carry on the business of timber and lumber yard and saw mill proprietors, and to buy, sell and prepare for the market, 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, to carry on the business of logging and lumbering, purchasing, acquiring and leasing timber berths, and so as may be deemed expedient the business of general merchants.
86. To carry on business as manufacturers of and dealers in plywood, hardwood blocks for flooring and other purposes, boxes, windows, doors, wood pump, wood, wool, masts, sparts, derricks, sleepers, wholly or partly made from wood.
87. To carry on the business of manufacturer or dealers in pulp and paper of all kinds and articles made from paper or pulp, and materials used in the manufacture or treatment or paper, including cardboard, mill boards and oil papers and packing cartons and newsprints and photographic raw films.
88. To carry on the business of electrical engineers of electricians, contractors, manufacturers, contractors, suppliers of land, dealers in electric and other appliances, electric motors, fans, lamps, furnaces, household appliances, batteries, cables, wire lines, dry cells, accumulators, lamps and works and to generate, distribute and supply heat, motive power and for all other purposes for which electrical energy can be employed, and to manufacture and deal in apparatus and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity.
89. To carry on all or any of the business of manufacturers, importers, exporters, buyers, sellers and distributing agents of and dealers in all kinds of patent, pharmaceutical, medical and medicated preparations, patent medicines, drugs, herbs and in pharmaceutical, medicinal, proprietary and industrial preparations, compounds, and articles of kinds, chemists, druggists and chemical manufacturers, and to manufacture, make-up, prepare, buy, sell and deal in all articles, substances, and things commonly or conveniently used in or for making-up, preparing, or packing any of the products.
90. To purchase, sell, import, export, manufacture and to carry on the business of distributing agents or dealers in perfumes, creams, unguents, hair dressings, washes, pomades, dyes, cosmetics, skin preparations, soaps, oils, oleaginous and vapraceous substances, beauty specialties, toilet requisities, preparations and accessories of every description.
91. To manufacture, purchase, sell, import, export or otherwise deal in all types of agricultural inputs and appliances such as fertilizers, manures, diesel engines, pumping sets, seeds, insecticides, tools and appliances.
92. To carry on the business of spinning, weaving, manufacturing or dealing in jute, hemp, cotton, wool, silk, flex or any other substances and the cultivation thereof and the business of buyers and sellers of any such fibrous substances or manufacturing, curing, preparing, dyeing or coloring processes and mercantile business that may be necessary or expedient thereto and to purchase and vend raw materials and manufactured articles.

93. To manufacture, purchase, sell, import or otherwise deal in paper, newsprints, paperboard, strawboard, hardboard fibre board, clipboard, corrugated paper, transparent paper, craft paper, carbons, inks, parchment and corks.
94. To manufacture, import, export, buy, sell, distribute or otherwise deal in all types of ferrous and non-ferrous ores, metals, metal alloys, amalgams in any form shapes.
95. To set up steel furnaces and to carry on the business of iron founders, metal founders, metal pressers, metal converters, manufacturers of metal converters, manufacturers of metal, meal fittings and other utensils, mechanical engineers and manufacturers of workshop equipments, ball and roller bearings, compressors, medium and light machines and tools, industrial and agricultural implements and machinery, power drive or otherwise, brass founders, boiler makers, mill wrights, machinists, galvanisers, electroplaters, and iron and steel converters, smiths, painters, carriers, contractors and merchants and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling stocks, metal and hardware of all kinds.
96. To manufacture, assemble, fabricate, import, export, buy, sell, distribute, lease out or otherwise deal in all kinds and types of hand tools such as spanners, wrenches, pliers, water, pump pliers, allen-keys, screw drivers, wrench pipers, chisels, sledge hammers, pick axes, nuts, bolts, bolt clippers, wire, cutters, hacksaw blades, socket sets, vices screws, automatic machineable materilas, dies, tools, gigis, fixtures, electronic and mechanical instruments, goods and equipment and allied products used in any industry or for defence, communications, aviation, transport, medical research, recreational, educational or domestic purposes and install, service or repair, overhaul and maintain all such equipments.
97. To manufacture electrical and mechanical machinery, electric cables, wires and conducts and manufacture of appliances and materials required in the manufacture of these.
98. To manufacture, import, export in wholesale or retail any radiographs, photographs, dictaphones, television sets and all sorts of electrical ans wireless sets, instruments and articles.
99. To manufacture and/or produce and/or otherwise engage generally in the manufacture or production of or dealing in electrical kilowatt / hour meters, magnets, electro magnets, power cable, industrial jewels, ammeters, voltameters, and other types of measuring instruments, electrical or non electric die-castings, screws, nuts and bolts, transformers of all types, circuit breakers, punched card machine computers and calculators, hoists, elevators, trolleys and coaches, winches, power generators, magnetic separators, winders, air compressors, welders, fans of all types, switches and motors of all types, drill, electric grinders, air conditioners, refrigerators, domestic washing machines, television and wireless apparatus including radio receivers and transmitters electronic instruments, diodes, transistors and allied items, watches and clocks and cameras and other household appliances and any equipment used in the generation, transmission and receiving of sound, light and electrical impulses, and component parts thereof and other materials and products in India and elsewhere.
100. To carry on the business of manufacturers of and dealers in all kinds of electrical goods and appliances.

101. To design, develop, assemble, manufacture, build, repair, sell, service, distribute automobiles, aircrafts, buses, rail-coaches, ships, boats and all types of bodies, frames, compartments, cabinets and other containers of types of automobiles chasis, trucks, buses and coaches, vans, ambulances or other carriers of all sorts, or railway wagons, railway coaches, aircrafts and all other mobile or stationery equipments.
102. To carry on the business of dealers, importers, exporters, stockists, distributors, wholesalers and retailers of all types of component parts used for or in connection with all types and description of automobiles, cycles, vehicles and conveyances and their engines, chasis, bodies and all other things used in connection therewith.
103. To carry on the business of hirers, repairers, cleaners and storers of motor cars, motor cycles, scooters, motor boats, motor launches, motor buses, motor lorries, cabs, aero planes, sea planes, gliders and other conveyances of all description, dealers of petrol, spirit, diesel, atomic or other fuels.
104. To manufacture, produce, purchase, sell, import, export or otherwise deal in all types of magnets, products, magnets tools and implements an magnetic remote control devices, motors an generators.
105. To develop, design, assemble, manufacture, fabricate, produce, import, export, buy, sell, operate, run, let on hire, otherwise deal in plants, machineries, tools, equipments, appliances, spares, implements, accessories, petrol and diesel engines for land reclamation forest ceaning, spraying, threshing, harvesting, sowing, ploughing, digging and all other types of machinery used in agricultural operation, tractors, earthmovers and all other like and allied equipments.
106. To manufacture, produce, prepare, press, vulcanize, repair, retread, export, import, purchase in tyres and semi tyres of different types of vehicles, industrial tyres, inner tubes and other repair materials.
107. To carry on the manufacture of spare parts of automobiles, locomotives, tractors and any other machinery.
108. To manufacture or deal in bricks, tiles, sanitary ware, bathroom fittings and fixtures, flushing cisterns, commodes, wash basins, pipes and tubes of plastic, clay or any other material, earthenware, pottery articles, china and terracotta and ceramic wares of all kinds and to carry on business as quarry masters and stone merchants.
109. To carry on the business of manufacturer repairer, importer, exporter or otherwise dealer in furniture and fixtures made from wood, brass, steel, fibre glass, plastics or other alloys and to carry on the business by wholesale or retail and whether manufacturing or otherwise of house furnishers upholsters and dealers in and hirers, repairers, cleaners, stores and warehouses of furniture, carpets, linoleums, furnishing fabrics, and other floor coverings, household utensils, china and glass goods, fittings, colorful curtains, handmade home furnishings and carpets, household requisites of all kinds and all the things capable of being used therewith or in the maintenance and repair thereof.
110. To carry on the business of interior and exterior decorator, construction, contractors, furnishers, designers, consultants and planners of buildings, landscapes.

111. To carry on the business of drapers, consumers, robe, dress and mantle makers, tailors, silk mercers, makers and suppliers of princely wears clothing lingerie and trimmings of every kind, corset makers, furriers general drapers, haberdashers, milliners, hosiers, glovers, lace makers and dealers, feather dressers and merchants, hatters, dealers in fabrics and materials, all kind of synthetic fibers, hand-spun, hand-woven, khadi, cotton, silk and woolen fabrics, and to deal in all other kinds of materials as may be conveniently carried on with the above business.
112. To carry on the business of manufacturers of and dealers in boots, shoes, clogs, all kinds of footwear and leather and plastic goods, boots, lacers, buckles, leggings, boot polish and accessories and fittings.
113. To purchase, manufacture, treat, import, sell, export, let on hire, alter or otherwise deal with either as principals or agents either solely or in partnership with others, sewing, coughing, button holes, button holding and stitching, cutting machineries of all kinds, snap buttons, nut buttons, needles, safety pins, buckles and other tailoring and allied materials, tools and machineries.
114. To undertake and carry on the business as manufacturers, assemblers, fabricators of dry cells, intercell and batteries, accumulators and storage batteries, flash lights, carbon electrodes, zinc callouts and all appliances and replacements part and things, used in the manufacture of or in connection with such cells, batteries and flash-lights.
115. To carry on the business of manufacturers of and /or dealers in radios, transistors, television sets, wireless instruments and devices, tape recorders, record players, loudspeakers, amplifiers, gramophones and recorders.
116. To carry on business as goldsmiths, silversmiths, jewelers, gem merchants, watch and buy, sell and deal (wholesale and retail) in bullion, precious stones, jewellery, gold or silver cups, shields, bronzes, articles of virtue, objects of art.
117. To manufacture all kinds of watches and clocks or any or all of their accessories and parts and to act as whole-sale or retail dealers thereof and to import and export them.
118. To manufacture, purchase, sell, import, export or otherwise deal in all types of metallic toys, mechanical and electrical toys, dolls, plastic and wooden toys, musical toys and educational toys and games.
119. To manufacture and deal in all kinds of earthenware, pottery or articles of clay, cement, gypsum and sand or other earthy matter or a combination of two or more of them and to carry on the business in all kinds of these products of the Company or allies thereto.
120. To carry on the business of manufacturers of or dealers in glass products including sheet and plate glass, optical glass, glass wool and laboratory ware.
121. To carry on the business as manufacturers of and dealers in or as stockists, importers and exporters of packing materials, cartons, containers, boxes and cases made of paper, boards, wood, glass, plastic, pulp, cellulose, films, polythelenam rubber tube, metals, metal foils, gelatin, tin, flexible, treated, laminated or other materials.
122. To carry on the business of manufacturing, purchasing, selling, preparing and dealing in caustic soda, ash, sodium silicate, glycerine, perfumes its by-products and allied products

and to produce, extract, extrude, raise, make marketable, import, sell, buy, act as agents, stockists, distributors or otherwise deal in all kinds of cosmetics.

123. To carry on the business as manufacturers of or dealers in or as stockists, importers and exporters, repairers of operating tables, operating lights, head mirrors, flowers, beds, wheel chairs, trolleys, cupboards, incubation tubes, anesthetic equipments including oxygen cylinders, all kinds of body scanners, X-Ray operators, X-Ray units, X-Ray equipments, and all other surgical instruments.
124. To run a publishing house and publishing of periodicals, magazines, newspapers, entering into various interests pertaining to medical, social, moral commerce, industry and trade.
125. To carry on the business of stationers, lithographers, stereotypers, electrotypers, photographic printers, photo-lithographers, manufacturers and dealers in paper parchment, ink, pencils, fountain pencils, fountain pens, stamps, complimentary and fancy cards and valentine, designers, draftsmen, advertising agents, booksellers.
126. To purchase, sell, import, export, repair, hire, let out on hire, alter, exchange, manufacturing, or otherwise deal in all sorts of refrigerators, air conditioners, room-coolers, desert coolers, washing machines, iron presses, steam presses, geysers, mixers, toasters, transformers, televisions, radios, electrical appliance of all kinds and descriptions.
127. To carry on the business of manufacturing, producing processing, clearing scouring and bleaching, dyeing, disinfecting, renovating and laying of carpets, underlays, articles of floor and covering, furnishing fabrics and materials of all kinds.
128. To acquire land and plots for colonization or otherwise, sell plots, construct buildings for sale and rent or both on installments or otherwise.
129. To carry on the business of manufacturing, buying, selling and dealing in all kinds of paints, colors, pigments, lackers, toners and similar coloring materials and colorants, pigment emulsions, varnishers, enamels, distempers, chorme compounds, dispersions of binder materials, thickeners, thinners, latex paints, lacquers, solvents, insulating media and compositions, printing inks, lithographic inks, dispersing and wetting agents, suspending agents, bodying agents, driers and drier aids, finished dyes, colour dye stuffs, surface acting agents, heat treatment chemicals, passivating agents, rust preventive foundry aids, resins, tannins and all other allied products.
130. To establish run and burn brick klin, limestones, cement kilns and manufacture all or any of building materials inclusive of prefabricating, paving, lining and roofing materials and to purchase, sell, import, export or otherwise deal in lime, burners, ceramics, sanitary fittings, iron and all other building materials.
131. To purchase, sell or hire out or sell on hire-purchase system all kinds of motor vehicles, motor cycles, launches, boats, mechanical or otherwise sewing machines, radio sets, gramophones, pianos and musical instruments, cameras, electric fans, cinematograph machines and apparatus, heaters, refrigerators, and other electrical domestic appliances, furniture, wooden and metallic, household equipment and all classes of machinery and/or other articles that the Company may deem fit.

132. To carry on the trade or business of dealing in and agents for lands, buildings, factories, houses, flats, and other residential, commercial, agricultural and mining properties and construct, maintain, and alter residential, commercial and industrial plots and properties and give then on lease, rent.
133. To carry on business of hotel, restaurant, café, tavern, beerhouse, refreshment room and boarding house-keepers, licensed victuallers, wine, beer and spirit merchants, importers and manufacturers and aerated, mineral and artificial waters and drinks, purveyors, caterers, carriage, taxi, motorcar, motor lorry proprietors, ice merchants, importers and brokers of food, livestock and foreign products of all description, hairdressers, perfumes, proprietors of clubs, baths, dressing rooms, libraries, grounds and places of amusement recreation, sports, entertainment and instruction of all kinds, tobacco, cigar and cigarette merchants, travelling agents for railway and shipping Companies and carriers.
134. To provide personnel requirement services and to carry on business of industrial consultants and providing management services by providing personal services, accountants, typists, salesmen, supervisors, workers and labourers, incur expenses for transportation, postage, stationery and other auxiliary and incidental expenses for the business of service contract entered in by any person.
135. To carry on the business of film manufacturers, film apparatus manufacturers, film producers, both sound and silent, hippodrome and circus proprietors, managers of cinema houses, theatres, concert halls, picture places and studios. To carry on the business of letting or sub-letting the use of cinema hall, theatres, picture, places, studios or other machinery, apparatus, build in or structure of the Company for purposes of use, exhibitions, display of films, dramatic or theatrical performances, concerts or other machinery, apparatus, building or structure of the Company for purpose of use, exhibition, display of films, dramatic or theatrical performances. Concerts or other entertainments or amusements or objects allied to or of similar kind as of the Company and to provide for the production, direction, exhibition, representation, display, whether by mechanical means or otherwise of plays, open-ballets, pantomimes, juggling mosmeric, yogic, hyprotic, air or other theatrical performances, operas, vaudevilles, spectacular.
136. To carry on the business of advertising agents, advertisement contractors, and designers of advertisements, in all their branches.
137. To carry on the business of production, distribution of films and motion pictures, including running theaters, cinemas, studios and cinematographic shows and exhibitions.
138. To carry on the business of running hospitals, nursing homes, clinics, dispensaries, maternity homes, child welfare and family planning centres, diagnostic centers, pathological laboratories, X-Ray clinics and also to carry on the business of running crèches.
139. To acquire or set up and run schools, colleges, training and professional institutions and music dance and art centers.
140. To carry on the business of a steam and general laundry, and to-wash, clean, purify, scour, bleach, wring, dry, iron, color, dye, disinfect, renovate and prepare for use all articles of wearing apparel, household, domestic and other cotton, silk and woolen fabrics, repair, let on hire, alter or improve, treat and deal in all apparatus, machines, materials and articles of all kinds which are capable of being used for any such purposes.

141. To carry on the business of common carriers in all its branches, and carry goods, animals and passengers on land, water or air, on such lines and between such places as the Company from time to time determine by means of vehicles and conveyances of all kinds and description, whatsoever, whether propelled or moved by petrol, diesel oil, kerosene oil, powerine and other oils, electricity, atomic energy, steam, vapour, gas or other motor mechanical power of otherwise.
142. To carry on the business of travelling agents, forwarding and clearing agents, lightmen, wharfingers and to lease, charter or hire for any period or number of journeys, cars, lorries, buses, trucks, tractors, boats, ships, aircrafts, carriages, vehicles, and conveyances of all description and kinds whatsoever.
143. To construct, build, equip and maintain cold storage, storage chambers, refrigerators, room coolers, and freezing houses for storage and preserving all types of fruits and vegetables, dehydrated food, provisions, medicines, commodities, articles, things and preparations of all kinds or descriptions whatsoever.
144. To carry on the business of warehousemen, stores, custodians, surveyors, assessors, provision of safe deposit vaults and auctioners of goods and articles of every description and to issue receipts, certificates and warrants to persons warehousing goods and articles with the Company.
145. To establish, maintain and operate shipping transport and all ancillary services (public and private) and for the purposes or as an Independent undertaking to purchase, take in exchange, charter, hire, build, construct and trade with ships and boats of any description and kind or any shares, stocks or securities of companies possessed of interested in any ships and to maintain, repair, fit out, refit, improve, alter, sell, exchange or let out on hire purchase or charter or otherwise deal with and dispose of any of the ships.
146. To carry on the business of purchase and sale of petroleum and petroleum products, to act as dealers and distributors of petroleum companies, to run service station for the repair and servicing of automobiles and to manufacture or deal in fuel oils, cutting oils, greases.
147. To carry on the business of proprietors of lands, flats, maisonettes, dwelling, houses, shops, offices, industrial estates, leases of lands, flats and other immovable properties and to purchase, take on lease or otherwise acquire and hold any lands or buildings of any tenure or description wherever situated or rights or interests therein or connected therewith, to prepare building sites and construct, reconstruct, pull-down, renovate, alter, improve, decorate and furnish and maintain flats, maisonettes, dwelling houses, shops, offices, blocks, buildings, industrial estates, works and conveniences and sell the same on ownership basis, installment basis, hire purchase basis or lease basis and transfer such building to co-operative society, limited companies or association of persons or individual as the case may be to lay out roads, pleasure gardens, recreation grounds, auditoriums, theatres and sports pavilion, to plant, drain or otherwise improve land, building or any part thereof.
148. To promote and float work as promoters of co-operative housing societies, industrial estates, theatres, hotels, sport pavilion, or any other society or any type of organization related to that and to construct or build for such society, buildings, houses, industrial estates or any other types of construction work and to promote formatting of residential, commercial or industrial town-ships and markets and colonies, subject to relevant statutes in force.

149. To carry on acquire and/or take over business of and/or act as selling agents, purchasing agents, forwarding agents, sub-agents or agents or any kind of description or as buyers, sellers, distributors.
150. To manufacture, deal in, or to carry on the business of spinning yarn, texturing, weaving, stitching cloth, processing grey fabrics, or any other goods related to textile industry.
151. To carry on the business as financial advisers and to advise and assist in all financial, costing, discounting, internal control and other similar matters to advise and assist in the preparation of all revenue and capital budgets, development of funds, long term planning or utilization of resources for rehabilitations, renewal, expansion and diversification procuring bank and institutional finance including cash credit facilities, overdraft facilities, subscription of debenture and term loans, to assess the needs as short and long term credit facilities and raising of resources, to advise and assist in the formulation of internal control procedures for the maintenance and presentation of all assets and prevention of fraud, wastage financial and cost accounting procedure and other connected matters to advise and assist in formulation long term financial policies and control of their execution and generally to advise and assist in all financial, fiscal and revenue matters.
152. To carry on business in India and elsewhere as manufacturer, assembler, designer, builder, seller, buyer, exporters, importer, factors, agents, hirers and dealers of digital and analogue data processing devices and systems, electronic computers, mini and micro computers, micro-processor based devices and systems, electronic data processing equipment, central processing units, memories, peripherals of all kinds, data communications equipment control systems, remote control system process control equipments and all kinds, copier image processing and transmitting and receiving equipments, word and text processor, reproduction and duplicating equipment, office and factory automation, electronic and electric typewriters, office and factory work stations, peripherals, controllers and interfaces, communication controllers and interfaces, modems, data loggers, data acquisition systems, data base processors, Dictaphones, voice input and recognition processing, transmitting receiving and recording devices, voice, synthetic and reproduction devices, robots, electronics controls for all kinds of machine tools and other plant and machinery, computerized typesetting and reproduction equipment, software of all kinds, including machine oriented and problem oriented software, data entry devices, data collecting systems, accounting entry devices, accounting and invoicing machines, intelligent terminals, controllers, media, solid state devices integrated circuits, transistors, liquid crystals, liquid display systems, diodes, resistors, capacitors, transformers and all related and auxiliary items and accessories including all components of electronic hardware and appliances of any type of description including all future developments.
153. To carry on the business of an Investment Company and to buy, underwrite, invest in, acquire, hold shares, stock, debentures, debenture stock, bonds, obligations and securities, of any kind issue or guaranteed by any Company constituted or carrying on business in India or elsewhere and debentures, debenture-stocks, bonds, obligations and securities issued by any Government, State Dominions, Sovereign, Rulers, Commissioners, Public Body or Authority, Supreme Municipal, local or otherwise, firm or person whether in India or elsewhere.

154. To render management consultancy services of all kinds including services related to computers and data processing being services related to industrial, commercial, administrative and scientific knowledge, experience and skills to all persons entities, Governments, bodies whether private or public in India and outside India.

And it is hereby declared that:

- (a) The word "Company" in this clause, except where used in reference to this Company, shall be deemed to include any partnership or other body of persons, whether corporate, unincorporate or whether domiciled in India or elsewhere: and
- (b) The objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in no wise be limited or restricted by reference or inferences from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraph denied the objects of separate and distinct company.
- (c) The objects incidental or ancillary to the attainment of the main objects of the Company as aforesaid shall also be incidental or ancillary to the attainment of the other objects of the Company herein mentioned.
- (d) The objects set forth in each of the several clauses of paragraphs III hereof shall extend to any part of the world.
- (e) Subject to the provisions of the Companies Act, 1956, the objects set forth in any clause of subparagraph (C) above shall in no way be limited or restricted by reference to or reference from the terms of any of the clauses of sub-paragraph (A) or by the name of the Company. None of the clauses in sub-paragraph (C) or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in any of the clauses of sub-paragraph (A).

IV. The liability of the Members is limited.

V. * The Authorized Share Capital of the Company is Rs. 32,00,00,000/- (Rupees Thirty Two Crores only) divided into 16,00,00,000 (Sixteen Crores Only) equity shares of Rs. 2/- (Rupees Two Only) each, with power to classify or reclassify, increase or reduce such Capital from time to time and power to divide the shares in the capital for the time in accordance with the Regulations of the company and the legislative provisions for the time being in force in this behalf and with the power to divide the share capital for the time being into several classes and to attach thereto respectively preferential, qualified or special rights, privileges or conditions including as to voting and to vary, modify, or abrogate the same in such manner as may be permitted by the Act or as may for time to time being be provided for by these presents and the Articles of Associations of the Company.

*The Members of the Company at the Extra Ordinary General Meeting held on 11th January, 2014 increased the Authorized Share Capital of the Company from Rs. 20,00,00,000/- to Rs. 32,00,00,000/- divided into 16,00,00,000 equity shares of the Company of Rs. 2/- each and accordingly Clause V of the Memorandum of Association of the Company was altered.

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

Names, Addresses Description and Occupation of the subscribers	Number of the equity shares taken by each Subscribers	Signature of the Subscribers	Signatures of witnesses with addresses and Occupations
1. Balkrishna Maniyar	100 (Hundred)	Sd/-	Sd/- KAMAL BINANI S/o. Shankarlal Binani L-3/10, Sunder Nagar, Malad (West), BOMBAY - 400 064 CHARTERED ACCOUNTANT
S/o. Badrinarayan Maniyar 7-A, Sneh Sadan, N. Gamadia Road, Bhulabhai Desai Road, BOMBAY - 400 026. Business.			
2. Nand Kishore Maniyar	100 (Hundred)	Sd/-	
S/o. Bal Kishan Maniyar 7-A, Sneh Sadan, N. Gamadia Road, Bhulabhai Desai Road, BOMBAY - 400 026. Business.			
3. Hari Kishan Badrinarayan	100 (Hundred)	Sd/-	
S/o. Badrinarayan Maniyar 126, Vardhman Nagar, NAGPUR (Maharashtra) Business.			
4. Ram Bilas Badrinarayan Maniyar	100 (Hundred)	Sd/-	
S/o. Badrinarayan Maniyar 119, Vardhman Nagar, NAGPUR (Maharashtra) Business.			
5. Govind Maniyar	100 (Hundred)	Sd/-	
S/o. Hari Kisanji Maniyar 126, Vardhman Nagar, NAGPUR (Maharashtra) Business.			
6. Brijkishore Rambilas Maniyar	100 (Hundred)	Sd/-	
119, Vardhman Nagar, NAGPUR (Maharashtra) Business.			
7. Nathaman Badrinarayan Maniyar	100 (Hundred)	Sd/-	
S/o. Badrinarayan Maniyar 121, Vardhman Nagar, NAGPUR (Maharashtra) Business.			
	700 (Seven Hundred)		
Bombay, Dated 21st October, 1986			

(1)
THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION

OF
DONEAR INDUSTRIES LIMITED

1. The regulation contained in Table 'A' of schedule 1 of the Companies Act, 1956, shall apply to this Company unless specifically referred to as not applicable or modified hereinbelow :-
 - (a) The regulations contained in Table 'A' in the first schedule to the Companies Act, 1956, shall not apply to this Company.
 - (b) To right to transfer the shares of the Company is restricted in manner hereinafter appearing.

SHARE CAPITAL AND VARIATION OF RIGHTS

2.

- (a) * The Authorised Share Capital of the Company is Rupees Thirty Two Crores (32,00,00,000) divided into 16,00,00,000 equity shares of the Company of Rs. 2/- (Rupees Two) each.
- (b) Subject to the provisions of Section 80, any Preference Shares may, with the sanction of an Ordinary resolution, be issued on the terms, that they are, or at the opinion of the Company are liable, to be re-deemed on such terms and in such manner as the Company before the issue of the shares may, by Special Resolution, determine.

*The Members of the Company at the Extra Ordinary General Meeting held on 11th January, 2014 increased the Authorised Share Capital of the Company from Rs. 20,00,00,000/- to Rs. 32,00,00,000/- divided into 16,00,00,000/- equity shares of the Company of Rs. 2/- each and accordingly Clause 2(a) of the Articles of Association of the Company was altered.

3. Subject to the provisions of the Act and these Articles the shares shall be under the control of the Board of Directors and they may allot or otherwise dispose of the same to such persons on such terms and conditions and either at premium or at discount (subject to Sections 78 and 79 of the Act) and at such times as the Directors may think fit provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in General Meeting.
4. Except so far as otherwise provided by the conditions of issue or by these presents, any Capital raised by the creation of new shares shall be considered part of the Original and shall be subject to the provisions herein contained with reference to the payment of calls, installments, transfer, transmissions, forfeiture, lien, surrender, voting and otherwise.
5. The Company may from time to time by Special resolutions, subject to confirmation by the court and subject to the provisions of Section 100 to 104 of the Act reduced its share capital in any way and in particular without prejudice to the generality of the foregoing power by :
 - (a) "Beneficial Owner" shall mean the beneficial owners as defined in clause (a) of Sub-section (1) of Section 2 of the Depositories Act, 1996."

- (b) "Depositories Act" means Depositories Act, 1996 includes any statutory modification(s) or re-enactment thereof for the time being in forces.
- (c) Depository shall mean a Depository as defined under Clause (e) of Sub-Section (1) of Section (2) of the Depositories Act, 1996.

CALLS

- 6. (a) The Board may from time to time may call/calls upon the members in respect of any moneys unpaid on their shares on such terms and conditions as the Board may deem fit and the Board may its discretion also alter, vary, extend, amend, revoke, postpone or cancel such conditions terms etc., as may be desired in particular case or in general and each member shall pay to the Company at the time or times specified in the notice making such call the amount called in his shares.
 - (b) If a sum called in respect of a shares 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 five per cent per annum or at such lower rate, if any, as the Board may determine. However, the Board shall be at liberty to waive payment of any such interest wholly or in part.
- 7. (a) Any sum which by the terms of issue of a share becomes payable on allotment or any fixed due, whether on account of the nominal value of the share or by way of premium shall be for the purpose of these regulations, be deemed to be a call duty made and payable on the date on which by the terms of issue such sum becomes payable.
 - (b) 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 it such sum had become payable by virtue of a call duty made and notified.
- 8. The Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the money uncalled and unpaid upon any shares held by him.

CONSIDERATION FOR ALLOTMENT

- 9. The Board may, subject to the provisions of the Act and these Articles allot issue shares in the capital of the Company as consideration of any property sold or transferred for service rendered to the Company in the conduct of the business and any shares which may be so issued shall be deemed to be partly or fully paid up shares as the case may be.
- 10. Where any shares are issued for the purpose of raising money to defray the expenses of the construction of any work or building or the provisions of any plant, which cannot be made profitable for a lengthy period, the Company may pay interest on such of that shares capital as is for the time being paid up for the period at the rate and subject to the conditions and restrictions provided by Section 208 of the Act, and may charge the same to Capital as part of the cost of construction of the work or building or the provisions of plant.

FORFEITURE OF SHARES

- 11. (a) Neither receipt by the Company of a protion of any money which shall from time to time be due from any member to the Company in respect of his shares, either by way of principal or

interest nor any indulgence granted by the Company in respect of the payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as provided.

LIEN

- (b) The Company will have a first and paramount lien upon all the shares (other than fully paid-up shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any share shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares. The Directors may at any time declare any share wholly or in part to be exempt from the provisions of this clause.

UNCLAIMED DIVIDEND

- (c) No Unclaimed dividend shall be forfeited before the claim thereto becomes barred by law. The Directors may at any time annual such forfeiture and pay any such dividend.

TRANSFER AND TRANSMISSION OF SHARES

- 12. Regulation 19 to 28 of Table 'A' shall not apply to the Company.
- 13. The instrument of transfer shall be in writing and all the provisions of Section 108 of the Companies Act and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfers of shares and the registration thereof.
- 14. The instrument of transfer duly stamped and executed by the Transferor and the Transferee shall be delivered to the Company in accordance with the provisions of the Act. The instrument of Transfer shall be accompanied by such evidence as the board may require to prove the title of Transferor and his right to transfer the shares and every registered instrument of transfer shall remain in custody of the Company until destroyed by order of the Board. The Transferor of shares shall be deemed to be the holders of such shares until the name of the Transferee have been entered in the Register of Members in respect thereof. Before the registration of such transfers, the respective share certificate must have been delivered to the Company.
- 15. The Board shall have the power, on giving not less than seven days previous notice by post or otherwise to the present members to close the Transfer books, the Register of Members or Debenture-holders at such time or times and for such period or periods not exceeding thirty days at a time and not exceeding in the aggregate forty-five days in each year.
- 16. Subject to the provisions of Section III of the Act, the Board may at its own absolute and uncontrolled discretion and without assigning any reason, decline to register or acknowledge any transfer of shares, whether, fully paid or not but in such cases it shall within two months from the date on which the instrument was lodged with the Company, send to the transferee and the transferor notice of the refusal to register such transfer. Provided that registration of a transfer such transfer. Provided that registration of a transfer shall not be refused on the ground of the transferor being, either alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has a lien on shares.

17. Where, in the case of partly paid shares an application for registration is made by the transferor the Company shall give notice to the application to the transferee in accordance with provisions of Section 110 of the Act.
18. In case of death of any one or more the person named in the Register of Members as the joint holders of any share, the survivor or survivors shall be the only person recognized by the Company as having any title or interest in such share, but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on share held by him jointly with any other person.
19. 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 than joint holders), shall be the only person recognized by the Company as having any title to the shares in the name of such members and the Company shall not be bound to recognize such executors or administrators or holders of a Succession Certificate or the legal representative unless such persons shall have first obtained Probate or Letters of Administration or Succession Certificate, 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 think fit, the Board may dispense with production of Probate or Letters of Administration or Succession Certificate, upon such terms as to indemnity or otherwise as the Board in its absolute discretion may think necessary and under Article 22 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.
20. No share shall in any circumstances be transferred to any infant, insolvent or person of unsound mind.
21. Subject to the provisions of the Act and Article 18 and 19 any person becoming entitled to shares in consequences of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under this Article or of such title as the Board think sufficient, either to be registered himself as the holder of the shares or elect to have some person nominated by him and approved by the Board registered as such holder provided nevertheless, that if such person shall elect to have a nominee registered, he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provisions herein contained and until he does so, he shall not be freed from any liability in respect of the shares.
22. A person entitled to a share by transmission shall, subject to the right of the Directors as provided under the Companies Act, 1956 to retain such dividends or money as hereinafter provided, be entitled to receive and may be given a discharge for, any dividends or other moneys payable in respect of the share.
23. The Company shall incur no liability or responsibility whatsoever, in consequences of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the said shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer, and may have entered such notice or referred thereto, in any book of the Company and the Company shall not be bound or required to regard or attend or give effect to

any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting to do so, though it may nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

ALTERATION OF CAPITAL

24. The Board may, from time to time, increase the share capital by such sums, to be divided into shares of such amount as may be specified in the resolution.
25. (a) The Board may consolidate and divide all or any of its share capital into shares of a large amount than its existing shares;
- (b) Subdivide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum, subject, nevertheless to the provisions of clause (d) of sub-section (1) of Section 94;
- (c) 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.

DEMATERIALISATION OF SHARES

26. (a) Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares in the record of Depository as the absolute owner thereof as regards receipt of dividends or bonus or service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by a court of competent jurisdiction or as by law required) be bound to recognize any benami, trust or equity or equitable, contingent or other claim to or interest in such share(s) on the part of any other person(s), whether or not it shall have express or implied.
- (b) Notwithstanding anything contained in these Articles, the Company shall be entitled in accordance with the provisions of the Depositories Act, 1996, to dematerialize any or all of its Shares, debentures and other marketable securities and to offer the same for subscription in a dematerialized form and on the same being done, the Company shall further be entitled to maintain a Register of Members with the details of Members holding shares both the material and dematerialized form in any media as permitted by law including any form of electronic media, either in respect of existing shares or any future issue.
- (c) Nothing contained in Articles 13, 14 & 16 shall apply to the transfer of shares, debentures or other marketable securities effected by the transferor and the transferee both of whom are entered as beneficial owner in the records of the Depository.
- (d) In the case of transfer of shares, debentures and other marketable securities where the Company has not issued any certificate and where the shares and securities are being held in electronic and fungible form, the provisions of the Depositories Act shall apply.

Provided that in respect of shares, debentures and other marketable securities held by the depository on behalf of a beneficial owner as define in Depositories Act, Sections 153, 153A, 153B, 187B, 187C and 372A of the Companies Act, 1956 shall not apply.

GENERAL MEETING

27. The Chairman of the Board of Directors shall be entitled to take the chair at every general meeting, or if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meetings or is unwilling to act the Vice-Chairman shall be entitled to take the chair and in his absence or on his declining to take the chair, the Directors present shall choose one of their number to be the Chairman, and if no Director be present, or if all the Directors present decline to take the chair, then the members present shall choose one of their number to be the Chairman. In case the Chairman, the Vice-Chairman and any of the Directors are not present at the meeting or all of them are unwilling to act as the Chairman and if a poll is demanded on the election of the Chairman, it shall be taken forthwith in accordance with the provisions of the Companies Act and these Articles; the Chairman elected on a show of hands will exercise all the powers of the Chairman under the said provisions. If any other person excepting the Chairman, the Vice-Chairman or a Director is elected Chairman as a result of the poll, he shall be the Chairman for the rest of the meeting.

28. Regulation 53 (1) of Table 'A' shall not apply and the following provision shall apply instead thereof.

The Chairman may with the consent of any meeting at which a quorum is present adjourn the meeting from time to time and from place to place.

BOARD OF DIRECTORS

29. Until otherwise determined by the Company in General Meeting the number of Directors shall not be less than three and more than twelve.

The First Directors of the Company are:

- | | |
|--------------------------|----------------------------|
| 1. MR. BALKISHAN MANIYAR | 4. MR. NATHMAL MANIYAR |
| 2. MR. HARKISHAN MANIYAR | 5. MR. GOVIND MANIYAR |
| 3. MR. RAMBILAS MANIYAR | 6. MR. NANDKISHORE MANIYAR |

30. (a) The Board may elect a Chairman of its meeting and determine the period for which he is to hold office.

(b) The Board may also elect a Vice-Chairman of its meetings and determine the period for which he is to hold office.

(c) If no such Chairman or Vice-Chairman is elected or if at any meeting, the Chairman is not present within five minutes after the time appointed for holding the meeting., the Vice-Chairman shall act as the Chairman and if the Vice-Chairman is also not present within such time, the Directors may choose one of their number to be the Chairman of the meeting.

31. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes and in case of any equality of votes, the Chairman shall have a second or casting vote and in his absence the Vice-Chairman shall have such second or casting vote.

32. Regulation 66 of Table 'A' shall not apply and a Director shall not be required to hold any qualification shares.

33. (a) Until otherwise determined by the Company in a general meeting, the remuneration of every Director for his services shall be such sum not exceeding Rs. 250/- for every meeting of the Board and of any committee thereof attended by him as shall be fixed by the Board.
- (b) The Board may allow and pay to any Director, for the purpose of attending a meeting, 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 specified above.
34. If any Director is willing he shall be called upon to perform extra services (which expression shall include work done by a Director as a Member of any committee formed by the Director or in relation to signing Share Certificates) or to make any exertion in going or residing out of the place of his usual residence or otherwise for any of the purpose of the Company, the Company may remunerate such a Director either by a fixed sum or otherwise as may be, either in addition to or in substitution for his share in the remuneration provided above and in addition he also reimbursed for all the expenses incurred by him.
35. (A) Subject to the provisions of the Act and within the overall limit prescribed under the Articles for the number of Directors on the Board, the Board may appoint any Senior Executive of the Company as a whole time Director of the Company for such period and upon such terms and conditions as the Board may decide. A Senior Executive so appointed shall be governed by the following provisions:
- (a) He shall be liable to retire by rotation as provided in the Act but shall be eligible for reappointment. His reappointment as a Director shall not constitute a break in his appointment as Whole-time Director.
- (b) He shall be reckoned as Director for the purpose of determining and fixing the number of Directors to retire by rotation.
- (c) He shall cease to be a Director of the Company on the happening of any event specified in Section 283 and 314 (2)(c) of the Act. He shall cease to be a Director of the Company, if for any reason whatsoever, he ceases to hold the position of Senior Executive in the Company or ceases to be in the employment of the Company.
- (d) Subject to what is stated hereinabove he shall carry out and perform all such duties and responsibilities as may from time to time be conferred upon or entrusted to him by the Managing Director/s and/or the Board, shall exercise such powers and authorities subject to such restrictions and conditions and/or stipulations as the Managing Director/s and/or the Board may, from time to time determine.
- (e) His remuneration shall be fixed by the Board and shall be subject to the approval of the Company in the General Meeting and of the Central Government as may be required under the provisions of the Act.
- (B) Noting contained in this Article shall be deemed to restrict or prevent the right of the Board to revoke, withdraw, alter, vary or modify all/or any of such powers, authorities, duties and responsibilities conferred upon or vested in or entrusted to such Whole – Time Directors.
36. Any Trust Deed for securing debentures or debenture stocks may, if so arranged, provide for the appointment, from time to time by the Trustees thereof or by the holders to be a Director or Directors or the Company and may empower such Trustees or holders of debentures or

debenture stocks from time to time, to remove and reappoint any Director so appointed, the Director appointed under this Article is herein referred to as “Debenture Director” and then term “Debenture Director” means the director for the time being in office under this Article. The Debenture Director(s) shall not be bound to hold any qualification shares and shall not be liable to retire by rotation or be removed by the Company. The Trust Deed may contain such ancillary provisions as may be arranged between the Company and the Trustees and all such provisions shall have effect notwithstanding any of the other provisions herein contained.

NOMINEE DIRECTOR

- 37.* (A) Upon the occurrence and the continuance of an event of default, inter alia default in repayment or cross default, under the Working Capital Financing Documents, the Lenders, shall have the right to appoint, remove and replace from time to time, a non-executive director on the board of directors of the Company (such director is referred to as the “**Nominee Director**”) nominated or appointed by the Lenders, and the Company shall at the request of the Lenders take all corporate action to effectuate such right. The Nominee Director shall:
- i) not be required to hold qualification shares nor be liable to retire by rotation;
 - ii) be entitled to all the rights and privileges of other directors including the sitting fees and expenses as payable to other directors but if any other fees, commission, monies or remuneration in any form is payable to the Directors, the fees, commission, monies and remuneration in relation to such Nominee Director shall be paid by the Company directly to the Lenders.
 - iii) be appointed a member on the committees of the board of directors of the Company, if so desired by the Lenders; and
 - iv) be entitled to receive all notices, agenda and other documents circulated and to attend all General Meetings and board meetings and meetings of any committees of the board of which he is a member.
- (B) Any expenditure incurred by the Lenders or the Nominee Director in connection with his appointment as such, shall be borne and payable by the Company.
- (C) If, at any time, the Nominee Director is not able to attend a meeting of the board of directors or any of its committees of which he is a member, the Nominee Director may depute any other person to attend the meeting. The expenses incurred by the agent so deputed or the Lenders in this connection shall be borne and payable by the Company.
- (D) The Nominee Director may furnish to the said agent and the Lenders a report of the proceedings of all such meetings.
- (E) The Nominee Director shall have the right to provide information regarding the Company, that is in the Nominee Directors’ discretion, relevant for the Lenders, or relevant to or pertaining to the Working Capital Financing Documents.
- (F) The Nominee Director shall not be liable for any act or omission of the Company.
- (G) The Company to hold the Nominee Director and the Lenders harmless and to indemnify the Nominee Director and the Lenders from and against any and all expenses, liabilities and losses incurred or suffered by the Nominee Director or the Lenders, as the case may be in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, asserted against, imposed upon, or incurred or suffered by the Nominee

Director or the Lenders (including attorney's fees and expenses), directly or indirectly, resulting from, based upon, arising out of or relating to the appointment of the Nominee Director by the Lenders. The indemnification as provided by the provisions under the Working Capital Financing Documents or any law for the time being in force, shall not be deemed exclusive of any other rights to which the Nominee Director or the Lenders may be entitled under any provision of law, or any other agreement, or otherwise.

- (H) The Company will permit officers and designated representatives of the Lenders (including without limitation, any Nominee Directors appointed by the Lenders) to carry out technical, legal or financial inspections and visit and inspect, any of the properties of the Company, including the business facilities, works, and buildings thereon, and to examine the books of record and Accounts of the Company. The cost of any such visit shall be borne by the Company.
- (I) Notwithstanding anything contained in the Working Capital Financing Documents, any non-sharing of information required to be shared as mentioned in the Working Capital Financing Documents shall be liable to be considered an Event of Default under the Working Capital Financing Documents and the entire amounts of the working capital facilities then due shall, if so decided by the Lenders, become forthwith due and payable by the Company to the Lenders and the Lenders shall be entitled to enforce its security interest.
- (J) For the purpose of the aforesaid clause, the cross default shall constitute the following:
 - i) Default by the Company to any other bank under the consortium lending; or
 - ii) Default by the Company's associate/ sister concern/ subsidiary to the Lenders; or
 - iii) Default by the Company's associate/ sister concern to any other bank/financial institution.

Further, cross default would be deemed to have occurred only in case default to particular lenders is not cured within 30 days.

*Amended vide postal ballot resolutions dated 30th June, 2022.

- 38. (1) In connection with any collaboration arrangement, with any Company or corporation or firm or persons for supply of technical know-how and/or machine or technical advise, the Directors may authorize such Company, Corporation, firm or person (hereinafter in this clause referred to as "Collaborator"), to appoint from time to time, any persons Director/s of the Company (hereinafter referred to as "Special Director") and may agree that such Special Director shall not be liable to retire by rotation as such collaboration arrangement remains in force, unless otherwise agreed upon between the Company and such Collaborator under the Collaboration arrangements or at any time thereafter.
- (2) The Collaborator may at any time and from time to time remove any such special Director appointed by it 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 Special Director in his place and such appointment or removal shall be made in writing signed by such Company or corporation or any partner or such person and shall be delivered to the Company at its registered office.
- (3) It is clarified that every Collaborator entitled to appoint a Director under this Article may appoint one or more such person or persons as a Director(s) and so that if more than one Collaborator is also entitled there may at any time be as many Special Directors as the Collaborators eligible to make the appointment.

39. Subject to the provisions of Section 255 of the Act, the number of Directors appointed under Article 33, 34 and 35 shall not exceed in the aggregate one-third of the total number of Directors for the time being in office.

ALTERNATE DIRECTOR

40. The Board may appoint an alternate Director who is recommended for such appointment by a Director (hereinafter called the "Original Director") to act for him during his absence for a period of not less than three months from India. Every such alternate Director shall (subject to his giving to the Company an address in India or elsewhere of such Alternate Director at which notice may be served on him), be entitled to notice of meeting of Directors and to attend and to vote as a Director and be counted for the purpose of a quorum and generally at such meetings to have and exercise all the powers, duties and authorities of the original Directors. The Board may at any time, upon request in writing of the Original Director revoke the appointment of an Alternate Director and appoint another person recommended by the Original Director in his place. The Alternate Director appointed under this Article shall vacate office as and when the Original Director returns to India. If the terms of office of the Original Director is determined before he so returns to India, any provision in the Act or in these Articles for the automatic reappointment of a retiring Director in default of another appointment shall apply to the Original Director in default of another appointment shall apply to the Original Director and not the Alternate Director.

MANAGING DIRECTOR

41. (a) Subject to the provisions of the Act and of these Articles the Board shall have power to appoint from time to time any of its members as Managing Director or Managing Directors and or wholetime Director and/or Special Director like Technical Director, Financial Director, etc. of the Company for a fixed term not exceeding five years at a time and upon such terms and conditions as the Board think fit, and the Board may by resolution vest in such Managing Director/s, Whole time Director(s), Technical Director(s), Financial Director(s), and Special Director(s) such of the powers as may be vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restriction as it may determine. The remuneration of such Directors may be by way of monthly remuneration and /or fee for each meeting and/ or participation in profits by any or all of those modes, or of any other mode not expressly prohibited by the Act.
- (b) The Directors may whenever they appoint more than one Managing Director, designate one or more of them as "Joint Managing Director" or "Joint Managing Directors" or "Deputy Managing Directors" as the case may be.
- (c) The appointment and payment of remuneration to the above Director shall be subject to the approval of General Meeting and of the Central Government if the provisions of the Act so requires.

POWERS OF DIRECTORS

42. Subject to the provisions of the Act, the management of the business of the Company shall be vested in the Directors and the Directors may exercise all such powers and do all such acts and things as the Company is by the Memorandum of Association or otherwise authorized to exercise directed or required to be exercised to exercise and do, and are not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in General

Meeting, but subject nevertheless to the provisions of the Act, and any other Act and of the Memorandum of Association and these Articles and to any regulations, not being inconsistent with the Memorandum of Association and these Articles or the Act, from time to time, made by the Company in General Meeting provided that no such regulation shall invalidate any prior act of the Director which would have been valid if such regulation had not been made.

43. Without prejudice to the general powers conferred by Article 39 and the other powers conferred by these presents and so as not in any way to limit any or all of these powers, it is hereby expressly declared that the subject as aforesaid the Directors shall have the following powers:
1. To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
 2. To pay and charge to the capital account of the Company and interest lawfully payable thereon under the provisions of Sections 76 and 208 of the Act.
 3. Subject to the provisions of the Act and these Articles to purchase or otherwise acquire any lands, buildings, machinery, premises, hereditaments, property, effects, assets, rights, credits, royalties, bounties and goodwill of any person, firm or company carrying on the business which this Company is authorized to carry on, at or for such price or consideration and generally on such terms and conditions as they may think fit; and in any such purchase or acquisition to accept such titles as the Board may believe or may be advised to be reasonably satisfactory.
 4. Subject to the provisions of the Act to purchase, or take on lease for any term or terms of years, or otherwise acquire any mills or factories or any lands with or without buildings and outhouses thereon situate in any part of India, at such price or rent and under and subject to such terms and conditions as the Directors may think fit; and in any such purchase, lease or other acquisition to accept such title as the directors may believe or may be advised to be reasonably satisfactory.
 5. To erect, contract, enlarge, improve, alter, maintain, pull down, rebuild or reconstruct any buildings, factories, offices, work-shops or other structures, necessary or convenient for the purposes of the Company and to acquire lands, for the purposes of the Company.
 6. To let, mortgage, charge, sell or otherwise dispose of subject to the provisions of Section 293 of the Act, any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as they think fit and to accept payment or satisfaction for the same in cash or otherwise, as they may think fit.
 7. At their discretion to pay for any property, rights or privileges acquired by or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures, debenture-stock or other securities of the Company; and any such shares as may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon, and any such bonds, debentures, debenture-stock or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
 8. To insure and keep insured against loss or damage by fire or otherwise for such period and to such extent as they may think proper, all or any part of the building, machinery, goods, stores, produce and other movable property of the Company either separately or co-

jointly; also to insure all or any portion of the goods, produce, machinery and other articles imported or exported by the Company and to sell, assign, surrender or discontinue any policies of assurance effected in pursuance of this power.

9. Subject to Section 292 of the Act, to open accounts with any bank or bankers or with any Company, firm or individual and to pay money into and draw money from any account from time to time as the Directors may think fit.
10. To secure the fulfillment of any contractors or engagements entered into by the Company by mortgage or charge of all or any of the properties of the Company and its unpaid capital for the time being in such other manner as they may think fit.
11. To attach to any share to be issued as the consideration for any contract with or property acquired by the Company, or in payment for services rendered to the Company, such conditions, subject to provisions of the Act, as to the transfer thereof as they think fit.
12. To appoint any person or persons (whether incorporated or not), to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trusts and to provide for the remuneration of such trustee or trustees.
13. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its Officers or otherwise concerning the affairs of the Company and also subject to the provisions of Section 293 of the Act to compound and allow time for payment or satisfaction of any debts due, or of any claims or demands by or against the Company.
14. To refer, subject to the provisions of Section 293 of the Act, any claims or demands by or against the Company to arbitration and observe and perform the awards.
15. To act on behalf of the Company in all matters relation to bankrupts and insolvents.
16. To make and give receipts, release and other discharges for moneys payable to the Company and for the claims and demands of the Company subject to the provisions of Section 293 of the Act.
17. To determine from time to time as to who shall be entitled to sign bills, notes, receipts, acceptances, endorsements, cheques, dividend warrants, releases, contracts and documents on the Company's behalf.
18. Subject to the provisions of Section 292, 293, 370 and 372 of the Act, to invest and deal with any of the Company, not immediately required for the purpose thereof, upon such shares, securities or investments (not being shares in this Company) and in such manner as they think fit, and from time to time to vary or realize such investments.
19. To execute in the name and on behalf of the company in favor of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages o the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such powers, covenants and provisions as shall be agreed on.
20. Subject to such sanction as may be necessary under the Act, or the Articles to give to any Director, Officer, or other person employed by the Company and interest in any particular

business or transaction either by way of commission on the gross expenditure thereon or otherwise or a share in the general profits of the Company and such interest, commission or shares or profits shall be treated as part of the working expenses of the Company.

21. To provide for the welfare of employees or ex-employees of the Company and their wives, widows families, dependant or connections of such persons by building or contributing to the building of houses dwelling or chawls or by grants of money, pensions, allowances, gratuities, bonus or payments by creating and from time to time subscribing or contributing to provident and other funds, institutions or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Directors shall think fit: or
22. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious scientific, national, public or any other useful institutions object or purposes for an exhibition.
23. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefits of and give or procure the giving of donations, gratuities pensions, allowances or emoluments, to any persons, who are or were at any time in the employment or services of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary Company or who are or were at any time Directors or Officers of the Company or of any such Company as aforesaid and the wives, families and dependants of any such persons and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit or to advance the interests and well being 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.
24. Before recommending any dividend, to set aside out of the Company such sums as they may think proper for depreciation or to Depreciation Fund or Reserve Fund or Sinking Fund or any other Special Fund to meet contingencies or to repay redeemable preference shares, debentures or debenture-stock or for special dividends or for equalizing dividends or for repairing, improving, extending and maintaining any part of the property of the Company, and for such other purposes as the Directors may, in their absolute discretion think conducive to the interests of the Company and to invest the several sums so set aside or so much thereof as required to be invested upon such investments (subject to the restrictions imposed by Section 292 and 293 and other provisions of the Act), as the Directors may think fit, and from time to time, to deal with and vary such investments and dispose of and apply and expend all or any part thereof of the benefit of the Company in such manner and for such purposes as the Directors (Subject to such restrictions as aforesaid) in their absolute discretion think conducive to the interests of the Company notwithstanding that the matters to which the Directors apply or upon which they may expend the same or any part thereof may be matters to or upon which the capital moneys of the Company might rightly be applied or expended; and to divide the Reserve Fund into such special funds as the Directors think fit, and to employ the assets constituting all or any of the above funds, including the Depreciation Fund, in the business of the Company or in repayment or redemption of redeemable preference shares, debentures or debenture-stock and that without being bound to keep the same separate from other assets or to pay interest on the same, with power.

25. To appoint and at their discretion to remove or suspend such Managers, Secretaries, Officers, Clerks, Agents and servants for permanent, temporary or special service as they may from time to time think fit, and to determine their powers and duties and fix their salaries or emoluments and require security in such instances and to such amounts as they may think fit and from time to time to provide for the management and transactions of the affairs of the Company in any special locality in India in such manner as they think fit. The provisions contained in the clause following shall be without prejudice to the general powers conferred by this clause.
26. To comply with the requirements of any local law which in their opinion, shall be in the interest of the Company necessary or expedient to comply with.
27. At anytime and from time to time by power of attorney to appoint any person or persons to be the Attorney or Attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Directors under these presents) and for such period and subject to such conditions as the Directors may from time to time think fit) be made in favor of any Company or the members, directors, nominees or managers of any Company or firm or otherwise in favor of any fluctuating body or person whether nominated, directly or indirectly by the Directors and any such power of attorney may contain any such powers for the protection or convenience of persons dealing with such Attorneys as the Directors may think fit; and may contain powers enabling any such delegates or Attorneys as aforesaid to sub-delegate all or any of the powers, authorities and discretions for the time being vested in them.
28. Subject to the provisions of the Act, generally and from time to time and at any time to authorize empower or delegate to (with or without powers of sub-delegation) any Director, Officer or Officers or Employee for the time being of the Company and/or any other person, firm or Company all or any of the powers, authorities and discretions for the time being vested in the Directors by these presents, subject to such restrictions and conditions, if any as the Directors may think proper.
29. To enter into all such negotiations, contracts and rescind and/or vary all such contracts and to execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company.
44. To Directors may from time to time at their discretion exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof and to issue debentures, debenture-stock and other securities whether outright or as security for any debts, liability or obligation of the Company.
45. (a) Subject to the provisions of Section 292 of the Act the Board may from time to time at its discretion by a resolution passed at a meeting of the Board accept deposits from members either in advance of call or otherwise and generally raise or borrow or secure the payment of any sums of money for the purpose of the Company. Provided however, where the moneys to be borrowed together with the moneys already borrowed (apart from temporary loan obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of the paid up capital of the Company and its free reserves (not being reserves set apart for any specific purpose), the Board shall not borrow such moneys without the consent of the Company in a General Meeting.

- (b) Provided that monies paid in advance of calls shall not in respect thereof confer a right to dividend or to participate the profits of the Company.
46. Subject to the provisions of Articles 43 and 44 hereof, the payment or repayment of money borrowed as aforesaid may be secured in such a manner and upon such terms and conditions in all respects as the special resolution shall prescribe including by the issue of debentures or debenture-stock or the Company, charge upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being and debentures, debenture-stock and other securities may be made assignable from any equities between the Company and the person to whom the same may be issued.
47. Any debentures, debenture-stock or other securities may be issued at a discount, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination, and with any privileges and conditions as to redemption, surrender, drawing allotment, of shares and attending (but not voting) at General Meeting, appointment of Directors and otherwise, Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in General Meeting accorded by a Special Resolution.
48. The Directors may, from time to time, appoint and at their discretion remove, a person, firm or body corporate to act as the Registrars, and or share transfer agents of the Company for purpose of maintaining the Register of Members and Index of Members, the Register and Index of Debenture-holders (if any), copies of all Annual Returns etc. for the purpose of Section 159 of the Act, together with the Certificate to be annexed thereto and Section 161 and for the purposes of handling shares certificates in compliance with the Companies (Issue of Share Certificates) Rule, 1960.

THE SEAL

49. * The Board shall provide for the safe custody of the seal. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or a committee of the Board authorized by it in that behalf, and except in the presence of any director and of the secretary or such other two persons as the Board may appoint for the purpose, and that director and the secretary or other two persons aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

*Amended vide postal ballot resolutions dated 22nd May, 2015.

50. Save as otherwise expressly provided by the Act, a document or proceeding requiring authentication by the Company may be signed by a Director, the Managing Directors, the Manager, the Secretary or other authorized officer of the Company and need not be under its common seal.

INDEMNITY

51. Regulations 99 of the Table 'A' shall not apply to the Company. Save and except so far as the provisions of these Articles are avoided by Section 201 of the Act, the Board of Directors, Managing Directors, Directors, Managers, Auditors, Secretary and other Officer or servants for the time being of the Company and the trustees (if any) for the time being acting in relation to any of the affairs of the Company, and every one of them and every one of their heirs, executors and administrators shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them or any of their executors or administrators shall or any incur or sustain by reason

of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trust except such (if any) as they shall incur or sustain through or by their own willful neglect or default respectively, and none of the acts, receipts, neglects or defaults the other or others of them or for joining any receipt for the sake of conformity for any bankers or other persons with whom any moneys or effects belonging to the Company shall or may belong or deposited for safe custody or for the insufficiency or deficiency of any security upon which any moneys or effects belonging to the Company shall be invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto except the same shall happen by or through their own willful neglect or default respectively.

SECRECY

52. Every Director, Manager, Auditor, Treasurer, Trustee, Member of Committee, Officer, Servant, Agent, Accountant or other persons employed in the business of the Company shall if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions and affairs of the Company, with the customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Board or by law or by the person to whom such matters relate. Except so far as may be necessary in order to comply with any of the provisions of these presents contained.
53. No member or other persons (not being a Director) shall be entitled to inspect or examine the premises or properties of the Company without the permission of the Board, or save as expressly provided by the Companies Act, to require discovery of or any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interest of the Company to communicate.

SOCIAL OBJECTIVE

54. The Company shall have among its objectives the promotion and growth of the national economy through increase productivity, effective utilization of material and manpower resources and continued application of modern scientific and managerial techniques in keeping with national aspirations and the Company shall be mindful of its social and moral responsibilities to the consumers, employees, shares-holders, society and the local community.
55. Wherever in the Companies Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its Articles, then and in that case this Regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry such transactions as have been permitted by the Act, without there being any specific regulation in that behalf herein provided.

CAPITALISATION OF PROFIT

56. (1) The Company in General Meeting, may upon the recommendation of the Board resolve –
- (a) That it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or the credit of the Profit & Loss Account or otherwise for distribution and
 - (b) That such sum be accordingly set free for distribution in the manner specified in Clause (2) amongst the Members who would have been entities thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in Clause (3) either in or towards:-
- (i) Paying up any amount for the time being unpaid on any shares held by such Members respectively.
 - (ii) Paying up in full, unissued shares of the Company to be allotted and distributed, credited as fully paid up, amongst such Members in the proportion aforesaid or:
 - (iii) Partly in the way specified in Clause (i) and partly in that specified in sub-clause (ii)
- (3) A share premium account and a capital redemption reserve account may for the purpose of this regulation, only be applied in the paying up of unissued shares to Members of the Company as fully paid bonus share.
- (4) The Board shall give effect to the Resolution passed by the Company in pursuance of this Resolution.
57. (1) Whenever such Resolution as aforesaid shall have been passed, the Board shall –
- (a) Make all appropriations and applications of the undelivered profits, resolved to be capitalized thereby, and all allotments and issues of fully paid shares, if any paid :
 - (b) Generally do all acts and things required to give effect thereto.
- (2) The Board shall have full power –
- (a) To make such provision by the issue of Fractional Certificates or by payment in cash or otherwise as it thinks fit, in case of shares becoming distributable in Fractions; and also :
 - (b) To authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares to which they may be entitled upon such capitalization or (as the case may be required) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized of this amount or any of the amounts remaining unpaid or their existing shares.
- (3) An agreement made under such authority shall be effective and binding on all such members.

GENERAL POWERS AND AMENDMENT

- 58.* (i) Notwithstanding anything to the contrary, the provisions of the Working Capital Financing Documents entered into between the Company and the Lenders pursuant to the working capital facilities advanced/ to be advanced by the Lenders are deemed to be incorporated in articles of association and the rights and interests of the Lenders shall prevail over any provision inconsistent therewith (whether contained herein or in any other document/ instrument relating to the Company and/or its members) and all such inconsistent provisions herein/or in any other document/instrument relating to the Company shall stand automatically waived;
- (ii) Notwithstanding anything contained herein, any amendment to the memorandum of association and/or articles of association of the Company, until the working capital facilities advanced/to be advanced by the Lenders or the debentures are subscribed/ to be subscribed for the working capital requirement is settled in full to the satisfaction of the Lenders, except in compliance with the requirements of the regulatory authority, shall require prior written consent of the Lenders.

For the purpose of this Articles,

“Lenders” shall mean the lenders who have/will provide the working capital facility.

“Working Capital Financing Documents” shall mean the documents (including the financing documents and the security documents) entered/ to be entered into by the Company with the Lenders.

*Amended vide postal ballot resolutions dated 30th June, 2022.

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

Names, Addresses Description and Occupation of the subscribers	Number of the equity shares taken by each Subscribers	Signature of the Subscribers	Signatures of witnesses with addresses and Occupations
1. Balkrishna Maniyar	100 (Hundred)	Sd/-	Sd/- KAMAL BINANI S/o. Shankarlal Binani L-3/10, Sunder Nagar, Malad (West), BOMBAY - 400 064 CHARTERED ACCOUNTANT
S/o. Badrinarayan Maniyar 7-A, Sneh Sadan, N. Gamadia Road, Bhulabhai Desai Road, BOMBAY - 400 026. Business.			
2. Nand Kishore Maniyar	100 (Hundred)	Sd/-	
S/o. Bal Kishan Maniyar 7-A, Sneh Sadan, N. Gamadia Road, Bhulabhai Desai Road, BOMBAY - 400 026. Business.			
3. Hari Kishan Badrinarayan	100 (Hundred)	Sd/-	
S/o. Badrinarayan Maniyar 126, Vardhman Nagar, NAGPUR (Maharashtra) Business.			
4. Ram Bilas Badrinarayan Maniyar	100 (Hundred)	Sd/-	
S/o. Badrinarayan Maniyar 119, Vardhman Nagar, NAGPUR (Maharashtra) Business.			
5. Govind Maniyar	100 (Hundred)	Sd/-	
S/o. Hari Kisanji Maniyar 126, Vardhman Nagar, NAGPUR (Maharashtra) Business.			
6. Brijkishore Rambilas Maniyar	100 (Hundred)	Sd/-	
119, Vardhman Nagar, NAGPUR (Maharashtra) Business.			
7. Nathaman Badrinarayan Maniyar	100 (Hundred)	Sd/-	
S/o. Badrinarayan Maniyar 121, Vardhman Nagar, NAGPUR (Maharashtra) Business.			
	700 (Seven Hundred)		
Bombay, Dated 21st October, 1986			