

Memorandum and Articles

OF

Association

OF

ESQUIRE MONEY GUARANTEES LIMITED

No. 11- 36946

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

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

In the matter of **STALLION TRADE & FINANCE 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 **STALLION TRADE & FINANCE LIMITED**
to **ESQUIRE MONEY GUARANTEES LIMITED**

and I hereby certify that **STALLION TRADE & FINANCE LIMITED**

which was originally incorporated on
TWENTYFOURTH day of **JULY, 1985** under the
Companies Act, 1956 and under the name **STALLION TRADE &
FINANCE LIMITED**

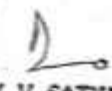
having
duly passed the necessary resolution in terms of section 21/~~22~~ of
~~the~~ of the Companies Act, 1956 the name of the said
Company is this day changed to **ESQUIRE MONEY GUARANTEES LIMITED**

and this
certificate is issued pursuant to Section 23(1) of the said Act.

GIVEN UNDER MY HAND AT BOMBAY THIS **SIXTH**
Day of **JULY**

One Thousand nine hundred ninety four.




(S.R.V.V. SATYANARAYANA)
Addl REGISTRAR OF COMPANIES
MAHARASHTRA, BOMBAY

11.11- 3698A

(Section 13(1) of the Companies Act, 1956)

CERTIFICATE OF REGISTRATION OF
SPECIAL RESOLUTION PASSED FOR
ALTERATION OF OBJECTS

ESQUIRE MONEY GUARANTEES LIMITED

having by Special Resolution passed on 13/03/2000

altered the provisions of its Memorandum of Association

with respect to its objects, and a copy of the said
resolution having been filed with this office on 22/03/2000

I hereby certify that the Special Resolution passed
on 13/03/2000 together with the printed copy

of the Memorandum of Association, as altered, has this day
been registered.

Given under my hand at MUMBAI

this THIRTEENTH day of NOVEMBER

Two thousand.



(A.W.ANSARI)
DEPUTY REGISTRAR OF COMPANIES,
MAHARASHTRA, MUMBAI



वस्तुनिष्ठ उद्घरण/TRUE EXTRACT

वसुधैव कुटुम्बकम्
146/ANIL Registrar of Companies
महाराष्ट्र, मुंबई
Mumbai, India



भारत-वाणिज्य-भारत

Form I. B.

विमान का प्रमाणपत्र

CERTIFICATE OF INCORPORATION

हॉ. 36946 सी. नं. 85

मैं यहाँ प्रमाणित करता हूँ कि

कम्पनी अधिनियम 1956 (1956 की 1) के अंतर्गत विमान की रजि. है और यह

(I hereby certify that **STALLION TRADE & FINANCE**
LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

यह प्रमाणित है कि यह

GIVEN under my hand at **BOMBAY** this **TWENTYFOURTH**
day of **JULY** One thousand nine hundred and **EIGHTYFIVE**.

को रजि. करा।

(V. GOVINDAN)
अधिकांश अधिकारी
Registered Companies



MAHARASHTRA (11-250)-11-250-30,000
C-250-11-250-30,000

**THE COMPANIES ACT, 1956,
PUBLIC COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ESQUIRE MONEY GUARANTEES LIMITED**

- I. The Name of the Company is **ESQUIRE MONEY GUARANTEES 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 as follows :

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :—

1. To carry on the business of trading, dealing, importing, exporting, buying and selling of part components and accessories of motor vehicles, tractors, cycles, 2 wheelers and heavy earth moving equipment's and machines and in diesel and electrical generators, nutties, hardware items, diesel engines, oxygen and industrial gases, electrical fitting goods, tea papers of all kinds, katha, khair, foodgrains including edible oils, electronics goods such as television sets radios, two-in-one, tape recorder, video cassette recorders, textile, Cotton, silk, rayon, fibres, synthetic, woollen, yarn, threads, garments, hosiery goods.
2. To carry on the business of Financing Industrial or other companies and enterprises and to lend or advance money to builders and their persons on securities of all descriptions whether real or personal and to grant loans on mortgage of immovable properties and to lend money and negotiate loans of every descriptions and to transact business as financiers and monetary agents in India and elsewhere provided the Company shall not carry on business of Banking under the meaning of Banking Regulation Act, 1949.
- 2A To carry on the business of developing designing, processing, assembling, preparing, discovering researching, printing, insulating, moulding, converting, commercializing, displaying establishing, handling, let on hiring, installing, implementing, maintaining, operating, producing, promoting, processing, overhauling renovating, reconditioning, remodelling, testing, servicing, supplying, distributing, importing, exporting, buying, selling trading, wholesaling, relating, marketing, broadcasting, relaying, exhibiting, informing, consulting, advising, promoting, maintaining, organizing and otherwise to deal in all sort of internet, retail shopping on internet site, web designing web hosting, portal internet, internet service providers (ISP), multimedia and other software programme, films, cartoons films, T.V. serials, dramas as required in entertainment industries, information technology, space communication, Radio communication, telecommunications, telephone & telegraphic communications, wave communications, under water communications, computer communications, network communications and such other communication system as may be discovered in future and manufacturing, trading, dealing exporting, importing of all types of cables, jelly cable wire with or without leather and plastics.

* Amended as per special resolution passed on 13/03/2000, As per certificate of registration of Special Resolution passed for alteration of Object dated 13/11/2000.

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

1. To draw, make, accept, hold, endorse, discount, execute, issue and otherwise deal in negotiable promissory notes, drafts, hundies, bills of exchange, bills of lading, warrants, debentures, securities and other negotiable or transferable instruments and securities.
2. To enter into partnership or arrangement for sharing the profits or joint venture with any person, persons or Company carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit this Company and to acquire or join in acquiring any such business as covered by the object clause (A) above.
3. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the undertaking property, investments and rights of the Company.
4. To apply for, purchase or otherwise acquire, any patent trade mark, brevets d' invention, licenses, concessions, protections, rights, privileges, and the like conferring any exclusive or limited rights to any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem directly or indirectly of use or benefit to the Company or may appear likely to be advantageous or useful to the Company and to use, exercise, develop or grant license privileges in that respect or otherwise turn to account the property, right or information so acquires and to assist, encourage, and spend money in making experiments, tests, improvements of any invention, patent and right, which the Company may acquire or propose to acquire.
5. To carry on investment business and to purchase, acquire, hold and dispose of or otherwise deal and invest in Fixed deposits, shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by a Company constituted or carrying on business in India or elsewhere and debenture stocks, bonds, obligations and securities issued or guaranteed by any Government, State, domination, sovereign, ruler, commissioner, public body of authority supreme, municipal, local or otherwise, whether in India or elsewhere and to deal in real estates or properties either out of its own funds or out of funds that the Company

might borrow and to vary or otherwise dispose of, exchange, transfer or alienate any of the investments, real estate and properties of the Company.

(Special resolution passed U/s.149(2A) of the Companies Act, 1956, and was approved in Extra Ordinary General Meeting held on 25th February, 1993)

6. To distribute among the members of the Company dividends including bonus shares (including fractional shares certificates) out of profits, accumulated profits, or funds and resources of the Company in any manner permissible under Law in the event of the winding up.
7. To allot shares in the Company to be considered as fully or partly paid up in payment or consideration of any service or property of whatever description which the Company may acquire.
8. To purchase or acquire or to undertake any business or part of a business, property, rights and liabilities of any other corporation, firm or persons, doing a similar business or any business which the Company can carry on with or under this Memorandum, as originally drafted or as altered, and to arrange, for the consideration for the same and/ or to amalgamate or enter into a merger with any Company or companies having objects altogether or in part similar to those of this Company and to undergo any valid process of reconstruction as allowed under the provisions of the Indian Companies Act, 1956.
9. To open branches in India and elsewhere and to get the Company registered in any foreign country and adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particular by advertising in the press; by circulars and publication of books and periodicals.
10. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
11. To provide for the welfare of employees or ex-employees (including Directors and Ex-Directors) of the Company and the wives and families or the dependants or connections of such persons by building or contributing to the buildings of dwelling houses or quarters, to grant money pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments, by clearing and from time to time subscribing or contributing provident fund institutions, funds, profits sharing or subscribing or contributing towards place of instruction and recreation,

hospitals and dispensaries, medical and other attendance or assistance as the Company shall think fit.

12. To guarantee the payment of money, unsecured or secured be or payable under or in respect of bonds, debentures, contracts, mortgages, charges, obligations and other securities of any Company or of any Authority, Central, State, Municipal, local or otherwise or of any person whomsoever, whether incorporated or not and generally to transact all kinds of guarantee business.
13. To promote, form or acquire any Company and to take, purchase, or acquire shares or interest in any Company and to transfer to any such Company and property of this Company and to take or otherwise acquire, hold and dispose of or otherwise deal in and invest in any shares, debentures and other securities in or of any Company or companies either out of its own funds or out of funds, that it might borrow by issue of debentures or from bankers or otherwise howsoever or in any other manner whatsoever and to subsidise or otherwise assist any such Company.

(C) OTHER OBJECTS :—

1. To carry on business as printers and publishers including of newspapers, books, and journals.
2. To carry on business as producers, manufacturers, processors, converters, refiners, makers, bottlers, stockiests, dealers, importers, exporters, traders, retailers, agents, buyers or sellers of oxygen, acetylene, ammonia, carbon-dioxide, nitrogen, hydrogen, helium, and other types and kinds of gases required for or used in industries, agriculture, clinics hospitals, refrigeration, aviation transport, vehicles, space, rockets and crafts, communication, objects and media, power plants, domestic or public lighting heating cooling or cooking purposes and to service repair, manufacture, market or deal in machinery, plants, spares cylinders, containers, gadgets, appliances, and accessories required for, working on, using or producing any of such gases and products.
3. To carry on the business of printers, publishers, stationers, lithographers, stereotyper, electrotypes, phonographers, printers, lithographers and engravers, die-sinking, book binders designers, draftsman, paper and ink manufacturers, envelope manufacturers, account-book manufacturers, machine rulers, machine rulers, numerical printers, bag-makers, cardboard manufacturers, ticket manufacturers, calendars and book-sellers, diary printers, dealers in playing,

visiting, railway, festive, complimentary, wedding or other ceremonial cards or fancy cards or valentines, dealers in stamps, parchment and agents for the payment of stamp and other duties.

4. To produce, manufacture, purchase, refine, prepare process, import, export, sell, and generally deal in cement, portland cement, alumina cement, lime and lime-stone and by-products thereof, cement-pipes sheets and other building materials, refractories and bricks.
5. To manufacture, process, import, export, buy, sell and deal in vanaspati oils, dehydrated vegetable oils, oils made or processed from seeds, cotton seeds, coconuts, products of plantations, horticulture, agriculture and forest produce and oil cakes, and soaps and lubricants made from such oils or as by-products thereof.
6. To carry on business as timber merchants, saw mill proprietors and timber growers, and to buy, sell, grow, prepare for market, manipulate import, export and deal in timber, teak, ply-wood, fire wood and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber, ply-wood or other wood is used and to buy, clear, plant and work timber estates.
7. To produce, manufacture, refine, prepare, process, purchase, sell, import, export, or generally deal in bricks, sand, stone, marble, tiles, refractories, china wares sanitary materials, pipes, tubes, tubular structures cement, paints adhesive, sheets, roofings, glass furniture, fittings, electrical goods, water supply or storage equipments floor polish, door closures, concrete mixers, elevators, paints, hardware, pipe fittings, lubricant oils, building materials, forest products and any other building or decorative materials made of cement, stone, timber teak, board, fiber paper, glass, rubber, plastic or other natural or synthetic substance or chemical.
8. To manufacture, produce, buy, sell, import, export stock and deal in machine tools, grinding machines, automatic lathes, drilling machines, planing machines, planogrinders, machinery of every description, precision tools, cutting and small tools, electric motors, electrical equipments, electric meters, cables, wires, switch-gears, flame and drip proof motors, electric fans, regulator of all types, electric, kilowatt hour meters, magnets, industrial jewels ammeters, volt-meters and other types of measuring equipments, electrical or non-electric, die-casting, screws, nut and bolts, transformers of all types, circuit breakers, hoists, elevators gears, trolleys

and coaches winches, air compressors, welders, refrigerators, switches electric transmission towers, poles, tubes, insulating materials, conductors, fuse and fuse

wires, adopter, domestic washing machines, television and wireless apparatus including radio receivers and transmitters micro wave components, radar equipments, valves, resistors, electronic instruments, conductors, magnetic materials, transistor and allied items sewing machines, watches and clocks, tape recorders house hold appliances, and components parts thereof.

9. To carry on business as producers, growers, manufacturers, fabricators, processors, converters, refiners, markets, stockists, agents, importers, exporters traders, retailers suppliers, buyers, sellers, merchants, distributors, and plants, producing elastic or adhesives substance, natural or synthetic rubber, elastomers, adhesives, wax, rubber, latex, plastics, p.v.c. and other synthetics resins, compounds, latexes or formulations including reclaimed from scrap materials and containers packages, goods parts, accessories, machineries and other materials and items made partly or fully or any of the producers mentioned herein and used in or required for industries, transport vehicles, railways, air crafts, space crafts and rockets, sport education, household, decorative, furnishing, scientific, commercials, electrical, medical, agricultural or plantation purposes or for extraction, transport or distribution of mineral, mineral oils, water and chemicals.
10. To carry on the business of manufacturers, fabricators processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaires of and dealers in commodities of all or any of the following kinds:—
 - a) Ammonium sulphate, nitrate (double-salt), ammonium nitrate, calcium ammonium nitrate (nitrolime stone), ammonium chloride super phosphate urea and other types of fertilisers of synthetic or natural origin containing nitrogen phosphorus or other compounds soda ash pesticides d.d.t. seeds processed seeds, concentrate for cattle or poultry feed.
 - b) Drugs, medicines, chemicals, mixtures, powder, tablets, capsules, injections, oils, compounds, cement, paints, creams, scents, soaps, lotions, toilet, goods, pigments and all kinds of pharmaceutical cosmetics a medicinal preparations required or used for beauty aid or personal hygiene or in allopathic, ayurvedic, unani or nature cure methods or systems, of treatments, bandages, cotton, gauzes, crutches, stretches and all kinds of anatomical orthopedic and surgical appliances and stores.

- c) Boots, shoes and footwear of all kinds made of leather, rubber, canvas, plastic or any other synthetic or natural product, water proof cloth or compound leather, hides skins rexine, rubber, plastic or synthetic cloth, compounds or granules, lasts, boot trees, buckles, legging gaiters, heels laces, boot polishes protectors, accessories and fittings used in or required for footwears.
11. To Carry on business as manufactures, producers, dealers, trades, importers, exporters, stockists, distributors or agents of GLS lamps, electric bulbs, miniature bulbs, tube light, food lights, flash lights, mercury vapour bulbs, and other type or types of bulbs, lamps, or tubes required or used for lighting or for industrial, domestic, electronic transport vehicles of commercial purposes, and glass shells, fittings, tubes filaments, tungsten and molybdenum wire, caps and other materials, machineries, accessories and spares required or used for manufacture of bulbs, lamps or tubes.
 12. To manufacture export, import, buy, sell and in bags containers, cans, boxes, drums, cylinders, bottle top, crown corks, packages, packing materials pressed metwears, utensils, cutlery, table wares and articles made of hessian, tin, metal, aluminium, plates, sheets, glass, fibre, paper, board, cloth, leather, plastic, or other synthetics compound or materials, timber or plywood and to deal in tinplates, wire, aluminium sheets.
 13. To establish, maintain and operate shippings, air transport, and road transports services and all ancillary services and for these purposes or as independent undertakings, to purchase, take in exchange, charter, hire build, construct or otherwise acquire and to own, work manage, and trade with steam, selling, motor and other ships, trawlers, drifters, tugs and vessels, and motor and other vehicles with all necessary and convenient equipment, engines, tackle, gear, furniture and stores and to maintain, repair, fit out, refit improve, insure, aler, sell, exchange, or let out on hire on hire-purchase or charter or otherwise deal with and dispose of any of the ships, vessels and vehicles or any of the engines tackle, gear, furniture, equipment and stores of the Company.
 14. To carry on business as manufacturers, processors, refiners, converters, producers, exporters, trades, sellers, agents in various kinds and forms precipitated and/or activated calcium carbonate, hydrated lime and other allied products of manufactured partly or fully from calcium carbonate, hydrated lime, lime stone or lime calcium carbide and other products, chemicals pr gases made from or based on one or more of the products mentioned herein.

15. To carry on business as producers, importers, exporters, buyers, sellers, distributors, stockists, agents and brokers of coal, coke, charcoal, petroleum-coke, copper, iron ore, bauxite, kyanite, fire clay, china clay, salt, sodium chloride, calcium phosphate, nickel, beryllium, uranium, zinc, lead asbestos tin alumina, mercury, silicon, sulphur, graphite, brass aluminium, silica sand, bentonite, quartz, dextrin, magnesite, dolomite ferro-alloys, corundum, manganese, mica, silver, gold, platinum and other precious, semi precious commercial minerals and stones and to act as metal foundries, manufactures, agents and dealers of metals, sheets, wires, rods, squares, plates, metal foils, pipes, tubes, ingots, billets, circles, parts, coils, utensils, ornaments, decorative and art materials and jewellery made wholly or partly from any one more of the metals and materials mentioned herein.
16. To manufacture, export, import, buy, sell and deal in voltaic, battery cell, power pack or storage batteries and battery containers and battery eliminators of different types of required for or used in domestic, household, industrial, commercial agricultural, mining, hospital, surgical or scientific appliances, machinery, apparatus or accessories and railways, tramways automobile and other vehicles, air crafts, boats, ship, defence establishments, army, navy and air force for wireless, radios, torches, toys, personal aids and other appliances working on such batteries and such items and goods which may be useful, skin or otherwise connected with any one or none of the aforesaid items of products.
17. To carry on business, as agents, brokers, distributors, traders, stockists, buyers, sellers, dealers, importers, exporters, whole-sellers, retailers, preservers, processors, refiners producers and manufactures of sugar, sugar candy, gur, molasses, sweets, sweet meats, synthetic sweetening agents and materials, toffee, lozenges, chocolates and products made partly or wholly of sugar or any sweet product.
18. To own, purchase, take on lease, hire or exchange or otherwise acquire any estate, land, tea garden, orchards, groves, plantations and farms and to carry on business as cultivators, growers, producers, planters, manufacturers, buyers, sellers, dealers, importers, exporters, agents, brokers traders or stockiest of tea, coffee, co coa, cinchona, rubber, bamboo, timber fruits, vegetables, co coanut, spices, cardamon, jute, hemp, cotton, sugarcane, linseed, oil-seeds, wheat and other grains and any kind of horticultural, food or beverage product or products.

19. To carry on business as manufacturers, producers, dealers, importers, exporters, stockists, agents, brokers, traders, retailers of all kinds of paper and packages, board, sheets, packing materials, stationery goods and articles made fully or partly of paper for domestic, household educational, commercial, industrial, Government or public use.
20. To carry on business as manufacturers, fabricators, producers, importers, exporters, dealers, agents, stockists, retailers, traders, or brokers, of foundry equipments, mould boxes, ingot mould, material handling equipments, tools, gadgets, accessories, spares chemicals, raw materials, fuel, stores, parts, apparatus and goods, used in or required by the foundries and producers of steel or metal and to purchase, sell or otherwise deal in all sorts of iron and steel goods new and old.
21. To carry on business, as Producers, makers, dealers, analysers, investigators and consultants in public health and environmental engineering, water, sewage effluent treatment water, air and land pollution control, industrial engineering and for the purpose to carry on civil, structural, mechanical, chemical, electrical, metallurgical, hydraulic, ecological or any other branches of engineering and science formula process and applied technology and to act as engineers, architects, planners designers, technical advisers, analysers, investigators, consultants contractors, builders, fabricators, founders, manufactures, and suppliers of all kind of plants, machineries, apparatuses, implements, rolling stocks, chemicals and their derivative products or substances necessary, allied, auxiliary or ancillary thereto and to undertake and execute any contract in connections with the main objects and to buy, sell, import, export, build, process, manufacture, fabricate, alter, repair, convert, let on hire and deal in all or any of them.
22. To carry on business as manufacturers, producers, refiners, processors, converters, dealers, traders, importers, exporters, retailers, stockiest, buyers or sellers of para nitro chloro benzene, ortho nitro chloro benzene, di-nitro chloro benzene, paracetamol aluminium sulphate, manganese sulphate, acids, rubber chemicals dyestuffs, fertilisers, organic or inorganic and/or mixed chemicals including fine and heavy chemicals, synthetics resins, plastics or p.v.c. materials and such products, machineries and parts required for use in or based on partly or fully one or more of the aforementioned materials or products.

23. To carry on business as producers, distributors, importers, exporters, exhibitors and financiers of cinematograph films and to manufacture, own, acquire, provide secure, arrange or deal in films and photographic, sound recording, musical, lighting appliances instruments, equipments and machines, to construct, establish, own, hire or otherwise acquire and to manage, let for rent, fee, monetary gain or otherwise studios laboratories, theatres, bars, restaurants and other buildings or work required for the purposes or production, distribution or exhibition of the films, operas, stage-plays, dances, operas, burlesques, vanderbilt, revues, ballets, pantomimes, spectacular pieces, promenade, concrete, circus or other performances and entertainments and to act as dealers, importers, exporters of musical instruments and records, tapes, cinema and film projectors and cameras, wigs and other products or materials related or connected with the aforesaid objects and business; and to acquire exclusive or limited rights to any play, story, script, musical songs and lyrics, book, article and any technique by producing, purchasing or otherwise acquiring and to exercise, develop or exploit or turn to account such rights for the business of the Company; and to act as agent for training, retaining, arranging and supplying artists, stars, art directors, script or story-writers, technicians, extras and other personal required by the Company or other for films, cinema or show business.
24. To carry on business as manufacturers, dealers, importers, exporters, stockists or distributors of razors, safety razors, blades, shaving set, lotions, creams soaps, soaps-sticks or other materials and utilities.
25. To carry on business as dealers, distributors, stockists, buyers, sellers, repairers, cleaners, stores, importers, exporters, or agents of motor cars, trucks, lorries and carriages, motor cycles, scooters, bicycles, tractors, earth moving equipments, trailers and other vehicles, agricultural equipments, pumps, and machineries and spare parts, engines, motor accessories, components, tools, batteries, glass panels and sheets, apparatus fittings, furnishing materials, tyres, tubes, paints, lubricants, fuel, oil, gas or other materials used or required for such vehicles, implements or machines and to act as transporters of goods and passengers, travelling or clearing agents and to let out, hire or finance on hire-purchase system or otherwise automobile and other vehicles, implements, machines and any of the aforementioned products or things.
26. To carry on business of advertisement and publicity agents and contractors in various ways and manners including outdoor and in newspapers, magazines,

books, screens, slides, walls, buses, railways, other transport vehicles and public places audio visual display and to prepare, advise, manufacture and construct advertising devices and to publish or advertise the same through any media whatsoever.

27. To carry on business as manufacture, dealers, importers, exporters, stockists, agents, contractors, distributurers, buyers or sellers of paper and packages, boxes, wrappers, tapes, films, sheets, laminates and other packing materials made of paper, card board, corrugated sheets, cloth hessian, timber, teak, ply-wood, metal plastic, P.V.C. or other synthetic chemical fibrous or natural products.
28. To carry on the business as traders, dealers, wholesalers, retailers, makers, designers, combers, scours, spinners, weavers, finishers, dyers and manufacturers of readymade garments, yarns and fabrics of wool, cotton, jute, silk, rayon, nylon, terylene and other natural, synthetic and/or fibrous substances and/or fibrous substances and/or manufacturers of materials from the waste realised from the above mentioned products either on its own account or on commission and to carry on business as drapers and dealers of furnishing fabrics in all its branches, as consumers readymade dress and mantle makers, silk, mercers, makers and suppliers of clothing, lingerie and trimming of every kinds, furriers, drapers, thanerdashers, millers, hosiers, grovers, lace makers, feather, dressers, felt makers, dealers in and manufactures of yarns, fabrics and also manufacture, peel in or process natural starch and other sizing materials, substances of all kinds and compounds and other substances, either basic or intermediate required for the above mentioned product or products.
29. To carry on business as manufacturers, producers, growers, fabricators, processors, refiners, stockists, agent, importers, exporters, traders, wholesalers, distributors, concessioners or dealers of drugs, medicines, chemicals, spirits, mixtures, tonics, pigments, powders, tablets, pills, capsules, injections, oils, compounds, mother tincture triturations, globules, creams, soents, soaps, lotions, toilet goods and all kind of pharmaceutical, cosmetics and medical preparations required or used in Homoeopathic, Allopathic, Ayurvedic, Unani, Bio-chemic or nature cure or any other medicinal system or branch of medicine or as beauty aid personal hygiene, juices, squash, sarabat, nourishment foods and concentrates, bandages, cotton, gauze, crutches and various types of analomical orthopaedic or surgical instruments, implements or stores and books, journals and publications

and all sorts of storage or packing materials connected with or required for any one or more of the above mentioned items and products.

30. To carry on the business as manufacturers, producers, processors, importers, exporters, buyers, seller and dealers of all kinds of abrasive grits and micro grits of white and brown aluminium oxide, silicon carbide, emery, natural corundum, alumina, etc. and all kinds of abrasives including bonded and coated abrasives, grinding wheels, sharpening stones, bones, paper and cloth any all types of refractories based on alumina or on any other kind and all materials, goods and ingredients used or that could be used in the manufacture of processing of abrasives of any kind and all other products, allied products by products and substitutes for all or any of them and to treat and utilise any waste arising from any such manufacture, production or process whether carried on by the Company or otherwise.
31. To carry on research and developments work for industrial, agricultural and minerals, productivity and methods of production, matters, and problems relating to accountancy, business management, distribution, marketing and selling and to collect, analyse, examine, prepare, journals, books, magazines, newspapers, literature and information relating or any type of business, trade, industry, sports, education, society, cinema, or real estates and to promote or propose such methods, procedures and measures as may be considered desirable or beneficial for all or any of the objects of the Company and for extending, developing and/or improving any type of business, trade, estate, industry, commerce, organization, methods, techniques, technical know how, patents, trade marks and procedures to consider and evaluate problems relating to administration, management manufacture, production, storage, distribution, finance, marketing and sale and/or relating to the rendering or any service.
32. To carry on the business of manufacturers, dealers, and importers, exporters, merchants, distributors and stockists of all kinds of polishes and polishing compounds based on micro abrasives and similar materials.
33. To carry on business as traders, exporters, agents, representatives, dealers, stockists, importers or distributors of industrial, commercial, agricultural, scientific, household, domestic, farm and forest products, goods, plants, machineries, equipments, apparatus, gadgets, appliances, accessories, spare parts or other merchandise including tea, coffee, jute goods, textiles, cotton, yarn, wool and

woolen goods, handicrafts, pieces of arts, jewellery, ornaments, minerals, electronic, musical and sports goods, cloth, dresses, garments, transport vehicles, food products, live stocks, books, reading and educative materials paper and paper products, share and securities.

(Special resolution passed U/s 149(2A) of the Companies Act, 1956, and was approved in Extra Ordinary General Meeting held on 12th January' 1994)

34. To carry on business as agents, importers, exporters, dealers, traders, stockists, brokers, buyers, sellers, manufacturers, repairers, assemblers or hirers of plants, machinery, equipments, machine tools, apparatus, components parts fittings, implements, accessories or raw materials required by industries, workshops, transporters, railways or for agricultural, plantations, handling, excavation, domestic, fabrication, or irrigation purpose and to acquire, construct, hire, decorate maintain or own land, workshops, factories, shops, show rooms office, rights or agencies required for or in connection with any such business.
35. To carry on business as transporters of goods, passengers, live-stock and materials by road, rail, waterways, sea or air and to own, purchase, take or give on lease, charter or hire or otherwise, run, use or acquire transport business and to act as forwarding agents, work-house-men and booking agents.
36. To carry on business as advisers and/or consultants on matters and problems relating to the industries, administration, management, organisation, accountancy, costing, financial, marketing, import, export, commercial or economic activities, labour, statistical organisation, methods, quality control and data processing, technical "Know-how" operation, manufacture, production, storage, distribution, sale and purchase of goods, property and other activities of and in relation to any business, trade, commerce, industry, mine, agriculture, housing or real estate and upon the means, methods and procedure for the establishment, construction, development, improvement and expansion of business trade, commerce, industry, agriculture, buildings, real estates, plants or machineries and all systems, methods, techniques, principles in relation to the foregoing and to carry on business of rendering services on any one or more of aforesaid matters to any person, firm, Company, trust, association, institution, society, body corporate, government or government departments, public or local authority or any other organisation whatsoever, to act as intermediaries in the introduction of

collaborators, sellers, purchasers, partners, tenants, agents, consumers and employees.

37. To acquire by purchase, lease, exchange, hire or otherwise develop or operate and building and hereditaments of any tenure or description including agricultural land, mines, quarries, tea or coffee gardens, farms, gardens, orchards, groves, plantations and any estate or interest therein, and any rights over or connected with land and buildings so situated and develop or to turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining hotels, rooms, flats, houses, restaurants, markets, shops, workshop, mills, factories, warehouse, cold storages, wharves, godowns, offices, hostels, gardens, swimming pools, play-grounds, buildings, work and conveniences of all kind and by leasing, hiring or disposing of the same.

(Special resolution passed U/s 149(2A) of the Companies Act, 1956, and was approved in Extra Ordinary General Meeting held on 15th March 1993)

38. To manage land, building and other properties, and to collect rents and income, and to supply tenants and occupiers and others refreshments, attendance, light, waiting rooms, reading rooms, meeting rooms, electric conveniences and other advantages.
39. To carry on business as manufacturers, producers or growers of, dealers in, exporters, importers, stockists, agents, distributors of ice, ice-candy, ice-cream and other ice products, carbonated, aerated or mineral waters, fruit juice, wines, liquors and other alcoholic, non-alcoholic or synthetic drink, dairy products, fresh, dehydrated, preserved or processed vegetables, fruits, oils, seeds, and other farm, agriculture or food products and to provide for cold storage or preservation of such products, medicines for own business or for hire by other and to own, establish, purchase, take on lease, rent or hire build, construct, develop or otherwise acquire and arrange land, building, cold-storage space or warehouse, godowns, containers, shops, show rooms, work shops vehicles plants, machineries, equipments, apparatus, appliances, stores or services required in connection with or in relation to cold storage or any of the business or objects mentioned herein.

lien-exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

31. The net proceeds of any such sale be applied in or towards, satisfaction of the debts, liabilities or engagements of such member, his executors, administrators or representatives, and the residue, if any, shall subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the persons entitled to the shares at the date of the sale.
32. Upon any sale after forfeiture or for enforcing lien in perporated exercise of the powers hereinbefore given the Directors may cause the purchaser's name to be entered in the register of members in respect of the shares sold, and the purchaser shall not be bound to the regularity of the proceedings, nor to the application of the purchase money and after his name has been entered in the Register in respect of such shares the validity of the sale shall not be impeached by any person, and the remedy of any person aggrieved by the sale shall be in damages only.

TRANSFER

33. Save as provided in Section 108 of the Act, no transfer of shares in or debentures of the Company shall be registered unless a proper instrument of transfer duly stamped and executed by or on behalf of the transfer and by or on behalf of the transferee has been delivered to the Company together with the certificate or if no such certificate is in existence, the Letter of Allotment of the share. The instrument of transfer of any shares in or debentures of the Company, shall specify the name, father's/husband's name, address, occupation, nationality of the transferee. The transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the Register of members. Each signature to such transfer shall be duly attested by the signature of one witness who shall add his address and occupation.
34. Application for the registration of the transfer of a shares may be made either by the transferor or the transferee. Where such application is made by the transferor and relates to a partly paid share, on registration shall be effected unless the Company gives notice of application to the transferee, in the manner prescribed by section 110 of the Act. Subject to the provisions of Articles hereof if the transferee

40. To purchase or otherwise acquire any land, building or premises and to turn into account, development, improve, alter demolish, let out for the purpose of carrying on the business of hotel, restaurants, refreshment and tea rooms, coffee and milk and snack bars, and as caterers and contractors in all its respective branches, bakers, confectioners, tobaccoists, milk sellers, butter sellers, dairyman, grocers, poulterers, greengrocers, farmers, ice merchants, and ice-cream manufacturers, to manufacture, buy, sell, refine, prepare, grow, import, export and deal in provisions of all kinds, both wholesale and retail and whether solid or liquid, and to establish and provide all kinds of conveniences, and attractions for customers and others, and in particulars reading, writing and smoke rooms, lockers, and safe deposits telephones and telegraphs, stores, shops and lavatories in connection with hotel business.

(Special resolution passed U/s 149(2A) of the Companies Act, 1956, and was approved in Extra Ordinary General Meeting held on 15th March 1993)

41. To carry on business of running nursing homes, clinics, pharmacies, indoor or out door hospital, medicals, anatomical-orthopedic, surgical and X-ray units, laboratories, research establishments, nature cure centres and to acquire land, buildings, plants, equipments, accessories, instruments, gadgets, furniture and fittings and other facilities for treatment and nursing of patients of various types of diseases, ailments, sickness, illness and other body or mental troubles.
42. To carry on business as travel, tourist and booking agents or contractors and to arrange or provide for space, bookings tickets, reservations to tourists and travelling public or for goods and live-stocks for travel or carriage by roadways, rope ways, railway, airways, waterways and make arrangements with airlines, shipping or other concerns engaged in carriage or transport of passengers, live-stocks or goods in any manner and to arrange for boarding, lodging, guides cars and other transport carriers and various facilities needed by tourists, travelling public, passengers and other persons and concerns engaged in or desiring transport of goods, live-stocks or passengers.

(Special resolution passed U/s 149(2A) of the Companies Act, 1956, and was approved in Extra Ordinary General Meeting held on 15th March 1993)

43. To carry on and engage in the business of shares and stock broking and to provide services, advice and facilities of every description capable of being provided by share and stock broker as a member of any recognized Stock

Exchange which are permitted under the Securities and Contract (Regulation) Rules, 1957 and the Rules, Bye-laws and Regulations of the Stock Exchange.

- 44. **To carry as and undertake the business of investment in shares, stock, debentures, bonds, securities and all other kinds of investment and trading.
- 45. **To carry on the business of leasing and hire purchase finance and to provide on lease or on hire purchase all type of industrial and office plant, equipment, appliances, apparatus, machinery, vehicles and buildings.
- 46. **To manage the public issue of shares and debentures and for that purpose to act as manager to the issue and consultants to the issue.

IV. The liability of the members is limited.

- V. The authorised share capital of the Company is Rs.7,00,00,000/- (Rs.Seven Crore) dividend into 70,00,000 (Seven Lacs) equity shares of Rs.10/- (Rupees Ten) each with power to increase or decrease the same in accordance with the provisions of the Companies Act, 1956.

* Clause No. 43 added as per Company law Bench Petition No. 202/17/CLB/WR/1995 dated 16.06.1995 passed on 16.08.1995

** Clause No. 44, 45, and 46 added as per Company law Bench Petition No. 203/17/CLB/WR/1995 dated 16.06.1995 passed on 16.08.1995

(18)

We the several persons, whose names and address are 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, noted opposite to our respective names.

| Names, Addresses and descriptions of subscribers | Number of Equity Shares taken by each subscriber | Names, Addresses and descriptions of witnesses |
|---|--|---|
| Kartick Chandra Bose S/o Late Kehitish Ch. Bose Talpukurpara, Ranaghat, Nadia Occupation—Service | 10 (Ten) | Witness to all Signatories: Subhash Chandra Rana S/o. Sri Shyam Lal Rana 12, Ram Mohan Dutta Road, Calcutta-700 020. Occupation—Business |
| Niranjan Jana S/o Paramananda Jana 3/A, Nilmoni Road Calcutta-700002 Occupation—Service | 10 (Ten) | |
| Jayanta Kumar Saha, S/o Sri Sudhir Kumar Saha 32, Mathur Sen Garden Lane, Calcutta-700 006 Occupation—Service | 10 (Ten) | |
| Subrata Basu, S/o R.K. Basu, 17B, Main Road, (West) P.O. New Barrackpore, Dist. 24-Paraganas 743276 Occupation—Service | 10 (Ten) | |
| Sajal Saha S/o Late Shymalai Saha 25, Nabanagar, Jadavpur Calcutta-700032 Occupation—Service | 10 (Ten) | |
| Tushar Kanti Mondal S/o. Sri Gopal Chandra Mondal Vill : Nangi Dharmatala Batanagar, 24-Paraganas Occupation—Service | 10 (Ten) | |
| Santanu Kumar Dev S/o Sailendra Nath Dev 94, R.K. Chatterjee Road Calcutta-42 Occupation—Service | 10 (Ten) | |
| TOTAL : | 70 (Seventy) | |

Dated the

day of

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