

THE COMPANIES ACT, 1956

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MARBLE FINVEST LIMITED

- I. The name of the Company is **MARBLE FINVEST LIMITED**
- II. The Registered Office of the Company will be situated in the Union Territory of Chandigarh.
- III. The objects for which the Company is established are :-
  - A. **MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :-**
    - Sub Clause 1 to 5 inserted and existing Sub Clause No. 5 to 7 re-numbered as Sub Clause 6 to 8 respectively pursuant to the Special Resolution passed by Shareholders in their Extra-Ordinary General Meeting held on 25.02.2000.
    - (1) To conceive, design, develop, sell, trade and implement communications and networking software in international and domestic market, system software including operating systems, compilers, interpreters etc.
    - (2) To carry on the business of software consultants, to design and implement internet clients, to design and develop programmes with documentation, materials, samples, files, do design and develop system analysis and design work processing, accounting graphics 2-D, 3-D, animations, cartoon films, business presentations, information kiosks, image processing, and morphing, CAD and CAM applications for problems relating to the technical operations, administration, finance, business and other aspects of industry or purchasing techniques, production, sales material or cost control, marketing advertisement publicity personnel accounting for any other activity for institutions concerns bodies and associations and to be appointed as computer software system or design consultant for any business, commercial, Government or semi - Government organisations.

publish and author multimedia and internet, World Wide Web (WWW), documents and objects, to design invent prepare own make use or sell or otherwise dispose off and to deal in and with computer data processing machines types cards memory equipment or any other equipment or material of every kind and description related thereto or components or any such machines in use for domestic and international markets and establish and run data processing / computer centers, to conceive, design, develop, sell and trade clients and server software solutions for internet, financial, banking merchant banking, mutual fund, general administration, process simulation and any other customized softwares, to set-up software technology parks in India and abroad, to carry on business of consultants, agents, sub-agents, liaison agents / liaison sub-agents for India and foreign clients / principals for the above mentioned activities.

- (4) To carry on in India or elsewhere the business of manufacture, develop, import, export, buy, sell, distribute, transfer, lease, hire, license, use, dispose-off, operate, fabricate, construct, assemble, record, maintain, repair, re-condition work, alter, convert, improve, procure, install, modify and to act as consultant, agent, broker, franchiser, job worker, representative, advisor or otherwise to deal in all kinds of computers, calculators, micro processors, electronic and electrical apparatuses, softwares, equipments, gadgets, peripherals, modulers, auxiliary instruments, tools, plants, machines, works, systems, conveniences, spare parts, accessories, devices, components, fixtures or different capacities, sizes, specifications, applications, descriptions and models used or may be used in the field of space aviations, surface water and air transports, railways, defence, medical engineering, industries, constructions, minings, powers, traffics, offices, police, communications, trade, commerce, weather satellite, research, hospitals, hotels, advertisings, education, decoration, automobiles, geographical recreational, domestic and other allied purposes such as computers, mini computers, super computers, pocket computers, personal computers, micro computers, engineering computers, general purpose and process control computers, information and word processing equipments, copying machines, electronic telephone exchange, typewriters, video games, signals or other similar items present or future and to do all incidental acts and things necessary for the attainment of foregoing objects.
- (5) To carry on the business as shares and stock brokers, underwriters, sub-underwriters, agents and brokers for subscribing to and for sale, purchase, acquire and hold or otherwise deal in shares, debenture stock, bonds, fixed deposits, inter corporate deposits, units, certificates of mutual funds, cash certificates saving certificates or other financial instruments or obligations and securities issued or guaranteed by any body corporate whether established in India or elsewhere, authority whether Central, State or local undertaking whether public or private."
- (6) To finance the industrial enterprises by way of lending and advancing money, machinery, land, building, shed or such other things as may be required by such industrial enterprises either with or without security and upon such terms and conditions, as the Company may think fit and to guarantee or become sureties

for the performance of any agreement of contract entered into by any industrial enterprises with any financial institution, banks or other parties for obtaining finance whether for its long term capital, working capital or for any deferred payment finance arrangements.

- (7) To lend money and negotiate loans of every description and to transact business as promoters and financiers and monetary agents in India and elsewhere provided, Company shall not do any banking business.
- (8) To lend or advance money to builders and other person on securities of all description whether real or personal and to grant loans upon mortgage of any lands, buildings, hereditaments of whatever tenure for the improvement thereof otherwise.

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

1. To purchase and otherwise acquire, manufacture, own import, sell, export and deal in all materials, substances, appliances, machines, containers and other 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 any control and building offices, factories, mills, shops, machinery, engine, 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, plant, 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 of residual and bye-products incidental to or obtained in any of the businesses carried on by the Company.
4. To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire for any estate or interest, whatsoever and to hold, develop, work, cultivate, deal with and turn to account concessions, grants, decrees, licences, privileges, claims, options, leases, property, real or personal or rights or powers of any business of the Company.
5. To pay for preliminary and pre-incorporation expenses of the Company.
6. To sell, exchange, mortgage, let on lease, royalty or tribute grant 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 effect of the Company for such consideration as may be thought fit and in particular for stock, 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 lend and advance money, either with or without security and give credit to such persons (including Government) and upon such terms and conditions as the Company may think fit, provided that the Company shall not carry on banking business.
9. To undertake financial and commercial obligations, transactions and operations of all kinds.
10. To guarantee the performance of and 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 to further the objects of the Company.
11. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debenture stock, contracts, mortgages, charges, obligations, instruments and securities of any Company or of any authority, supreme, municipal, local or of any persons whomsoever, 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.
12. To subscribe for, underwrite, acquire, hold and sell shares, share stock, debentures, debenture stock, bonds, mortgages, obligations securities of any kind issued or guaranteed by any Company (body corporate or undertaking) of whatever nature and whatsoever constituted or carrying on business; and to subscribe for, underwrite, acquire, hold and sell shares, debentures and debenture stocks, and debenture bond, mortgages, obligations and other securities issued and 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 business of the Company.
13. To invest any money of the Company not immediately required in such investments (shares or stock in the Company) as may be

thought proper and to hold, sell or otherwise deal with such investments, shares or stock in the Company as may be necessary for the purpose of the Company.

14. Subject to Section 58A, 292 and 293 to the Act and the regulation made there under and the directions issued by Reserve Bank of India, 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 the 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 similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other person of Company, of any obligation under taken by the Company.
15. To draw, make accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and other negotiable or transferable instruments or securities.
16. 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, trade marks, 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 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 for 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.
17. To spend money in experimenting on and testing and in 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.
18. 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 and otherwise.
19. To acquire and undertake all or any part of the business, property and liabilities of any persons or Company carrying on or proposing to carry on any business which this Company is authorized to carry on or possessed of property suitable for the purposes of the Company.

20. To procure the registration or recognition of the Company in or under the laws of any place outside India.
21. To forms, incorporate or promote any Company or Companies whether in India or elsewhere having amongst its or their objects the equalisation of all or any of the assets or control, management or development of the Company or any other object which in the opinion of the Company could or might directly or indirectly assist and Company 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 such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be 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 Company in which the Company may have an interest.
22. Subject to the provisions 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.
23. To enter into any arrangements and take all necessary or proper steps with Government 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 affecting 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 fit desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.
24. 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 exhibitions of works of art or interest, by publication books and periodicals and by granting prizes, rewards and donations.
25. (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 acquire by or belonging to the Company in and 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 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 object for and other persons also and to act as trustees.
26. 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 employees against loss by bad debt strike, combinations, fire, accidents or otherwise or for the benefit of any clerk, workman or others at any time employed by the Company or any its predecessors in business or their families or dependents and whether not in common with other persons or classes of person and in particular of friendly co-operative and other societies, reading rooms, libraries, educational and charitable institutions refractories, dinning and recreation rooms, churches, chapels, 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.
27. To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
28. To subscribe or guarantee money for any national, charitable benevolent, public, general or useful object or for any exhibition, subject to the provisions of the Act.
29. 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.
30. 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 persons 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.

31. 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.
32. To do all such other things as may be deemed incidental or conducive to the attainment of the above object or any of them.

#### C. OTHER OBJECTS :-

1. To carry on, in any mode, the business of storekeepers in all its branches and in particulars to buy, sell and deal in goods, stores, consumables articles, chattels and effects of all kinds, both wholesale or retail.
2. To carry on business as importers and exporters of goods of merchandise of any description or to act as shippers, underwriters, commission agents, advertising agents, travelling agents, transport agents, forwarding and clearing brokers, estate agents and hardware merchants.
3. To carry on the business of manufacturers of and dealers and automobile parts, accessories, ancillaries, stores and spares and to engineer, develop, designing, assemble, manufacture, produce, import and export, buy, sell and otherwise deal in tractors, cars, motor-bikes, cycles, mopeds, petroleum and petroleum products, glass and glass products, industrial, mining, agricultural and other machines and all types of tools, plants, equipments, instruments, appliances and hardware of all kinds, general fittings, accessories and appliances of all description made of metal, alloy, glass, synthetic and other fibres, chemical and PVC compounds, plastics or any other material.
4. To carry on the business of electrical engineers, electricians, engineers, contractors, manufacturers, contractors, suppliers and dealers in electrical and other appliances, cables, wire-lines, dry-cells, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity for the purpose of light, heat motive power and

for all other purpose 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 hours meters, magnets, electromagnets power cables, industrial jewels, ammeters, voltmeters and other type of measuring instruments, electrical or non-electrical, die castings, screws, nuts, and bolts, transformers, of all types, circuit-brackets, punched card machines, computers and calculators and their accessories, hoists, elevators, trolley 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 household appliances and any equipment used in the generation, transmission and receiving of sound, light and electrical impulses and component parts thereof.
6. To carry on the business of mechanical engineers, machinists fitters, millwrights, founders, wire drawers, tub metallurgist, saddlers, galvanizers, japanners, annealers enamellers, electroplaters and painters.
7. To carry on a general business of providing comparative information about the characteristics, interest of other attributes of individuals, communities organisations countries or other social units and of any articles or commodities or economic trends or persons whatsoever, to design, invent, 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 license or otherwise authorise other to engage in the foregoing and to engage in general research and development in areas related to or involving the foregoing.
8. To grow, take on lease, acquire, develop, deal in plantations and to process in all aspects timber, wood, plywood, and all kinds of wood and to make products wherein wood is a constituent part and to design, develop, fabricate any products involving the main 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 bye-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 folts, naphthols, all type of floatation reagents, wetting agents, insecticides and fumigants, plastics and resins, dyestuffs, explosives, catalytic agents, foods, direct colours, basic and rapid fast colours, pigments, druge, biologicals, pharmaceuticals, serums, vitamin products, hormones, sutures, ligature, drugs for disease or disabilities, in men or animals, and products, derived from phosphate, mines, limestone, quarries, bauxite, mines, petroleum, natural gas and other natural deposits, useful or suitable in the manufacture of chemicals and chemical products as hereinabove defined.

10. To manufacture, produce, refine, prepare, store, sell and generally to trade and deal in petroleum and all kinds of mineral oils, greases, tars and by-products thereof, asphalt, wax, paraffin, kerosene, kerosene, kerosene, kerosene, and butter and oil cloths, and in connection therewith to acquire, construct, operate and use, and other refineries, building, mills, factories, oil wells, derricks, distilleries, galvanic, rotaries, expellers mechanical or hydraulic press.
11. To carry on business of manufactures and dealers, importers and exporters of natural and synthetic resins, modelling powders, adhesives and cements, oil paints, distempers, celluar paints, colours, varnishes, enamels, gold and silver leaf enamels, spirit, tobacco, cigars, snuff, soap, cosmetics, perfumes, medicines, drugs, dyes, fats, waxes, hides, skins and leather and 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 coal tar, anthracite coal and to draw out, manufacture and deal in coaltar, coaltar products and other bye-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 vehicles and machines for agricultural and land reclamation, drainage, irrigation, waterworks, engineering, forest clearing, pumping and other purpose;
  - (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 personal 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 passengers carrying crafts also.
15. (a) To construct a cinematograph theatre and other building and works and conveyances for the purpose thereof and to manage, maintain and carry on the said theatre to let out other buildings when so erected so constructed.
- (b) To carry on the business of proprietories and managers of theatres (cinemas, picture places and concert halls) and to provide for the production, representation and performance (whether by mechanical means or otherwise) of operas, stage plays, operettas, 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 victuallers, theatrical agents, box office keepers, dramatic and musical literature publishers and printers.
- (d) To manufacture films and other appliances and machines in connection with mechanical reproduction or transmission of pictures, movement music and sounds, and to organise and conduct theatrical production and entertainment of all kinds.
- (e) To enter into agreements with authors or other persons, for the dramatic or other rights of operas, plays, films, operettas, burlesque, vaudevilles, revues, ballets, 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 the business as tourists 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 ways 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, restaurant, cafe, tavern, beer house, restaurant room, boarding and lodging house keepers, licensed victuallers, wine, beer, and spirit merchants, maltsters, manufacturers of aerated mineral and artificial water and other drinks purveyors, caterers for public amusements, generally coach cab, carriage and motorcar proprietors, livery, stable and garage keepers, jobmasters, importers and brokers of food, live and dead stock, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing room, laundries, reading writing and newspaper rooms, libraries, grounds and places of amusements and recreation, sport entertainment and instruction of all kinds tobacco and cigar merchants, agents and railway, road, air and shipping companies and carriers, theatrical and opera box office proprietors and general agents, and to provide services and facilities for all kinds on a commercial basis, that may be required for the tourist and entertainment industry.
18. To carry on all or any of the business of constructional engineers, architects, builders, contractors, decorators, electricians, wood workers and preserve and to acquire, develop, buy, sell real estate, multistoreyed or other buildings group housing schemes.
19. (a) To purchase, sell, develop, take in exchange, or in lease, hire or otherwise acquire, whether for investment or sale, or working the same, any real or personal estate, including lands, mines, business, building, factories, mill, houses, cottages, shops, depots, warehouses, machinery, plant, stock in trade, mineral, rights, concessions, privileges, licences, easement or interest in or with respect to any property whatsoever for the purpose of the Company in consideration for a gross sum or rent or partly in one way and partly in the other or for any other consideration.  
  
(b) To carry on business as proprietors of flats and buildings and to let on lease or otherwise apartments therein and to provide for the conveniences commonly provided in flats, suites and residential and business quarters.

20. To carry on all or any of the business of transport, cartage and haulage contractors, garage proprietors, owners and charterers of road vehicles, aircrafts, ships, tugs, barge 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, hauliers warehousemen storekeepers 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 and sellers of the products of farming, dairy, horticulture, floriculture, sericulture and pisciculture and fishing and manufactures of drinks alcoholic or otherwise, including 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 other agricultural, dairy, horticultural and poultry product, fruits, vegetables, herbs, medicines, flowers, drinks, fluids, gas and other fresh and preservable products and to extract bye products and derivatives whether edibles, pharmaceutical medicines or of any other kind or nature whatsoever and food preparations of every kind and description and generally to carry on the business of manufacture of and trading in preserved, dehydrated, canned or converted agricultural products, fruits and vegetables, provisions, 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, test and research for developing better qualities of foodgrains and agricultural products and for developing milch strain in cattle by cross breeding or otherwise, and increasing egg laying capacity in poultry and also for finding otherwise and means of improving other agricultural crops, produce, seeds, fodder crops and cattle feed of all kinds.
23. To manufacture, process, chemically, electrically or by any other means, refine, extract, hydrolize, manipulate, mix deodorise, grind, bleach, hydrogenate, buy, sell, import, export, produce or otherwise deal in, seeds and agricultural products, food, products dietetic products and preparations, patent drugs and proprietary articles of all kinds, whether basic or derived and all forms and in particular protein foods of all kinds and all other ingredients and all other incidental products.
24. To buy, sell, deal in and speculate in shares and securities, foreign exchange, gold, silver, cotton, jute, hessian, oils, oil seeds and commodities of all kinds, agricultural or otherwise finished or unfinished and to take delivery 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 decoration.
26. To carry on the business of a Company established with the object of financing industrial enterprises within the meaning of Section 370 of the Companies Act, 1956 and to make loans, give guarantee and provide securities to any other Company, or business, whether promoted and/or managed by this Company or not.
27. To be interested in promoted or undertake the formation and establishment and to take hold/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 Company and also to acquire, promote, aid, foster, subsidise or acquire interests in any such industry or undertaking.
28. To carry on business as general, commercial, colour, craft and process printers, lithographers, photographers, engravers, diemakers, publishers of newspapers, books, magazines, art and musical production, plan and chart printers, press and advertising agents, contractors ink, die, colour and chemical manufactures, manufacturers of metal and other signs, manufacturers and dealers of containers and components and machinery manufacturers and dealers in printing machinery, types and all printers, suppliers, book binders and stationers and dealers in all kinds of supplies and equipment for merchantile and other uses.
29. To carry on the business of manufacturers of and dsalers in all kinds and classes of paper and pulp including sulphits and sulphate, wood pulp, mechanical pulp and soda pulp and papers including transparent, vellum, writing, printing, glazed, absorbent, newsprinting, wrapping, tissue, cover, blotting, filter, bank or bond, badami, brown, buff or coloured, lined, azure laid, grass or water proof, handmade parchment, drawing, craft carbon, envelope, and box and straw duplex and triplex, boards and all kinds of articles in the manufactures of which in any form pulp, paper or board is used and also to deal in or manufacture artificial leather of all varieties, grades and colour and any other articles or things of a character, or analogous to the foregoing or any of them or connected therewith.

30. To promote, establish, acquire and run or otherwise carry on the business of any plastic or rubber industry or business of manufacture materials for use in such industries or business such as wax, paper, bakelite, plywood, celluloid products, chemicals of all sorts and other articles or things and similar or allied products or process and to sell, purchase or otherwise acquire or deal in materials or things in connection with such trade industries or manufacture and to do all things as are useful or necessary in relation to or in connection with such business or industry or manufacture.
31. To carry on the business of processors, combers, spinnery, weavers, knitters, manufacturers, dyers, bleachers, finishers, laminators, balers and pressers of any fibrous or textile material whether an agricultural or animal or natural product or its bye-products, or chemical or synthetic fibre and more specially jute, hemp, silk, cotton, wool, mesta, nylon, teryne, terylene, staple fibre or other synthetic fibre and to manufacture any product 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 materials and to transact all manufacturing, cutting, and preparing processes and merchantile business that may be beneficial in the said business.
32. To carry on investment business in and dealing in shares, stocks, securities and properties of any kind and description, including estate business.
33. To subscribe for, underwrite, acquire, hold and sell shares, sharestocks, debentures, debenture-stocks, bonds, mortgages, obligations, securities or any kind issued or guaranteed by any Company (body corporate or undertaking) of whatever nature and wheresoever constituted or carrying on business and to subscribe for underwrite, acquire, hold and sell shares, share-stock, debenture-stock, 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.

Sub Clause No. 34 inserted pursuant to the Special Resolution passed by Shareholders in their Meeting held on 17.02.1998.

34. To carry on the business of leasing Company, hire purchase Company, finance Company, to undertake and/or arrange syndicate all types of leasing and hire purchase business relating to all kinds of machinery, plants, equipments, ships, vehicles, aircraft, rolling stock, computers, storage tanks, toll roads, communication satellites and communication lines, factories, movable and immovable property, to undertake real estate business, to buy, sell, rent lease or finance and buying and selling and trading in immovable property, land, buildings, real estate, factories.

IV. The liability of the members is limited.

V. The Authorized Share Capital of the Company is Rs. 3,00,00,000 (Rupees Three Crore only) divided into 30,00,000 (Thirty lakh) equity Shares of Rs. 10/- (Rupees ten) each.

We the several persons whose names and addresses are subscribed hereto, 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 :

Signature & Names Addresses, Description and Occupation of the Subscriber	Number of Equity Shares taken by each subscriber	Signature & Name Addresses Description and Occupation of Witness
1. Abhay Kumar Maheshwari S/o Anand Maheshwari 26, P.K. Tagore Street, Calcutta 700 006 Service	10 (Ten)	Witness to all Signatories Sudarshan Kumar Dangi S/o. Late Sultan Singh Dangi Dangi Jain & Co. 2, India Exchange Place, Room No. 1 1st Floor, Calcutta- 700 001 Chartered Accountant
2. Jai Parkash Aggarwal S/o. Bishwa Nath Aggarwal 11, Pollock Street Calcutta 700 001 Service	10 (Ten)	
3. Shree Ram Aggarwal S/o. Ram Gopal Aggarwal, 26, Burdolla Street, Calcutta 700 007 Service	10 (Ten)	
4. Prabir Kumar Ghosh S/o. Baladev Ghosh Vill. Haldighi P.O. Janai Dist. Hooghly Service	10 (Ten)	
5. Pramod Kumar Sonthalia S/o Gopi Ram Sonthalia, 489/1, G.T.Road, (Sibpur) Howrah. Service	10 (Ten)	
6. Suhrid Mitra S/o. Late R.C.Mitra 1/135, Naktala Road Calcutta 700 047 Service	10 (Ten)	
7. Shyamal Kumar Chakraborty S/o. Manik Lal Chakaraborty 4, Krishna Chatterjee Lane, P.O. Bally, Dist Howrah Service	10 (Ten)	
	70 (Seventy)	

NEW DELHI - 11TH JULY, 1984