

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

DHOOT INDUSTRIAL FINANCE LIMITED

- I. The name of the Company is DHOOT INDUSTRIAL FINANCE LIMITED.
- II. The Registered Office of the Company will be situate in the State of Maharashtra.
- III. The objects for which the Company is established are:

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

1. To carry on business in India or elsewhere as buyers, sellers, importers, exporters, merchants, suppliers, dealers in and of all kinds and classes of fine or heavy chemicals, alkalis, acids, drugs, pharmaceutical, paper board, pulp, tea, cement and allied products, cotton yarn, thread and cloth, linen, flax, jute and other fibres, silk, artificial silk, woolen and other goods and fabrics whether textile, frebbled, netted or looped, machinery spare parts, accessories and equipments of all kinds, dyes, soaps, glycerine and textile specialities of every description; disinfectants, cleansing materials of every description, toilet requisites, all kinds of packing requisites all kinds of packing requisites.
2. To act as agents and brokers for sellers, buyers, exporters, importers, merchants, tradesmen, insurers and others and generally to undertake and carry out agency work and commission business.

*** * (B) MATTERS WHICH ARE NECESSARY FOR FURTHERENCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)**

3. To enter into contracts, agreements, foreign collaborations and agreements with any other company, firms, or person in any country in the world for carrying out by such other company, firm or person on behalf of the Company of the objects for which the Company is formed.
4. To carry on any other trading business, which, in the opinion of the Board of Directors of the Company, is capable of being advantageously or conveniently carried on by the Company in connection with or as ancillary to any of the Company's objects or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.
5. To buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, receptacles, substances, materials, articles, and things

necessary or convenient for carrying on any of the business or processes of the Company usually dealt in by persons engaged in the like business or processes.

6. To buy, sell, refine, manipulate, import, export and deal in substances, apparatus and things capable of being used in any business of the Company or required by any customers or persons having dealings with the Company.
7. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale and resell any goods from time to time belonging to the Company.
8. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertaking and generally of any assets, property or rights.
9. To carry on any business or branch of a business which this Company is authorised to carry on by means, or through the agency of any subsidiary company or companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
10. To appoint Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
11. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property and by rights or privileges which the Company may think necessary or stock-in-trade, and either to retain any property to be convenient for the purposes of its business and, in particular, any land, buildings, easements, machinery, plant and acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.
12. To build, construct, alter, improve, maintain, enlarge, pull down, remove or replace and to develop, work, manage, carry out or control any buildings, offices, mills, factories or works, shops, machineries, engines or any roadways, tramways, railways, branches or sidings, bridges, wells, reservoirs, watercourse, warehouse, electricworks, chawls, and other buildings, for housing work people and others, or other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to, subsidise or otherwise assist or take part in the construction, improvements, maintenance, development, working, management, carrying out or control thereof and to form with any other person or company in doing any of these things.
13. To let on lease or on hire-purchase system or to lend or otherwise dispose of any property belonging to the Company, and to finance the purchase of any article or articles, whether made by the Company or

not, by way of loans or by the purchase of any such articles or article, and the letting thereof on the hire-purchase system or otherwise howsoever.

14. To sell, lease, grant licenses, easements and other rights over and in any other manner deal with or dispose of, the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as the Company may think fit, and, in particular, for shares, debentures, or securities of any other company.
15. To acquire and undertake the whole or any part of the business, property, and liabilities of any person, firm or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessed of property suitable for the purpose of this Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit of the Company.
16. To amalgamate enter into any partnership or partially amalgamate with or acquire interest in the business of any other company, person or firm carrying on or engaged in, or about to carry on or engage in any business or transaction included in the objects of the Company, to enter into any arrangement for sharing profits, or for co-operation or for limiting competition or for mutual assistance, with any such person, firm or company.
17. To enter into partnership, or into any arrangement for sharing profits or losses, or for any union of interest, joint-adventure, reciprocal concession or co-operation with any person or persons, or company or companies carrying on, or engaged in or about to carry on, or engage in or being authorised to carry on, or engage in, any business or transaction which this Company is Authorised to carry on or engage in, or in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
18. To underwrite, acquire, take up and hold shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or in any foreign country; and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioner, public body, or authority, supreme, municipal, local or otherwise, whether in India or any foreign country.
19. To acquire any such shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof, and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
20. To remunerate any person or company for service rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in the Company's capital or any debentures, debenture-stock or other securities of the Company or in or about the formation or promotion

of the Company or the acquisition of property by the Company, or the conduct of its business.

21. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other company.
22. To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise of any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such Government authority person or company any rights, privileges, charters, contracts, licenses and concessions which the Company may think fit, desirable to obtain and to carry out, exercise and comply therewith.
23. To apply for, promote, and obtain any Act, charter, privilege, concession, license, authorisation, if any, government, state or municipal, provisional order or license or any authority for enabling the Company to carry any of its objects into effect, or for extending any of the powers of the Company, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interest.
24. To apply for purchase, or otherwise, acquire, and protect and renew in any part of the world any patents, patent rights, brevets, d'invention, trade marks, designs, licenses, concessions, and the like conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated, directly or indirectly to benefit the Company, to use, exercise, develop or grant licenses in respect of or otherwise, turn to account the property, rights, or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
25. To establish, provide, maintain and conduct, or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments, and tests of all kinds and to promote studies and research, both scientific and technical, investigations and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.

26. To make donations to such persons or institutions and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and, in particular, to remunerate any person or corporation introducing business to this Company, and also to subscribe, contribute, otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions, objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and convenience for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors in business or of persons having dealings with the Company or the dependents, relatives or connection of such persons and, in particular, friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses, either by way of annual payments or a lump sum, and to make payments towards insurance and to form and contribute to provident benefit funds and other welfare funds of or of such persons.
27. To refer, or agree to refer, any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the award.
28. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its capital, including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
29. To pay all preliminary expenses of any company promoted by the Company, or any company in which the Company is, or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
30. To pay for any rights or property acquired by the Company and to remunerate any person or company for services rendered or to be rendered in placing of shares in the Company's capital or any debentures, debenture-stock, or other securities of the Company, or in or about the formation or promotion of the Company, or the acquisition of property by the Company or the conduct of its business, whether by cash payment or by the allotment of shares, debentures, or other securities of the Company, credited as paid up in full or in part or otherwise.
31. To adopt such means of making known the business of the Company as may seem expedient, and, in particular, 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.

32. To lend and advance money or to give credit to such persons or companies and on such terms as may seem expedient and, in particular, to customers and others having dealing with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to give guarantees and indemnities.
33. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
34. To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and, in particular, by the issue of debentures, or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or company as the case may be.
35. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, and either gratuitous or otherwise.
36. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
37. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company for the time being.
38. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any person who are or were at any time in the employment or service 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 other company as aforesaid and the wives, widows families and dependents of any such persons and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of 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 to do any of the matters aforesaid, either alone or in conjunction with any other company as aforesaid.
39. Subject to the provisions of the Companies Act, 1956 to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company during the event of winding up.

40. To insure the whole or any part of the property of the Company, either fully or partially, to protect and indemnify the Company from liability or loss in any respect, either fully or partially, and also to insure and to protect and indemnify and part or portion thereof, either on mutual principle or otherwise.
41. To carry out in any part of the world all or any part of the Company's objects as principal agents, factor, trustee, contractor, or otherwise, either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, state, or government or colony or dependency thereof.
42. To exercise all or any of its corporate 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 dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such member of offices and agencies therein as may be convenient.
43. To procure the Company to be registered or recognised in any part of the world.
44. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in association with other corporate bodies, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers, or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.
45. To carry on the business of manufacturers of and dealers in chemical products of any nature and kind whatsoever and as wholesale and retail chemists and druggists analytical chemists, dry salters, oil and colour men, importers, exporters and manufacturers of and dealers in heavy chemicals, alkalies, acids, drugs, tannins essences, and pharmaceutical, photographic, sizing, medicinal, chemical, petrochemical industrial and other preparations and articles of any nature and kind whatsoever, waxes natural and synthetic, industrial solvents and pasting agents, extenders, rubber chemicals including vulcanisers, anti-oxidents, accelerators, reinforcing agents, carbon black silica, compounds, softeners, blowing agents and special chemical substances, cements, oil, paints, plasticizers, and extenders, pigments and varnishes, compounds, drugs, dyestuffs, organic or mineral intermediates, makers of and dealers in proprietary articles of all kinds and of electrical, mechanical, photographic surgical and scientific apparatus and materials.
46. To manufacture, refine, manipulate, import, export and deal in salts and marine minerals and their derivatives, by-products and compounds of any nature and kind whatsoever.
47. To carry on the business of manufacturers and dealers of all kinds of

plastics 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 polyesters, polycarbonates and polythers and epoxy resins and compositions, silicon resins and compositions, P-F, U-F and other thermo-setting resins and moulding compositions, nylons, rilsan, and similar thermoplastic moulding compositions, including prefabricated sections and shapes, cellulose plastics and other thermosetting and thermoplastic materials (of synthetic or natural origin) oxygen, nitrogen, hydrogen, halogens, hydrocarbon gases, including ethylene and acetylene, propylene, butanes and gualogues and allied types re-agents, agricultural chemicals, insecticides, fumigants, weedicides, pesticides, colouring materials, pigments, and lakes, paints, varnishes, lacquers, finishers dyes, toners, rubber chemicals, plastic 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.

48. 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.
49. To manufacture, deal in or process styrene, butadiene, ethylene, alcohol, petroleum fractions and other chemical substances of all kinds, to manufacture compounds, synthetics and other substances, basic, intermediate or otherwise from chemical substances of all kinds.
50. To carry on business as manufacturers of and dealers in the compounds, adhesives, fillers, derivatives, intermediates and bye-products of all or any of the foregoing.
51. To carry on business as manufacturers of chemicals, distillers, oil refiners, dye makers, gas makers, and products made thereof metallurgists, engineers, ship owners and charters and carries by land, sea and air, wharfingers, warehousemen, 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.
52. 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 of agricultural, fruit-growing or other purposes or as remedies for men or animal and vegetable life and whether produced from vegetable or animal matter or by any chemical, biological or synthetic process.
53. To buy, sell, import, manufacture, manipulate, treat, prepare and deal in shares, securities, debentures, bullion, seeds, cotton and all other merchandise, commodities, goods and articles of all kinds and generally

to carry on business as merchants, importers and exporters in India and/or elsewhere in the world, forward and/or ready.

54. 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, seed and other produce of the soil, and to prepare, manufacture and render the same marketable, and to buy, sell, trade and deal in any such produce either in its prepared, manufactured or raw state, and to manufacture and sell tea shocks, 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, and to carry on any business connected with any of the above purposes or convenient to be carried on therewith.
55. 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, winnowners and buyers of every kind of fruits, dried or otherwise, vegetables, flowers, mineral or other produce of the soil, to prepare, manufacture and render marketable any such produce and to sell, dispose of and deal in any such produce, either in its prepared, manufactured or raw state and either by wholesale or retail.
56. To acquire, produce by cultivation, manufacture, treat, buy, sell, hypothecate or otherwise deal in and dispose of any commercial article.
- * 57. To carry on and undertake the business of Leasing and Hire Purchase Financing in all types of Movable and Immovable Industrial and Commercial Properties, including Plant and Machinery, Land and Buildings, Vehicles, Ships, Aircrafts, Patents, Trademarks, Inventions, Office Equipments and to lease, sub-lease and deal with them including sale and resale thereof. To arrange or syndicate leasing, hire purchase business and to raise.
- * 58. To carry on and undertake the business of all types of Bill Discounting, re-discounting, factoring of any Company, Firm, Sole Trader, Individual, with or without Securities to such person / party and on such terms and conditions as may be expedient, and also to act as broker, manager, factor for activities pertaining to bills discounting; and a discount and acceptance house, to arrange acceptance or co-acceptance of bills and to hold, place, keep, receive or otherwise Inter Corporate Deposits with/ from various Companies and also to act as broker, manager for activities pertaining to Inter Corporate Deposits and Loans.
- * 59. To carry on the business as a Stock Broker and to undertake the business of trading in all forms of securities, stocks, shares, debentures, country funds, yield bonds.
60. 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

* Inserted pursuant to the Order of Company Law Board dated 2nd September, 1994.

flavouring substances, photographic developers, plastic fertilizers, chemical carbide etc. sell and deal in iron, coal ironstone, brickearth, mica, lead.

61. To prospect, search for, get, work, raise, make merchantable, tin, copper, graphites, asbestos and other metals and minerals and substances and to manufacture and sell fuel and other products.
62. To buy, sell, manufacture and deal in minerals, plants, machinery, implements, conveniences, provisions and things capable of being used in connection with metallurgical operations and to carry on any other industry, trade or business whether manufacturing commercial or otherwise and as general merchants, contractors, agents, guarantors, insurers, exporters, factors, warehousemen, transporters, smelters, engineers, lime burners and cement manufacturers, etc.
63. To carry on any business relating to the winning and working of minerals, the production and working of metals, coal bricks, clay, limestone and other substances and the production, manufacture and preparation of any other materials and either for the purposes only of such contracts of as an 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.
64. To acquire, establish, promote and run or otherwise manage or carry on any industry, trade and business which the Directors may from time to time consider desirable, in India and/or elsewhere in the world and generally to be business in all aspects of manufacturers, industrialists and financiers and to do all such things as are usual or necessary in relation to or in connection with such industry and business.
65. To carry on, acquire and/or take over business of and/or act as managing agents, selling agents, purchasing agents, forwarding agents, sub-agents of any kind or description or as producers, buyers, sellers, distributors or suppliers for and to any Government, Indian State or any other public authority or officer and any other person, firm, corporate or incorporate body and/or association of persons and/or to do business in any produce, goods, commodity, merchandise, article or things and to do any other business, which may be usefully carried on, in connection with such business or is necessary or usual in connection with the business of acting as agents or as producers, buyers, sellers, distributors or suppliers for any produce, commodity, merchandise, article or thing and for that purpose to enter into necessary agreements, deeds and arrangements.
- * 66. To carry on and undertake the business of Foreign Exchange Transactions as agent, broker, manager, dealer and to engage in cross border trading as permitted by applicable laws in India and other countries from time to time; also to engage in the business of forward contracts in financial futures, currency futures, commodity fitness, options, swap options and all other financial derivatives/mechanisms.

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67. To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market, and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, substances, stores, hardware, and other materials.
68. To act as commission agents for the purpose of sale or purchase of any merchandise and produce.
69. To acquire or construct, work, maintain, alter, use, deal with and to sell, let or dispose of any mills factories, or works, and/or any interest therein.
70. To form, constitute and promote or join in promoting companies, syndicates, associates and undertaking of all kinds.
71. To carry on the business of manufacturing, distilling, compounding, acquiring, buying, selling, importing, exporting, and dealing in all manners whatsoever in surgical supplies, pharmaceutical supplies, industrial adhesives, disinfectants, sprays, cosmetics, and all other similar products, perfumes and essences, soaps, salves, ointments, powders, toilet preparation and similar articles, gases, drugs, medicines, plaster of paris, gypsum, plasters, fertilizers, acids, food, stuffs, oils, icing glass, colours, glues, gums, pigments, varnishes, compositions, dyes, brushes, toilet requisites, perfumes, proprietary articles, laboratory re-agents, and chemicals, photographic, electrical, laboratory and scientific furniture, equipment, apparatus and materials.
72. To carry on the business as manufacturers and repairers of, and dealers in, automotive ring gears and pinion sets, transmission gears and complete differentials and transmission components thereof and all parts and equipments accessory thereto and all other materials, equipment, apparatus and stores used therewith or in relation thereto.
73. To carry on business as manufacturers and repairers of and dealers in motor cars, lorries, bicycles, omni buses, coaches, caravans, ambulances, motor cycles and side cars, motor bicycles, tricycles, fans, wagons and vehicles of all kinds, airplanes, seaplanes, flying boats, airships, and other aircraft, motor boats, motor ships and vessels and accessories of all kinds; and of and in railway and tramway locomotives, carriages, trucks, and other vehicles.
74. To design, manufacture, assemble, repair, contract for, buy, sell, let out on hire and generally deal in automobiles of all types and all other motors and engines, agricultural tractors, and implements, and other machinery, boats, magnetos, plant, planes, propellers, air, steam, gas water and other gauges, indicators, governors, injectors, high and low pressure and other valves, wheels, carburettors, sparking plugs, clutches, coaks, unions, chucks, stocks, dies, springs, ramp, screws, pistons, chains, stay-rods, wires, fans, forges, bolts, nuts, washers, studs, drillpins, rivets, hinges, nails, spikes, variable and other gears, buffers, stops, metal, timber, canes, asbestos, canvas, and other fabrics, linen, radiators, pulleys, belts and belt fasteners, canopies, hoods, wind and other screens and shields, pumps, bulbs, glass and mirrors, bumpers, number plates, horns, batteries, radiators, mascots, luggage carriers, sub-parts, picnic cases, tools, silencers, petrol tanks, chassis,

mates and rugs, spoke, cranks, cases, and gear boxes, commodities, wares, petrol and other fuel, accessories, appliances, and tools of every description, whether for use in connection with automobiles, aeronautics, shipping, ammunitions of war, engineering or otherwise howsoever; and all kinds of straight, bent, woven, fortified, screwed and other wire work, and all other allied goods, materials, parts, utensils, compounds and accessories or requirements.

75. To carry on business as ironmasters, iron founders, iron-workers, steel-makers, blast furnace proprietors, brass founders, and metal makers, refiners and workers generally, shipbuilders and shipwrights, dock and wharf proprietors, colliery proprietors or importers and workers, sand-blast workers, oil fuel engineers constructional engineers, marine engineers, civil engineers, consulting engineers, millwrights, whellwrights, cement and asbestos manufacturers, wood workers manufacturing chemists, quarry owners, brick and tile manufacturers, galvanisers machinists, japanners, annealers, welders, elctro and chromium storage contracts, and oil merchants, and contractors generally.
76. To carry on the business of consulting and contracting engineers, designers, constructors, and manufacturers of industrial air-conditioning plants and equipments and to carry on the business of consulting engineers, mechanical engineers and manufacturers of machinery, tool makers, metal workers, machinists, iron and steel converters, smiths, wood workers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas makers, farmers, printers, carriers and merchants and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling stock, and hard-ware of all kinds.
77. To grow, handle, deal in, buy and sell trees, shrubs, herbs and other plants and roots and other parts thereof, of any nature whatsoever; to own land or otherwise hold, buy and sell and deal in land suitable for growing shrubs, herbs, and other plants and roots thereof any nature whatsoever; to own or otherwise hold, buy and sell lands, buildings, elevators, tanks and mills suitable for storing, handling, dealing in, milling and utilising in any manner whatsoever shrubs, herbs, and other plants and roots thereof of any nature whatsoever and other similar products.
78. To carry on business of Travel Agency and to act as a tourist agent and contractor and to facilitate travellings, and to provide for tourists and travellers, or promote the provision of conveniences of all kinds.
79. To carry on the business of stationers, printers, publishers, lithographers, offset printers, stereotypers, electrotipers, photographic printers, engravers, diesinkers, envelope manufacturers, book binders, account book makers, machine rulers, numerical printers, box makers, paper bag and account book makers, cardboard, packages and containers manufacturers, type founders, photographers, manufacturers of and dealers in playing, visiting, railway, festive complimentary and fancy cards and valentines, dealers in parchment, dealers in stamps, agents for the payment of stamp and other duties, advertising agents, managers of newspapers, magazines, books, publications and other

library or artists works and undertaking, designers, commercial artists, draughtsmen, ink manufacturers, book sellers, engineers, cabinet makers and dealers in or manufacturers of any other articles or things of character similar or analogous to the foregoing or any of them, or connected therewith.

80. To carry on the business as timber merchants, saw mill proprietors, furnishers, and buy, sell, grow, prepare for market, manipulate, import, export, and deal in timber of all kinds and to manufacture and deal in articles furniture of all kinds.
81. To plant, grow, cultivate, produce and raise sugarcane of all kinds and varieties, sugar-beets, maize and other plants, trees and crops and natural products of any kind any other agricultural crops and to buy, sell, export, import, distribute or otherwise deal in all or any of the above plants, trees, crops, natural products and agricultural crops, to produce, grow, process, export, import, buy, sell or otherwise deal in food crops and commercial-crops of all kinds, all varieties of garden seeds, farm seed or seeds of all kinds and fodder of all varieties or any kind of products or by-products therefrom.
82. To carry on business of husbandry, gardening, nursery, seeds, dairy-farming, sheep-farming, poultry-farming, bee-keeping, pig-farming and breeding in plants and live-stock of all kinds and of producing, supplying and dealing in animal products, such as milk, butter, ghee, casein and cheese etc.
83. To carry on the business of manufacturers of and dealers in cosmetics, lotions, depilatores, creams, powders and like goods.
84. To acquire by lease, grant, assignment, transfer or otherwise any grants or concessions of any coal or mineral lands, mines, contracts, works and premises, from any person or persons, firm, syndicate or corporation, Government or municipality in India, and to perform and fulfil the conditions thereof and to crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate and prepare for market, ore, metal, and mineral substances of all kinds, and to carry on any other metallurgical operations which may seem conducive to any of the objects of the Company.
85. To sink shafts, and well, lay down pipes, open out quarries, construct, purchase, lease or otherwise acquire any railway or tramway in or through the Company's lands or in the vicinity thereof or to enter into (either alone or jointly with others and either with or without the concurrences of owners or other persons interested in lands adjacent to or in the vicinity of the Company's lands) any contracts, engagements, or arrangements, with any railway company or persons regarding any line or branch line of railway or tramway which may at any time be constructed so as to extend to the Company's land or any places in the vicinity thereof.
86. Save as otherwise provided in the Companies Act, 1956 or any other law for the time being in force to subscribe for, contribute to or otherwise to assist or to guarantee money to charitable, benevolent, religious,

scientific, national, public, political or any other institutions objects or purposes or for any exhibition.

87. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, 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 the Directors consider it likely to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural areas under Section 35CC of the Income Tax Act, 1961 or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion in order to implement any of the above-mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institutions or Trusts or Funds or Organisation (s) or as Person (s) the Directors may approve.
88. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider 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 as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers, etc. or for organising 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 institution, fund, trust, etc., having any one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner and the Directors may at their discretion in order to implement any of the above-mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institutions or Trusts or Funds or Organisation(s) or Person(s) as the Directors may approve.

And it is hereby declared that:

- (i) 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.

(ii) The word "Company" (save when used with reference to this Company) in this Memorandum shall be deemed to include any partnership or other body or association of persons whether incorporated or not and whenever domiciled.

(iii) The objects set forth in each of the several clauses of paragraph III hereof shall have the widest possible construction and shall extend to any part of the World.

(iv) Subject to the provisions of the Companies Act, 1956, the objects set forth in any clause of sub-paragraphs (C) above shall be independent and shall be in no wise limited or restricted by reference to or reference from the terms 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).

(v) Nothing in this paragraph shall authorise the Company to do any business which may fall within the purview of the Banking Regulations Act, 1949, or the Insurance Act, 1938.

* 89. To carry on and undertake and promote industrial financing by way of venture capital, loans, advances, deposits or lend money, securities and properties to or with any Company, body corporate, firm, person, or association whether falling under same management or otherwise with or without security and on such terms and conditions as may be determined from time to time and to deal.

* 90. To act as broker, manager, agent, in all kinds (whether Indian or Foreign) of Financial Instruments, Securities like Commercial Paper, Bills of Exchange, Promissory note, Bonds, Euro Commercial Paper, Euro Issues :- Global Depository Receipts, Foreign Currency Convertible Bonds, Bonds with warrants, Revolving underwriting facility etc.

* 91. To carry on and undertake the business of underwriting, sub-underwriting and act as commission agents, brokers, sub-brokers for all securities in primary, secondary markets and to act as agents, managers for rendering portfolio management services and also as investment advisor, to carry on and undertake the business of Merchant Banking, Issue House, Registrars and Share/Debenture Transfer Agents and to carry out all activities as may be permitted to Merchant Bankers by securities and Exchange Board of India and for any other authorities as the case may be.

* Inserted pursuant to the Order of Company Law Board dated 2nd September, 1994.

- * * IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- * * V. The Authorised Share Capital of the Company is Rs. 6,40,00,000 (Rupees Six Crore and Forty Lakh Only) divided into 64,00,000 (Sixty Four Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) each.

We the several persons, whose names and addresses 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 set opposite our respective names.

Name, address, description and occupation of each subscriber and his signature	Number of equity shares taken by each subscriber	Name, address, description and occupation of each witness and his signature
1. LAXMINIVAS RAMDAYAL DHOOT Cosmopolis, 21 L.D. Ruparel Marg, BOMBAY 400 006. Son of Ramdayal Dhoot Businessman	1 (One) Equity	
2. RAJGOPAL RAMDAYAL DHOOT 4B IL Palazzo, Little Gibbs Road, BOMBAY 400 006. Son of Ramdayal Dhoot Businessman	1 (One) Equity	KAMAL KISHOR SETH Ruxmani Villa, 7th Road, Santaxruz (East) Bombay-400 055. Son of Parshuran C. Seth Chartered Account
	2 (Two) Equity	

Dated this 5th day of October 1978

* * Altered vide Special Resolution passed at the Extra Ordinary General Meeting of the Company held on Friday 22nd December, 2017