

highways, docks, bridges, canals, dams, ports, reservoirs or any other structural or architectural work of any kind whatsoever and for such purpose to prepare, estimates, designs, plans, specifications of models and to do such other or any act that may be requisite thereof, and to otherwise deal in offices, flats, service flats, houses, bungalows, chawls, factories, godowns, warehouses, shops, cinema theatres, and other conveniences of all kinds and properties and description, and to act as townplanners, surveyors, valuers, appraisers, decorators, furnishers, furniture makers, merchants, dealers in cement, steel, iron, Textiles, ^{ore,} minerals, oils, petroleum Products, fuel, coke, wood coal, timber and other building ~~requisites~~ ^{materials} and to manufacture ~~requisites~~ and to manufacture requisites for above and prefabricated houses, apartments and structures etc.

B. Objects incident and ancillary to the attainment of the main objects are :

- (1) To enter into partnership or into any arrangements of sharing profits, union of interest, cartels, co-operation, joint venture, reciprocal concessions with any person, partnership firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorised to carry on or engage in any business or transaction capable of being carried on or conducted so as directly or indirectly to benefit this Company and to lend money, to guarantee the contracts of or otherwise assist or otherwise acquire shares and securities of any such company and to sell, hold, reissue with or without guarantee or otherwise deal with the same and to give to any person or company special rights or privileges in connection with control over such company.
- (2) To purchase or otherwise acquire and to take over by any method, competent in law the whole or any part of the goodwill, business undertaking, property assets, and liabilities of any company society, partnership or persons and to conduct, develop and carry on or liquidate and wind up any such business and purchase and take steps for acquisition and new licence in connection with any such business.
- (3) To apply for, purchase, or otherwise, acquire any patents trades names, trade marks, brevets D, invention, licences, concession protections, rights, privileges, and the like conferring and exclusive or non-exclusive as to any invention which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licence in respect of, or otherwise turn to account the property, right or information so acquired and to assist, encourage, and spend money in making experiments, tests, improvements, of inventions patents and rights etc. which the company may acquire or propose to acquire.
- (4) To acquire from or collaborate with any person, firm or body, whether corporate or not, whether in India or elsewhere, technical information, services, know how processes, engineering, manufacturing and operating data, plans, lay outs and blue prints useful for any of the business of the company and to acquire any grant or licence and other rights and benefits.
- (5) To amalgamate with any other company having objects altogether or in part similar to those of this Company subject to Section 391 to 394 of the Companies Act, 1956.
- (6) To acquire any moveable or immovable property which the Company may think it desirable to acquire by way of investment or with a view to resale or otherwise.

(3) ✓

- (7) To buy, sell, exchange, import, export and deal in all products of the Company, raw-materials plants, machinery equipments spare parts and merchandises, in which the Company is authorised to carry on business.
- (8) To establish branches and agencies and to appoint agents, selling agents, sole selling agents, commission agents, purchasing agents, in or outside India for the purchase and sale of raw materials and products of the Company at proper remuneration and to regulate or discontinue the same.
- (9) To vest any real or personal property rights or interest acquired or belonging to the Company in any person or company on behalf of or for benefit of the Company and with or without any declared trust in favour of the Company.
 - (10) To pay for any property or rights acquired by the Company either in cash or by the allotment of fully or partly paid up shares of this Company with or without preferred rights in respect of dividends or repayment of capital or otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.
- (11) To sell, lease, surrender, hypothecate, mortgage, pledge, underlet, redeem, dispose, exchange, or otherwise deal with all or any part of the property, assets, rights or undertaking of the Company on any terms and conditions which may be considered expedient or desirable and for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company, and to hold, deal with or dispose of any consideration so received.
- (12) To establish or promote or concur in establishing or promoting any Company or companies for the purpose of acquiring by purchase, exchange or otherwise all or any of the property, assets and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
- (13) (a) To guarantee the payment of money due and that may become due by or for the performance of any obligations and in particular of any Company of which this Company is the agent and severally to carry on and transact and to undertake and execute all kinds of trust and obligations only in connection with the business of the Company.
 - (b) To guarantee the payment of any secured or unsecured money payable to a bank, firm or person, or a company under or in respect of promissory notes, bonds, debentures, contracts, mortgages, charges, obligations instruments and securities of any Company whether incorporated or not and to become sureties for the performance of the same.
 - (c) To issue or guarantee the issue of or the payment of interest on the shares, debentures, or other securities or obligations of any subsidiary Company and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
- (14) (a) To borrow or take loans from individuals, firms, companies, corporations, financing houses, government and semigovernment institutions and to secure repayment thereof in such manner as may be thought fit subject to Section 58A of the Companies Act, 1956.
 - (b) To receive money or deposit in any shape on interest or otherwise or borrow or raise or secure the payment of or also by the issue of or upon bonds, shares stocks promissory notes, bills of exchange etc. and debentures perpetual or otherwise charged or not charged upon all or any of the Company's property,

(4) ✓

stock-in-trade and other movable or immovable assets and bookdebts and claims in action both present and future including its uncalled capital, if any and to apply the same or any part thereof for the purposes of Company and purchase, redeem exchange, value extend or pay off, and from time to time re-issue such securities subjects to the provisions of the Act.

(c) To issue and deposit any securities which the Company has power to issue by way of mortgage or charge to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts of obligations of the Company.

- (15) To make accept, hold, endorse, discount execute issue and otherwise deal in negotiable instruments, promissory notes, drafts, hundies, bill of exchange, bills of lading, warrants, debentures, securities and other negotiable or transferable instruments, in connection with the business of the Company.
- (16) To establish and support, or aid in the establishment and support of hospitals, schools, Colleges, associations, clubs, institutions, provident funds and trusts and conveniences calculated to assist the Company in the conduct of its business or to benefit Directors, agents, employees or ex-employees of the Company or in predecessors in business or the dependents or connections of such persons and to grant annuities, bonuses, pensions and allowances, and to make payments towards insurance and to subscribe, donate or guarantee money for charitable religious or benevolent or any other objects beneficial to Company or public or for any other purposes which the Directors may consider reasonable.
- (17) To undertake and execute either gratuitously or otherwise any trust, the undertaking whereof may seem to the Company desirable.
- (18) To support, donate, contribute, subscribe, to give and to pay in cash or in kind for any charitable, religious educational or other public institutions, trust, funds, clubs, societies or individual, or body of individuals, but not intended to serve any political cause or purpose.
- (19) To aid pecuniarily or otherwise, any association body or movement having an object for the solution, settlement or surmounting of an industrial or labour problem or troubles the promotion of industry or trade.
- (20) To obtain or assist in obtaining any provisional or other order or licence or any Act of parliament or law, order or charter of any Legislature of Government for enabling the Company, to carry on its objects into effect and to oppose any steps by any persons or company which may be considered likely directly or indirectly to prejudice the interests of the company or its members.
- (21) To adopt such means of making known the business and products by advertising in the press by circulars, by purchase and exhibition of works of art or interest by publication of books and periodicals and by granting prizes, rewards and donations.
- (22) To distribute amongst the members of any class or classes of the members in specie any assets or property of the Company but no distribution amounting to reduction in capital shall be made without the sanction, if any for the time being required by law, in the event of winding up.
- (23) To pay the cost, charges and expenses (or to repay the same if the same shall have been paid by any other person or Company) of and incidental to the promotions, formation, registration and establishment of the Company and the issue of the capital including any other commissions brokers

fees and charged in connection therewith and to remunerate or make donations to (by cash or other assets or by the allotment of fully or partly paid shares, debentures, or securities of this or any other company or in any other manner whether out of the Company's capital or profits or otherwise) any person or company for services rendered or to be rendered in introducing any property or business to the Company.

- (24) To do business as manufactures of and dealers in all types of components, raw materials, parts and instruments use in or connection with any of the business of the Company.
- (25) To procure the Company to be registered or recognised in any foreign place or country.
- (26) To take or otherwise acquire and hold, sell, exchange, mortgage, charge or otherwise deal with shares or/stock of any other company having objects altogether or in part similar to those of this company or otherwise, or such as may be likely either directly or indirectly to bebenefit this Company.
- (27) To lend out, deposit, invest and deal with the moneys of the Company *not immediately* reuired in such terms as may from time to time be determined by the Directors.
- (28) To incur debts and obligaitons for the conduct of any business of the Company and to purchase or hire goods, materials or machinery on credit or otherwise for any business or purpose of the Company
- (29) To employ or otherwise, acquire, technical experts engineers, machanics, formemen, and skilled and unskilled labour for any of the purposes of the business of the Company.
- (30) To create any Depreciaiton Fund, Reserve Fund, Sinking Fund Insurance Fund, or any other special fund, whether for depreciaiton or for repairing, improving, extending or maintaining any of the property of the Company or any other purposes conducive to the interest of the Company.
- (31) To refer or agree to refer any claims, demands, disputer or any other question by or against the company or in which the Company is interested or concened and whether between the Company and memper or member or his or their representatives or between the Company third party to arbitration in India or at any place outside India and to observe, perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
- (32) To do all such other things as are incidental or as the Company may think conducive to the attainment of the above objects or any of them.

C. The other objects for which the Company is established are :

- (1) To carry on business as jewellers, golds, and silversmiths, dealers in china, curiosities, articles of vriture, coins, medals, bullion and precious stones, and as manufactures of and dealers in gold and silver plate, plated articles, watches, clocks, chronometers, and optical and sciencefic instruments and appliances of every description.
- (2) To carry on the business of canning, bottling, freezing, dehydrating, preserving, drying and processing in any other way of food and drinks of every description including milk, butter, cheese, meat, vegetable and fruits, and of preparation of aerated waters and syrups of all kinds and for the said purchase, construct, or otherwise acquire and maintain factores, canning and bottling plants.

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- freezing plants, cold storage depots, warehouses, transport vehicles, machinery and equipment as may be required.
- (3) To carry on business of advertising and publicity agents and to undertake all kinds of advertising and publicity activities as will promote the objects of the Company.
 - (4) To carry on the business of iron founders, mechanical and general engineers and manufacturers of implements and other machinery, tool-makers brass-founders, metalworkers, boilermakers, millwrights, machinists, iron and steel converters, smiths, wood-workers, metallurgists, water supply engineers, gas makers, printers, carriers and merchants, and to buy sell, manufacture, repair, convert, let on hire, hardware of all kinds.
 - (5) To carry on business as manufactures, importers and exporters of and dealers in machinery, articles and goods of all classes and kinds whatsoever including electrical and engineering materials, goods, machinery and requisites and as Electrical, Mechanical and General Engineers and Contractors and as manufacturers and workers in materials of any nature and kind.
 - (6) To carry on business as manufactures and makers of and dealers in metal, wood, enamel, alloys, plastics and other products, articles and things of every description and kind and to carry on and conduct workshops, engineering works of every description and kind and foundries of iron, brass and other metals, woods and any other substances and to buy, sell, manipulate and deal both wholesale and retail in such products, commodities, goods, articles and things.
 - (7) To carry on the business of filling station, garage repairshop for motor cars, motor-cycles, scooters, rickshaws, tractors and to act as automobile engineers and to establish, own, run, erect, construct, manage, take on lease or otherwise acquire buildings, structures, apartments and other premises for the purpose of carrying on the business of filling station or garage or repair-shop for storing preparing assembling and repairing motor cars, motor-cycles, scooters, rickshaws, trucks and other vehicles of all description and kind whatsoever.
 - (8) To carry on the business of manufactures of and dealers in chemical products of any nature and kind whatsoever, and as wholesale and retail chemists and druggists, analytical chemists, dyers, oil and colour-men importers, exporters and manufacturers of and dealers in heavy chemicals, alkalis, acids, drugs, tanins, essences pharmaceutical, photographic, medicinal, chemical, industrial and other preparations and articles of any nature and kind whatsoever, mineral and other waters, cements, oils, paints, pigments and varnishes, compounds, drugs, dyestuff, organic or mineral intermediates, paint and colour grinders makers of and dealers in proprietary articles of all kinds, and of electrical, chemical, photographic, surgical, and scientific apparatus and materials.
 - (9) To carry on the business as manufacturers, buyers, sellers, importers, exporters, distributors, dealers, contractors, stockists, commission agents, balers, dyers, spinners, bleachers and otherwise dealers in all sorts and categories of textile, cotton, yarn, wool, woolen goods, hosiery goods, sarees, dress materials, fabrics, garments and other wearing apparels made of silk, cotton, yarn, jute, flax, wool, nylon, leather and other synthetic and fibrous materials.
 - (10) To carry on the trade or business of Engineers (civil mechanical and electrical) founders, smiths, machinist, manufacturers and contractors and to erect, construct, maintain alter repair, pull down and restore, either alone or jointly with any other companies or persons, works of all description, including wharves, docks, piers, railways, tramways, waterways, roads, bridges, warehouses,

(7) ✓

factories, mills, engines, machinery, railway carriages and wagons, ships and vessels of every description, gas works, electric works, water works, drainage and sewage works, and buildings of every description.

- (11) To carry on the business of manufacturers of and dealers in papers of all kinds and articles made from paper or pulp, and materials used in the manufacture or treatment of paper, including cardboard, railway and ether tickets mill boards, and wall and ceiling papers.
- (12) To carry on the business as Manufactures, sellers, suppliers, traders, merchants, importers, exporters, indentors, brokers, agents, assemblers, packers, stockists, distributors, financiers and dealers of and in all kind of household goods and articles including clothings, garments and other wearing apparels, toilatores, soaps, detergents, cosmetics, perfumes jewellery and ornaments, decorative, art matertics, gift articles presentations, plastic and leather goods, electric and electronic items machines and appliances used for household purposes, furnitures, carpets, toys, clay models, craft work, glass wares, chinaware, crokery, cutleruy, cutlery potteries & other utensils, games puzzles and musical instruments, grossery and general provision items, agricultural produces including food grains and dry fruits and other eatables, books, magazines and other periodicals.
- (13) To carry on business as timber Merchants, saw mill, proprietors and timbers growers and to buy, sell grow prepare for market, manipulate import, export, and deal in the timber wood of all kinds and to manufacturer and deal in veneers veneer products, veneer for teachests. Packing cases and commercial boards, compressed boards, hard boards, chip boards bent wood articles of all kinds in the manufacture of which timber or wood is used.
- (14) To manufacture, buy, sell export, import or oterwise deal in all kinds and types of Hardware, Engineering goods, Machinery, Glassware, Chinaware, Crokerty, Potteries and other untenails and appliances of all description, silk, Garments Fabrics, Lather, silk, Resine, Rubber, plastic, paper, pulp and their products Perfums, seeds, Food products, Chemicals and their products perfums, seeds, Food products, Chemicals Preciust stones, Diamond, Perls, Jewellery and Gift articles.
- (15) To act as consultants and to advise and assist on all aspects of corporate commercial and industrial management of activity including production manufacturing personnel, advertising & public welfare, marketing taxaiton, technology, insurance, purchasing, sales, quality control comcuter applicaiton, softwars, productivity, planing, research and development, organisaiton, import and export business, industrial relaitons and management and export business, industrial relations and management and to make evaluations, feasiblity studies, project reports, forecasts and surveys and to give export advice and and suggest ways and means for improving efficiency in mines, trades plantaiton business organisations, registered or co-operative socities, partnership or proprietary concerns and Industries of all kinds in India and elsewhere in he world and improvement of business management, office organisaiton and export management; to supply to and provide, maintain and operate services facilities, conveniences, bureau and the like for the benefit of any Company; to recruit and/or advice on the recruitment of a staff for any Company.

IV. The liabilities of the members is limited.

V. The ^{authorised} shares capital of the Company is Rs. 3,00,00,000/- (Rupees Three crores only) divided into 30,00,000 (Thirty laks only) Equity shares of Rs. 10/- (Rupees Ten) each with rights privileges and conditions attached hereto as may be provided by the regulaitons of the Company for the time being in force with power in the capital for the time being into sever classes (being those specified in the

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specified in the Companies Act, 1956) and to attach thereto respectively such preferential, qualified, deferred or special rights, privileges or conditions as may be determined in accordance with the regulations of the Company and to modify or abrogate any such rights, privileges or conditions as may be determined in accordance with the regulations of the Company and to modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be permitted by the said Act or provided by the Articles of Association of the Company for the time being in force.

(9) ✓

We, the several persons, whose names, addresses and descriptions are subscribed below 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 & occupations of subscribers.	No. of Equity Shares taken by each Subscriber	Name, Address, description & Occupation of witnesses
① Mueganwala MOHANLAL AGARWALA 9, LAL BAZAR STREET BLOCK 'E' 1st floor, CALCUTTA-700 001 S/o Sri Balalux Agarwala Business	100 (one hundred)	Witness to all the signatories VITHAL N. KHANDELWAL 870 Sri M.C. KHANDELWAL 2/3 GRANT LANE CALCUTTA Chartered Accountant
② Skaganwala SANDIP KUMAR AGARWALA 9, LAL BAZAR STREET. BLOCK 'E' 1st floor CALCUTTA-700 001 S/o Sri Mohanlal Agarwala Business	100 (one hundred)	
③ Praganwala PRADIP KUMAR AGARWALA 9, LAL BAZAR STREET. BLOCK 'E' 1st FLOOR CALCUTTA 700 001. S/o. Sri M. L. Agarwal. Business	100 (one hundred)	
CF 300 (Three hundred)		

(Contd.)

(4)

M.L. Sharma
NADANLAL SHARMA
ADVOCATE
6 OLD POST OFFICE STREET
CALCUTTA-700001.
S/o L/O HANUMAN PRASAD SHARMA
LEGAL PRACTICE

(10)
B/P 300 (Three hundred)

100

(one hundred)

(5)

P. Lohariwala
PRADEEP KUMAR LOHARIWALA
134, COTTON STREET,
CALCUTTA - 700 007
S/o Sri BISHWANATH GUPTA
BUSINESS

100

(one hundred)

(6)

श्री अज्ञाता
SMT. UMA AGARWALA
31/41, BINOVA BHAVE ROAD
4PB, Mani Tower, Calcutta-38
W/o Sri M.L. AGARWALA
House wife

100

(one hundred)

(7)

Priti Agarwala
SMT. PRITI AGARWALA
31/41, BINOVA BHAVE ROAD
4PB, Mani Tower, Calcutta-38
W/o Sri Sandip AGARWAL.
H/W House wife

(one hundred)

700 (Seven hundred)

Witness to all the Signatures

Vital N. Khandelwal

VITAL N. KHANDELWAL
SPO FOU, M.C. KHANDELWAL
215, GRANT LANE, CALCUTTA-12
Chartered Accountant.

21-60697
Mubun munda
10/4/73

[Signature]

Calcutta,
Dated 19th October 1973