

Memorandum
and
Articles of Association
of
KALYANI COMMERCIALS LIMITED



फॉर्म नं० आई० फार०
Form I. R.
निगमन का प्रमाण-पत्र
Certificate of Incorporation

सं०..... 21453 राज्य 1907
No..... 21453 of 19 85-89

मैं एतद् द्वारा प्रमाणित करता हूँ कि आज कल्याणी कॉमर्शियल लिमिटेड

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन नियमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that KALYANI COMMERCIALS LIMITED

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

मेरे हस्ताक्षर से आज ता० 17 अक्टूबर, 1907 को दिया गया।

Given under my hand at NEW DELHI this EIGHTH day of JULY One thousand nine hundred and EIGHTY FIVE



Suresh Behra
1 एस.बी. मट्टर 1
कम्पनी रजिस्ट्रार
S.B. MATHER
Registrar of Companies
DELHI & HARYANA



प्रमाणित प्रतिनिधि

Ramdh
24/5/13

उप/सहायक कम्पनी रजिस्ट्रार
नॉ० १० क्षेत्र दिल्ली एवं हरियाणा

For KALYANI COMMERCIALS LTD.

* *S* → DIRECTOR



COMPANY NO. 21453

Certificate for Commencement of Business

व्यापार प्रारंभ करने का प्रमाण-पत्र

Pursuant to section 149 (3) of the Companies Act, 1956

कम्पनी अधिनियम १९५६ की धारा १४९ (३) के अनुसार मैं

I hereby certify that the... **KALYANI COMMERCIALS LIMITED**

मैं एतद द्वारा प्रमाणित करता हूँ कि

कल्याणी कॉमर्शियल लिमिटेड

which was incorporated under the Companies Act, 1956 on
जो कि कम्पनी अधिनियम, १९५६ के अन्तर्गत पंजीकृत की गई थी दिनांक **17 AUGUST, 1957**
the **EIGHTH** day of **JULY** 19 **55**

and which has filed a duly verified declaration in the
और जिस ने कि यथावत् निर्धारित प्रपत्र में सत्यापित घोषणा पत्र प्रस्तुत
prescribed from that the conditions of section ~~149 (2) (a) to (c)~~
कर दिया है कि उस ने धारा ~~149 (2) (a) to (c)~~/१४९ (२) (क) से (ग)
149 (2) (a) to (c) of the said Act, have been complied with, is entitled
को सभी शर्तों का अनुपालन कर दिया है, अतः व्यापार प्रारंभ करने का
to commence business.

अधिकारी है।

Given under my hand at **NEW DELHI**

मेरे हस्ताक्षर से आज दिनांक **31 AUGUST, 1957**
this **TWENTY SECOND** day of **JULY**

One thousand nine hundred and **EIGHTY FIVE**
को जारी किया गया।



Inwendi Behan
(S.B. MATHE)
Registrar of Companies
कम्पनी रजिस्ट्रार
दिल्ली एवं हरियाणा

ofc dha
25/7/85



सहायक रजिस्ट्रार

For KALYANI COMMERCIALS LTD.

Ram M
24/5/85

S-7
DIRECTOR

Sub उप/सहायक कम्पनी रजिस्ट्रार
17/5/85 धा ११० क्षेत्र दिल्ली एवं हरियाणा

(THE COMPANIES ACT, 1956)
(PUBLIC COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
KALYANI COMMERCIALS LIMITED

- I. The Name of the Company is **KALYANI COMMERCIALS LIMITED**.
- II. The Registered Office of the Company will be situated in the Union Territory of Delhi.
- III. The objects for which the Company is established are: -
 - A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -
 1. To carry on the business of buying, selling, dealing and servicing of automobiles, motorcars, lorries, buses, vans, motorcycles, cycle-cars, motor, scooters carriages and vehicles of all descriptions, whether propelled or assisted by means of petrol, diesel, spirit, steam, gas and other components and spare-part of such vehicles.
 2. To sale, purchase, buy, sell, import, export and deal in any generally trade in new and used automobiles, two wheelers, three wheelers, cars, heavy vehicles, spare parts and accessories and to act as garage owners and to carry on the business of manufacturing, trading, import, export of all kinds of auto spares and auto accessories and appliances components high security registration plates & related material & components with or without joint venture/ collaboration with any Indian or Foreign party and to manufacture, generate, produce, modify, sell, import, export, dispose off and deal in scrape of automobile or related industry and recycle them.
 3. To carry on the business of manufacturing, buying, selling, sub-contracting, exchanging, hiring, altering, importing, exporting, improving, assembling, distributing, servicing, repairing, and dealing in as original equipment's, manufactures as also on a jobbing industry basis and in any other capacity all and every kind of machinery with component parts, auto electrical parts, auto lights, auto accessories auto points, button, wiring sets switchers, beams, automobile and vehicle lamps, linear halogen locomotive, head light lamps, fabricated and machine parts assembly and sub-assembly for auto electric parts, replacement parts, spare parts, accessories, tools, implements and fitting of all kinds inclusive of all types of axlas and all relevant axie assembly component parts and accessories, propeller, shafts and universal joint, ornamentation and decorative parts for motors, vehicles, trucks, tractors, motor lorries, motor cycles, motor, cycle, car, cycle, scooters, buses, omni buses, locomotives, tanks..
 4. To carry on the business of purchase and sale of petroleum products, to act as dealer and distributors for petroleum companies, to run service stations for the repair and servicing of automobiles and to manufacture or deal in fuel oil, cutting oil and greases. To carry on the business of manufacturing, buying, selling, distributing, supplying, dealing, importing, exporting, design-in, fabricating, installing, erecting, commissioning, servicing, letting on hire and repairing, deal in fuel oils, lubricants oil, cutting oil and greases of petroleum products, gas cylinder, pressure and cylinder valves, heat exchangers, boilers, storage system, compressors, cutting and welding machines, LPG tanks, installation of pipe line for distribution the C.N.G. or petroleum products any other gas/liquid for domestic, commercial and industrial use and distribution through lorries and wagons, vessels, dies, punches.

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS STATED IN CLAUSE (A) ABOVE: -

1. To purchase and otherwise acquire, own, import, sell, export and deal in all materials, substances, appliances, machines, containers, and such articles and apparatus and things capable of being used in any of the aforesaid business and to own, lease and otherwise acquire and use facilities of whatever kind as may be convenient or useful or conducive to the effective working of the said business or any part thereof.
2. To acquire, build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches of siding, bridges, reservoirs, water courses, wharves, electric works and other works and conveniences which may seem necessary to achieve the main objects of the company and to join with any other person or company in doing any of these things.
3. To buy, sell, manufacture, repair, alter, improve, exchange, let out on hire, import, export and deal in all factories, works, plants, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this company is competent to carry on and to manufacture, experiment with render marketable and deal in all products residual and by-products incidental to or obtained in any of the business carried on by the Company.
4. To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire any estate or interest whatsoever and to hold, develop, work, cultivate, deal with and turn to account concessions, grants, decrees, licenses, privileges, claims, options leases, property, real or personal or right or powers of any kinds which may appear to be necessary or convenient for any business of the Company.
5. To pay for preliminary and pre-incorporation expenses of the Company.
6. Subject to the approval of shareholders under Section 293 of the Act, to sell, exchange, mortgage, let on lease royalty or tribute, grants licences, easements, options and other rights over and in other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effects of the company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid up or securities of any other company having objects whole or in part similar to those of the Company or as may be approved by the shareholders.
7. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full or in part or otherwise.

8. To guarantee the performance of any contract or obligations of and the payment of money or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly further the objects of the Company.

9. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or of any persons whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the purpose of the Company.

10. To subscribe for, underwrite, acquire, hold and sell shares, share-stocks, debentures, debenture-stocks, bonds, mortgages, obligations, securities of any kind issued or guaranteed by any company (body corporate undertaking) of whatever nature and whatsoever constituted or carrying on the business and to subscribe for, underwrite, acquire, hold and sell shares, debentures and debenture-stocks and debenture-bonds, mortgages, obligations and other securities issued or guaranteed by any Government, sovereign ruler, commissioners, trust, municipal, local or other authority or body of whatever nature, whether in India or elsewhere as may be conducive to the main business of the Company.

11. To invest other than in Company's own shares any money of the Company not immediately required, in any investments, movable or immovable as may be thought proper and to hold, sell or otherwise deal with investment shares or stock in the company as may be necessary for the purpose of the Company.

12. Subject to Sections 58A, 292 and 293 of the Act, and the regulations made thereunder and the directions issued by Reserve Bank of India, to receive money on deposit or loan and borrow to 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 on the mortgage, charge or lien upon all or any or the property or assets of the Company (both present or future) including its uncalled capital and also by 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.

13. To draw, make, accept, endorse, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and other negotiable or transferable instruments or securities.

14. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets d'inventions, trademarks, designs, licences, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information is to any invention, process or privileges 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 and to use, exercise, develop or grant licences or privileges in respect of or otherwise turn to account the property, rights and information so acquired and to carry on any business in any way connected therewith.

15. To spend money in experimenting upon and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes, or information of the Company or which the Company may acquire or propose to acquire.

16. To do all or any of the *above* things either as principals agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.

17. To acquire and undertake all, or any part of the business property and liabilities of any person or company carrying on or proposing to carry on any business which this Company is authorised to carry on or possessed of property, suitable for the main purpose of the Company.

18. To procure the registration or recognition of the company in or under the laws of any place outside India.

19. To form, incorporate or promote any company or companies whether in India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or controls, management or development of the Company of any other Object which in the opinion of the Company could or might directly or indirectly assist and companies in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any of such promotion or *incorporation* and to remunerate any person or company *in* any manner it shall think fit, for service rendered in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion of any other such company in which the Company may have an interest.

20. Subject to the provisions of Sections 391 to 394 of the Companies Act, 1956, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal with any person or persons or company or companies carrying on or engaged in any business which the Company is authorised to carry on.

21. To enter into any arrangements and take all necessary or proper steps with Governments or with other authorities supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the company or furthering the interests of the members and to oppose any such steps taken by any other company, firm or person which may be considered likely, directly or indirectly to prejudice the interest of the Company or its members and to assist the promotion whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from any such Government Authority and company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions with the company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concession.

22. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and

exhibition of work of art or interest, by publication of books and periodicals and by granting prizes, rewards and donation.

23. (a) To undertake and execute any trust the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the company in any person or Company on behalf of or for the benefit of the company and with or without any declared trust in favour of the Company.

(b) To accept gifts including by way of awards/prizes from Govt. and semi-Govt. bodies and to give gifts and donations to create trusts for the welfare of employees, members, directors and/or their dependents, heirs and children and for deserving objects for and other persons.

24. To apply the assets of the Company in any way in or towards the establishment maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade, including any association, institution or fund for the interests of masters, owners and employers against loss by bad debt, strike, combinations, fire, accident or otherwise or for the benefit of any clerk, workman or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, refractories dinning and recreation rooms, churches, chapals, schools, and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose whatsoever.

25. To aid pecuniarily or otherwise, any association, body or movement having for an object the solution or settlement of industrial or labour problems or troubles or the promotion of industry or trade.

26. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition subject to the provisions of Sections 293A of the Act.

27. Subject to the provisions of the Gift Tax Act, 1951, and the Statutory amendments thereof, the Company has power to make and receive gifts either in cash or other movable or immovable properties.

28. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefits of and give, 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 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 as aforesaid and the wives, widows, families and dependents of any such persons and also establish and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest 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 persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

29. To distribute among the members in specie or otherwise any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of its winding up but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

30. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

C. OTHER OBJECTS :-

1. To carry on in any mode, the business of store-keepers in all its branches and in particular to buy, sell and deal in goods, stores, consumable articles, chattels and effects of all kinds, both wholesale or retail.
2. To carry on business as importers and exporters of goods or merchandise of any description or to act as shippers, underwriters, commission agents, advertising agents, travelling agents, transport agents, forwarding and clearing agents, brokers, estate agents, hardware merchants.
3. To carry on the business of manufacturers of and dealers of automobile parts, accessories, ancillaries, stores and spares and to engineer, develop, design, assemble, manufacture, produce, import, and export, buy, sell and otherwise deal in Tractors, Cars, Motorbikes, Cycles, Mopeds, petroleum and petroleum products, glass and glass products, industrial, mining, agricultural and such other machines and all types of tools, plants, equipments, instruments, appliances and hardware of all kinds, general fitting, accessories and appliances of all description made of metal, alloy, glass, synthetic and such other fibres, chemical and PVC compounds, plastics or any other such material.
4. To carry on the business of electrical engineers, electricians, engineers, contractors, manufacturers, suppliers and dealers in electrical and other appliances, cables, wire-lines, drycells, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity for the purpose of light, heat, motive power and for all other purposes for which electrical energy can be employed and to manufacture, and deal in all apparatuses and things required for or capable of being used in connection with the generation, distribution, supply, accumulate on and employment of electricity, including in the term electricity, all power that may be directly or indirectly derived therefrom or may be incidentally hereinafter discovered in dealing with electricity.
5. To manufacture and/or produce and/or otherwise engage in the manufacture or production of or dealing in electrical kilowatt hour meters, magnets, electromagnets, power cables, industrial jewels, ammeters, voltmeters and such other types or measure instruments, electrical or non-electrical, die-castings, screws, nuts, and bolts, transformers of all types, circuit-breakers, punched card machines, computers and calculators and their accessories, hoists, elevators, trolleys and coaches, winches, power generators, magnetic separators, winders, air compressors, welders, fans of all types, switches and motors of all types, drills, electric grinders, air-conditioners, refrigerators, washing machines, television and wireless apparatus including radio receivers and transmitters, electronic instruments, videos, transistors, and allied items watches and clocks, cameras and any house-hold appliances and any equipment used in the generator, transmission and receiving of sound, light and electrical impulses, and component, of parts thereof.
6. To carry on the business of mechanical engineers, machinists, fitters, mill-wrights, founders, wire drawers, tube metallurgist, saddlers, galvanizers, japanners, annealers, enamellers, electroplaters and painters.
7. To carry on a general business of providing comparative information about the characteristics, interest or such other attributes of individuals, communities, organisations, countries or such other social units and of any articles of commodities or

economic trends or persons whatsoever, to design, invest, prepare, own, make and on lease sell, or otherwise dispose of and generally to deal in and with computers, data processing machines, tapes, cards, memory equipment or any other equipment and materials of every kind and description useful in connection with this business, to licence or otherwise authorise others to engage in the foregoing and to engage in general research and development in areas related to involving the foregoing.

8. To take on lease, acquire, develop, deal in plantations and to process in all aspects, timber woods, plywood and all kinds of wood and to make products where in wood is a constituent part and to design, develop, fabricate any products involving the use of wood.

9. To produce, manufacture, use, or otherwise acquire, sell, distribute, deal in and dispose of alkalies and acids, gases, compounds, fertilizers, chemical and chemical products of every nature and description and compounds, intermediates, derivatives and by-products thereof and products to be made therefrom (hereinafter for convenience referred to generally as, chemicals and products) including specifically, but without limiting the generality of the foregoing, calcium carbide, calcium cyanamide, vat, solubilised vat, azoic salts, naphthols, all types of floatation reagents, wetting agents, insecticides and fumigants, plastics and resins, dyestuffs, explosives, catalytic agents, foods, direct colours, basic and rapid fast colours, pigments, drugs, biologicals, pharmaceuticals, serums, vitamin products, hormones, sutures, ligatures, drugs for disease or disabilities, in men or animals, and products derived from phosphate mines, limestones, quarries, bauxite-mines, petroleum, natural gas and such other natural deposits useful or suitable in the manufacture of chemicals and chemical products as herein-above defined.

10. To manufacture, produce, refine, prepare, store, sell and generally to trade and deal in petroleum and all kinds of mineral oils, all products and by-products thereof including wax, paraffin, soap, paint, varnish, lubricants, illuminants and butter substitutes, oil cloth, candles, glycerene, stearing and in connection therewith to acquire, construct, repair, operate and use oil and such other refineries buildings, mills, factories, oil wells, derricks, distilleries, ghanies, rotaries, expellers, mechanical or hydraulic press.

11. To carry on the business of manufactures and dealers, importers and exporters of natural and synthetic resins, moulding powders, adhesives and cements, oil paints, distempers, cellur paints, colours, varnishes, enamels, gold and silver leaf enamels, spirits, tobacco, cigars, snuff, soap, cosmetics, perfumes, medicines, drugs, dyes, fats, waxes, hides, skins and leather and such other allied articles.

12. To carry on development and research work and to manufacture, calcine process, import, export, buy, sell and deal in petroleum, coke, calcined, coke and coaltar, anthracite coal and to draw out, manufacture and deal in coaltar, canlion products and other by-products as may be possible and to utilise waste gases for industrial uses and purposes.

13. To engineer; develop, design, assemble, manufacture, produce, import, export, buy, sell, operate, run, let on hire and otherwise deal in:

- a) all kinds of earthmoving and agricultural machines, petrol and diesel engines, tools, plants, tractors, equipments, spares, appliances implements, accessories, mobile or otherwise;
- b) heavy vehicle and machines for agricultural and land reclamation, drainage,

irrigation, waterworks, engineering, forest clearing, pumping and other purposes;

- c) spraying machines, vehicles and equipments whether mobile or otherwise;
- d) mobile workshops and garage equipments for repair and service machinery;
- e) tubewells, pumps, floating or otherwise, motors and irrigation machinery;
- f) transportation equipments for movements of its products or stores, machines of personnel and as general purpose freight carriers.

14. To undertake the business of distribution and application of chemicals, fertilizers and pesticides, aerial or otherwise and to maintain and run vehicles, aeroplanes and equipments for spraying and to run the said vehicles and aeroplanes for hire and as passenger carrying crafts also.

15. a) To construct a cinematograph theatre and other building and works and conveniences, for the purpose said thereof and to manage, maintain and carry on the said theatre and to let out other buildings when so erected or constructed.

b) To carry on the business of proprietors and managers of theatres (cinemas, picture places and concert hall) and to provide for the production, representation and performance (whether by mechanical means or otherwise) of operas, stage plays, operatus, burlesques; vaudevilles, revues, ballets, pantomimes, spectacular pieces, promenade, and other concerts, and other musical and dramatic performances and entertainments.

c) To carry on the business of restaurant keepers, wine and spirit merchants, licensed victualiers, theatrical agents, box office keepers, dramatic and musical literature, publisher and printers.

d) To manufacture films and other appliances and machines in connection with mechanical reproduction or transmission of pictures, movements, music and sounds and to organise and conduct theatrical production and entertainment of all kinds.

e) To enter into agreements with author or such other person, for the dramatic or other rights of operas, plays, films, operatus, burlesques, vaudevilles, revues, ballet, pantomimes, spectacular pieces, musical compositions and other dramatic and musical performances and entertainments or for the representation thereof in India and elsewhere, as well as of foreign rights and to enter into agreements of all kinds with artists and other persons.

16. To carry on business as tourist's agents and contractors and to facilitate travelling and to provide for tourists and travellers and promote the provision of conveniences of all kinds in the way of through tickets, circular tickets, sleeping cars or berths, reserved places, hotel and lodging accommodation, guides, safe deposits, inquiry bureaus, libraries, lavatories, reading room, baggage transport and otherwise.

17. To carry on business of hotel, cafe, restaurant, tavern, beer house, restaurant room, boarding and lodging house keepers, licensed victuallers, wine beer and spirit merchants, maltsters, manufacturers of aerated mineral and artificial waters and other drinks, surveyors, caterers for public amusements, generally coach, cab, carriage and motorcar proprietors; livery stable and garrage-keepers, importers and brokers of food,

live and dead stock, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries; reading, writing and newspaper rooms, libraries, grounds and places of amusements and recreation, sports, entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railways road, air and shipping companies and carriers, theatrical and opera-box office proprietors and general agents and to provide services and facilities of all kinds on commercial basis that may be required for the tourist and entertainment industry.

18. To promote establish, acquire and run or otherwise carry on the business of any plastic or rubber industry or business of manufacture of materials for use in such industries or business such as wax, paper, bakelite, plywood, celluloid products, chemicals of all sorts and such other articles or things and similar or allied products, or process, and to sell, purchase or manufacture and to do all things as are in usual or necessary in relation to or in connection with such business, or industry or manufacture.

19. To carry on business of processors, combbers, spinners, weavers, knitters, manufacturers, dyers, bleachers, finishers, laminators, balers and pressers of any fibrous or textile material whether an agricultural or animal or national products or its by-products or chemical or synthetic fibre and more specially jute, hemp, silk, cotton, wool, mesta, nylon, terene, terylene, staple fibre or other synthetic fibre and to manufacture and produce from such raw material or textile material and to carry on the business of buyers, sellers and dealers of all such raw or processed or semi-processed material and to transact all manufacturing, cutting and preparing, process and mercantile business that may be beneficial to the said business.

20. To carry on all or any of the business of transport, cartage and haulage contractors, garage proprietors, owners and charters of road vehicles, aircrafts, ships, tugs, barges, and boats of every description, lightermen, carriers of goods and passengers by road, rail, water or air, carmen, cartage contractors, stevedores, wharfingers, cargo superintendents, packers, haulers, warehouse-men, store-keepers, and jobmasters.

21. To carry on the business of farming, horticulture, floriculture, sericulture, dairies, cultivators of all kinds of foodgrains, seeds, fruits, proprietors of orchards and traders, exporters, dealers, and sellers of the products of farming, dairy, horticulture, floriculture, sericulture and pisciculture and fishing and manufacturers of drinks, alcoholic or otherwise, and beverages produced from such products or otherwise, to carry on the business of cultivators, growers, manufacturers, millers, grinders, rollers, processors, cold stores, canners and preservers and dealers of foodgrains and such other agricultural, dairy, horticultural and poultry products, fruits, vegetables, herbs, medicinal flowers, drinks, fluids, and such other fresh and preservable products and to extract by-products and derivatives whether edibles, pharmaceutical medicines or any other such kind or nature whatsoever and food preparations of every kind and description and generally the business or manufacture of and trading in preserved, dehydrated, canned or converted agricultural products, fruits and vegetables, foods, dairy and poultry products and articles and other derivatives of all kinds and descriptions and to set up and run machinery for processing and preserving the same.

22. To establish experimental farms and research stations anywhere in India for conducting experiments, tests and research for developing better qualities of foodgrains and agricultural products and for developing milk strain in cattle by cross breeding or otherwise and increasing eggs laying capacity in poultry and also for finding such other

ways and means of improving other such agricultural crops, produce, seeds, fodder crops and cattle feed of all kinds.

23. To manufacture, process, chemically, electrically or by any other such means refine, extract, hydrolyze, manipulate, mix, deodorise, grind, bleach, hydrogenate, buy, sell, import, export, produce or otherwise deal in seeds and agricultural products, food, food products, dietic products and preparations of patent drugs and proprietary articles of all kinds, whether basic or derived and in all forms and in particular protein foods of all kinds and all such other Ingredients.

24. To buy, sell, deal in shares and securities, foreign exchange, gold, silver, cotton, jute, hessian, oil, oil-seeds and hold them as permitted under the law, from time to time in force.

25. To organise, run, maintain, operate, promote the business of interior decorators, furniture and carpet designers and manufacturers, boutiques, operators of fashion centres, fashion shows and to make, acquire, deal in any way in handicrafts, objects of art, precious stones, jewellery, whether artificial or otherwise and articles wherein precious metals or precious stones may be used, in textile fabrics and to manufacture and deal in any products as are dealt in by boutiques, fashion shows and interior decorators.

26. To establish, provide, maintain and conduct research and such other laboratories, training colleges, schools and other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holdings of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.

27. To be interested in promote or undertake the formation and establishment, and to take, hold and dispose of shares in such organisations, institutions, business or companies, whether industrial, hoteliers, restaurants, agricultural trading, manufacturing or otherwise as may be considered to be conducive to the profit and interest of the company and also to acquire, promote, aid, foster, subsidise or acquire interests in any such industry or undertaking.

28. To acquire, from or sell to any person, firm or body corporate or, unincorporate, whether in India or elsewhere technical and managerial information, know-how, processes, engineering, manufacturing, operating and commercial data plan, layouts and blue prints useful for the design, erection and operation of any plant or process of manufacture and to acquire and grant or licence, other rights and benefits in the foregoing matters and things and to render any kind of management and consultancy services.

29. To carry on business as general, commercial, colour, craft and graphers, photographers, engravers, die-makers, publishers of newspapers, books, magazines, art and musical production, plan and chart printers, press and advertising agents, contractors, ink, dye and colour manufacturers, manufacturers and dealers in containers and components and dealers in printing machinery, type and all printers, suppliers, book binders and stationers and dealers in all kinds of supplies and equipments for mercantile and such other uses.

30. To carry on the business of manufactures of and dealers in all kinds or classes of

paper and pulp including sulphite and sulphate wood, pulp, mechanical pulp and soda pulp and paper including transparent, vellum, writing, printing, glazed, absorbent, newsprints, wrapping, tissue, cover, blotting, filter, bank or band, badami, brown, buff or coloured, lined, azure, laid, grass or waterproof, hand-made, parchment, drawing, craft, carbon, envelope, and box and straw duplex and triplex boards and all kinds of articles in the manufacture of which any form of pulp, paper or board is used and also to deal in or manufacture artificial leather of all varieties, grades and colours.

31. To acquire and hold shares stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in the Republic of India or elsewhere to acquire any debentures, debenture-stocks, bonds, obligations and securities, issued or guaranteed by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, whether at home or abroad, to acquire any such shares, stocks, debentures, debenture stocks, obligations or securities by original subscription, tender, purchase, exchange or otherwise and 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, to issue shares, debenture-stocks, bonds, obligations and securities of all kinds and to frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise and to change or secure the same by trust deed or otherwise on the undertaking of the company, or upon any specific property and rights, present and future of the company (including if thought fit, uncalled capital) or otherwise, however, to export, import, buy, sell, barter, exchange, pledge, make advance upon, invest in and otherwise deal in gold, silver, bullion, stocks, shares, securities of all kinds and description.

32. To secure sound investments of foreign capital in Indian undertakings enterprises and Indian Capital in foreign undertakings and enterprise.

33. To carry on the profession of consultants on management, employment engineering and technical matters to industry and business and to act as employment agents.

34. To carry on the business of manufacturers of or dealers in glass prod including sheet and plate glass, optical glass, glass wool, laboratoryware thermometers.

35. To carry on the business of manufacturer of, agents or dealers in textiles grains including man-made fibres, cotton, silk, jute, woollen, synthetics foodgrains and products thereof, oils of all kinds, seeds and pulses.

36. To undertake and transact all kinds of agency business and to carry on i promote any business, commercial or otherwise, under sound principles and/or to act as distributors, agents, underwriters, brokers, estate agent, middleman, contractman, representation and indenting agents on commissions allowance, as may be deemed fit in all commodities, merchandise and such other allied articles/lines of business.

37. To undertake, manage, finance or otherwise carryon either individually in association in any manner with any other person or Government author Programme or Rural Development in India including any programme promoting the social and economic

welfare of, or the uplift of the public any rural area, and without prejudice to the generality of the foregoing subscribe, donate, establish, provide, maintain, conduct, subsidise undertake, associate with, carry on and promote studies, research, experimental work and application of technology, in any field of hum, endeavour, by establishing, endowing or assisting workshops, laboratories, schools, hospitals, first-aid centres and other technical, scientific agricultural, or any other institutions and bodies for the development education, medicine, human welfare, agriculture, horticulture, animal husbandary, dairy products, cottage, small-scale and other industry an in order to implement any of the above mentioned objects or purpose: 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 Central or Stat Government or any Public Institution or Trusts or Funds recognised (approved by the Central or State Government or established under an law for the time being inforce.

38. To undertake, carry out, promote and sponsor or associate with 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 and newspapers 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 pursue studies or academic pursuits of their researches and for establishing, conducting or assisting any institution fund, trust, person or Government authority having anyone of the aforesaid objects, as one of the 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 purpose, 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.

IV. The liability of the Members is Limited.

V. The Authorised Share Capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crore only) divided into 40,00,000 (Forty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.

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

Sl. No.	Name, addresses Description and Occupation type of each Subscriber	Number of and type of Shares Equity	Signature of Subscribers	Name, addresses Description and Signatures of Witnesses
1.	ARUN KUMAR SARDA S/o Shri M. L. Sarda Pocket B - 2, House No. 35-B Lawrance Road Delhi- 110035. (SERVICE)	1 (One only)	Sd/-	I hereby witness the signatures of all the subscribers. Sd/- (RAKESH KAPOOR) B.Com, A.C.A Chartered Accountant S/o Shri P. D. Kapoor 24, Sector 14, Gurgaon - 122001.
2.	SUNITA SARDA W/o Sh. M. K. Sarda 5/5761, Dev Nagar, Karol Bagh New Delhi - 110005. (BUSINESS)	1 (One only)	Sd/-	
3.	RAKESH KAPOOR S/o Shri P.D. Kapoor 24, Sector 14, Gurgaon-122 001 (CHARTERED ACCOUNTANT)	1 (One only)	Sd/-	
4.	MAHESH KUMAR SHARDA S/o Shri M. L. Sharda A-31, Wazir pur Ind. Area Delhi-110052 (BUSINESS)	1 (One only)	Sd/-	
5.	RAJESH GROVER S/o Shri R. L.Grover Sector No. 1/18, R. K. Puram NewDelhi-110066 (SERVICE)	1 (One only)	Sd/-	
6.	BRIJESH KUMAR SRIVASTAVA S/o Shri P.S. Srivastava D/42, Shakar Pur Ext. New Delhi - 110092. (SERVICE)	1 (One only)	Sd/-	
7.	ANIL KUMAR WASSON S/o Shri Darshan Lal Wasson 1 H- 12, Partap Nagar, Delhi-110 007. (SERVICE)	1 (One only)	Sd/-	
	Total	7 (Seven Only)		

Place: NEW DELHI

Dated: 02-07-1985

For KALYANI COMMERCIALS LTD.