

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF**

=====

KDDL LIMITED

=====

THE COMPANIES ACT, 1956
PUBLIC COMPANY LIMITED BY SHARES
Memorandum of Association
OF
KDDL LIMITED

I. The Name of the Company is KDDL LIMITED.

II. The Registered Office of the Company will be situated in the State of Himachal Pradesh.

III. The Objects for which the Company is established are:

(A) Main Objects to be pursued by the Company on its incorporation

1. To carry on the business of manufacturing, buying, selling, indenting, exchanging, converting, assembling, fabricating, altering, importing, exporting, processing or otherwise handling or dealing in Wrist Watches, Watch Cases, Watch Dials, Straps, Measuring Instruments, Precision Instruments, Clocks, Time Measuring Devices, Electronic Instruments of all types and descriptions and all components, parts and accessories, materials required directly or indirectly for the manufacturing of the same.
2. To carry on business of manufacturers, producers, exporters, Importers, buyers, dealers and traders for all types of mechanical, electronic and electrical components, part, accessories, appliances and equipments.
3. To deal in import replenishment entitlements earned against export under the import trade control policy.
4. To carry on in India or elsewhere the business of developing, maintaining, servicing, manufacturing, producing, exporting, importing, trading and dealing in and with any and all classes and kinds of software and hardware products, electronic and computer equipments and to act as management, R&D and technical consultants for all software and hardware, electronic and computer applications in India or elsewhere.
5. To carry on the business of exporters, importers, buyers, dealers, designers and traders of all types of computers, floppy/disk drive, computer, peripherals and micro-processor based systems, computer hardware and accessories and related equipment, computerized magnetic tapes, magnetic drums, magnetic disks, magnetic cards, magnetic core, magnetic tools, electronic or mechanical equipment appliances, instruments and apparatus for generating transmitting, receiving, recording, reducing, storing, retrieving, amplifying, computing or otherwise processing, Audio, visual and data signals whether electronically, electrically, or by any other means for the purpose of entertainment, business and research and to do e-commerce in all kinds of materials, items, goods including equipments, plants, machinery, display articles, accessories, components, fashion articles and accessories, writing instruments, medical instruments and appliances or any other articles or goods.
6. To manufacture, produce, buy, sell, import, export, exchange and or otherwise deal in all kinds of writing instruments, pens, spectacle frames or other fashion accessories, jewellery and/or their display packaging materials, containers made of Cloth, fabric, jute plastic rubber, metals, wood, leather, paper or any other type of synthetic, natural or man-made materials.
7. To acquire, establish, run, manage, control or maintain, cafes, hotels, ropeways, motels, restaurants, bars, taverns, holiday homes, clubs, distribution and exhibition of motion pictures, housekeepers, licensed wine, beer and spirit merchants and caterers, public amusement business and cinema houses.
8. To carry on the business of retailers, distributors, exporters, importers, buyers, dealers, designers, traders and consignment Agent, C&F Agent or by E-Commerce all types of items and goods including Crystals and glass products, accessories, jewellery artificial or real made of precious metal or precious stones or any other non precious material natural or man made, eatables, Grocery, garments readymade or others apparels and any products made of leather, fashion items and accessories including perfumes and toiletry, furnishing material including home appliances, white goods, equipments, plant & machinery, components, display articles, writing instruments, medical instruments and appliances or any other articles or goods.
9. To acquire by purchase, lease, exchange, or otherwise land, building, and hereditaments of any tenure or description whatsoever and any estate or interest therein, and any rights over or connected with land, and to turn the same to account as may seem expedient, and in particular by preparing building sites, and by constructing, reconstructing altering, improving, decorating, furnishing and maintaining offices, flats, houses, factories, warehouses, shops wharves buildings works and conveniences of all kinds, and by consolidating, or connecting or sub-dividing properties, and by leasing and disposing.
10. To engage in the business of transporters, courier service, goods carrier, public carrier and all other transport services.

(B) Objects ancillary or incidental to the attainment of the main objects:

1. To acquire for the purpose of the Company by purchase, lease, exchange, or otherwise any estates, land, building, factories and hereditaments of any tenure or description and any estate or interest therein and rights over or connected with land either to retain the same for the purpose of the Company's business or to turn the same to account as may seem expedient.

2. For the purpose of the manufacturing business of the Company to set up and run tool rooms manufacturing and/ or processing and dealing in dies and moulds (in whole or in part) for packaging all types of wrist watches, watch cases, watch dials, straps, measuring Instruments, precision Instruments, Clocks, Time Measuring Devices, Electronic Instruments of all types and descriptions and to develop, acquire, purchase and sell designs' patents and know-how relating to wrist watches, and Dials, Straps, packaging and to manufacturing a Dials-Machinery for the attainment of the above objects or any of them.
3. To mortgage, or take on mortgage, lease, take on lease, exchange or otherwise deal in lands, building, hereditaments of any tenure or freehold for residential or business purposes for the attainment of objects of the Company.
4. To become member of other bodies of persons and associations including societies, clubs and companies limited by guarantee, whether formed for profit or non-profit making activities.
5. For the profit of the business of the Company to undertake or take part in the supervision or control of the business or operation of any person, firm, association or other undertaking having objects all together or in part similar to those of this Company and if necessary, for such purposes or purpose to appoint and to remunerate any officers of the Company, accounts or other expenses of agents.
6. To construct, erect, acquire, purchase, hire, hold work, let and sell mills, factories, back house, shops, workshops, building machinery and appliances, suitable for the purpose of the Company.
7. To do all or any part of the above things in any part of the world either as principals, contractors, trustees or otherwise and either alone or in should be "conjunction" with others and by or through agents, contractors, trustees or otherwise.
8. To lend money either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit and also to invest the money of the Company not immediately required in such manner as from time to time may be determined, provided that the Company shall not carryon the business of banking as provided in the Banking regulation Act.
9. To apply for purchase, or otherwise acquire any patents, brevets d'invention, licences, concessions and the right conferring and exclusive or non-exclusive or limited rights to use the same 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 and to use, exercise, develop or grant licences, in respect of or otherwise turn to account the perhaps property rights or information so acquired.
10. To manufacture, import, export, buy sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, substances, materials and things, necessary or convenient for carrying on any of the above specified business or proceedings.
11. 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 works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
12. To acquire and undertake .all or any part of the business, property and liabilities of any persons or company carrying on any business which this company is authorized to carryon, or possessed of property suitable for the purposes of the Company.
13. To enter into any arrangement with any government or authority supreme, municipal, local' or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority all rights, concessions and privileges, which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
14. To enter into partnership or into any arrangement for sharing profits or losses or into any union of interest, joint venture, reciprocal concession or co-operation with any person or persons, or company or companies carrying on or engaged in or about to carryon or engage in or being authorized to carryon or engage in any business or transaction which this Company is authorized to carry on.
15. To sell or dispose of the undertaking 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 having objects altogether or in part, similar to those of this Company.
16. To borrow or raise or secure payment of money or to receive money on deposit at interest for any of the purposes of the Company, and at such time or times and in such manner as may be thought fit and in particular by the issue of debentures, or debenture-stock; perpetual or otherwise, including debentures or debenture-stock, convertible into shares in this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received, or of any, such debenture or debenture-stock so issued to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the Company, present or future including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient, and to purchase, redeem, or payoff any such securities.
17. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
18. To acquire or amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to liabilities of this or any such other purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of this or any such company as aforesaid or by partnership or in any other manner.

19. To undertake and execute any trust, the undertaking of which, may seem to the Company desirable, either gratuitously or otherwise.
20. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
21. To remunerate any person or company for services rendered, or to be rendered in placing or assisting to place or guaranteeing the placing of any shares in the company's capital of 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 subject to Section 76 of the Companies Act, 1956.
22. To sell, improve, manage, develop, exchange, lease, mortgage; dispose of, turn to account or otherwise deal in all or any part of the property and rights of the Company.
23. To open an account or accounts with any individual, firm or company or with any bank or bankers or sheriffs and to pay into and withdraw money from such account or accounts.
24. To make donation-to such persons or institution 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 to subscribe or guarantee money for any exhibition or for any public, general or other objects, and to establish and support, or aid in the establishment and support of funds for benefit of the employees or of persons having dealing with the Company or the dependent relatives or connections of such persons and in particular friendly or other benefits societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payment or a lump sum and to make payments towards insurances, and to form and contribute to provident and benefit funds, to or for such persons.
25. To raise any reserve fund, sinking fund, insurance fund, or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interests of the Company.
26. To distribute as dividend or bonus among the members or to place to reserve or otherwise to apply as the Company may from time to time think fit, any money received by way of premium on shares or debentures issued at premium by the Company and moneys received in respect of dividends accrued or forfeited shares and moneys arising from sale by the Company on forfeited shares subject to the provisions of the Companies Act, 1956.
27. To open retail stores for selling the goods manufactured by the Company and similar goods of other manufacturers which the Company deals in as principals or as agents, distributors or as commission agents, contractor on commission basis.
28. To do all such other things as may be deemed incidental or conducive to the attainment of the above main objects or any of them.
29. To appoint dealers, distributors, commission agents to sell the products of the Company in India and outside country.
30. To collaborate with a suitable foreign collaborator and to obtain foreign technical know-how suitable for the business of the Company and to adopt and/or enter into and carry into effect the technical and/or advisory and/or service Agreement with the foreign collaborator on such terms and conditions as may be acceptable to the Company and the foreign collaborator and as may be approved by the Government of India.
31. To negotiate and/or enter into agreements and contracts with individuals, companies, corporations and other organizations, foreign or Indian, for obtaining or providing technical, financial or any other assistance for carrying out all or any of the Objects of the Company, and also for the purpose of activating research, development of manufacturing projects on basis of know-how and/or financial participation and for technical collaboration, and to acquire or provide necessary formulae and patent rights, etc. for furthering the objects of the Company.
32. To secure orders for export of articles or things and to carry out and comply with the said orders relating to the products of the Company.

(C) Other Objects:-

1. To breed, rear and purchase live stock of all kinds, to prepare, manufacture and render marketable any such produce and to sell, dispose of and deal in the same either in the manufactured or in raw state.
2. To undertake the manufacture or production of calcined petroleum coke and calcined anthracite coal and sale thereof.
3. To carry on the business of manufacturers, importers and exporters of and dealers in ferrous and non-ferrous casting of all kinds and in particular steel, chilled and malleable casting special alloy castings, gun metal, copper, brass and aluminum casting and foundry-work of all kinds.
4. To carry on the business of gas makers, mechanical engineers, iron founders, brass founders, metal-workers, boiler makers, mill wrights, machinists, electrical engineers, water supply engineers, manufacturers of agricultural implements.
5. To carry on the traders or business of iron masters, steel makers, steel converters, colliery proprietors, coke manufacturers, miners, smelters, engineers, tin plate makers and iron founders, in all their respective branches.
6. To search, prospect, win, work, get, raise, quarry, smelt, refine, dress, manufacture, mandlulate, convert, make merchantable, sell, buy, import, export and otherwise deal in iron ore, all kinds of metals, metalligerous ores, and all other minerals and substances whatsoever and to manufacture, sell, buy, import, export and otherwise deal in any such articles and commodities.

7. To produce steel bricks and bales from steel scrap.
8. To carry on the business of an investment company and to buy, underwrite, invest in, acquire, hold and deal in shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any company constituted for carrying on business in India or elsewhere and debentures, debenture-stock, bonds obligations and securities issued or guaranteed by any Government, State, dominions, sovereign, rulers, commissioners, public body or authority, supreme, municipal, local or otherwise firm or person whether in India or elsewhere.
9. To carry on the business of running motor lorries, motor taxis, motor mini-buses and conveyances of all kinds and on such lines and routes as the Company may think fit and to transport passengers and goods and to do the business of common carriers.
10. To carry on the business of hotel, restaurant, cafe, tavern, refreshment room and boarding and lodging house keepers, beer house keepers, licensed victallers, wine, beer and spirit merchants, aerated mineral and artificial water and other drinks, purveyors, caterers for public amusements, generally dealers in ivory, novelty and other goods and as general merchants, garage proprietors, livestock, stable keepers, job masters, dairymen, importers and brokers of food alive and deal in stock and foreign produce of all descriptions, hairdressers, perfumers, chemists, proprietors of clubs, bath, dressing room, libraries, ground and places of amusements, recreation spots, entertainment and instructions of all kinds, tobacco and cigar merchants.
11. To carry on the business of travel agents, Bank Mukadams for railways, shipping and airways, and road transport corporation, companies or bodies and earners by land, alter and air, barge property and freight contractors, forwarding agents, cleaning agents, stevedores, ship chandlers, caterers in railways, airlines and steamship companies and underwriters and insurers of ship crafts, goods and other property.
12. To carry on business of manufacturers of and dealers in sugar, gur, khandsari, sugar-chocolates, toffees and other allied products.
13. To carry on business as brewers, distillers, and manufacturers of, and merchants and dealer in vinegar, acetic acid, glucose, wines, spirits, beers, porter, malt shops, grain, meal yeast, aerated water, carbonic acid gas, mustard, pickles, cocoa, coffee and sauces condiments of all kinds.
14. To carry on the business of stationers, printers, lithographers, stereotypers, electrotypers, photographic printers, photolithographers, engravers, designers, envelope manufacturers, book-binders, account book manufacturers, machine rules, numerical printers, paper makers, paper bag and account book makers, box makers, cardboard manufacturers, type foundries, photographers, manufacturers of and dealers in playing, visiting, railway festive, complimentary and fancy cards.
15. To carry on the business as manufacturers and dealers in boots, shoes, clogs, all kinds of foot-wear and leather goods, laces, buckles, leggings, boot-polishes, accessories and fittings.
16. To carry on the business of tobacconists in all its branches and to sell, make up manufacture tobacco cigars, snuff and other articles usually sold by tobacconists.
17. To carry on business as goldsmiths, silversmiths, jewellers, gem merchants, watch and clock repairers, electroplaters, dreeing bag makers, importers and exporters of bullions, and buy, sell and deal (wholesale and retail) In bullion, precious stones, jewellery, watches, clocks, gold or silver plates, cups, shields, electroplated cutlery, dressing bags, bronzes, articles of perhaps virtue; and objects of art.
18. To carry on business as manufacturers and dealers of radios, television sets, teleprinters, telecommunication and electronic equipments, telephone equipments, radars, computers, business machines and their components, including waves, transistors, condensers and coils.
19. To carry on business or manufacture of dealers in typewriters, calculating machines, computers, cleaners, sewing and printing machines, air-conditioning equipment, air-conditioning, refrigerators, coolers, and ice cream manufacturing machinery.
20. To carry on business of a steam and general laundry, and to wash, clean, purify, scour, bleach, wring, dry iron, colour dye, disinfect, renovate and prepare for use all articles of wearing apparel, household domestic and other cotton, silk and woollen fabrics.
21. To acquire or set up and run hospitals, clinics, nursing homes, maternity and family planning units or pathological laboratories and optician shop.
22. To carry on the business of cold storage of fruits, vegetables, seeds, fish, meat, agricultural products, milk and dairy products and other perishable items.
23. To carry on the business of production, distribution or exhibition of films and motion pictures, including the running of theatres, cinemas, studios and cinematographic shows and exhibitions.
24. To carry on all or any of the business of builders-and contractors, architects, decorators, merchants and dealers in stone, sand, lime, bricks, cement, timber, hardware and other building materials and acting as house agents.
25. To establish and work cement manufacturers and to carry on the business of cement manufacturers, lime burners and ceramics, including sanitary fitting and china ware.
26. To carry on the business of manufacturers or dealers or tractors, automobiles, earth-moving equipments, internal combustion engineers, boilers, locomotives and compressors.
27. To manufacture and or deal in automobile parts, spare parts and components of machineries and to act as agents for manufacturers of various parts and components.
28. To cultivate, grow, produce, or deal in any agriculture, vegetable or fruit products, and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farmers; millers, surveyors, and vendors of milk and milk products, condensed milk and powdered milk, cream, cheese, butter, poultry, fruits, vegetables, cash crops and provisions of all kinds, growers, of and dealers in corn, hay and straw, seeds men, and nurserymen and to buy, sell, manufacture, and trade in any goods usually

traded in any of the above business or any other business inclusive of staple food and medicinal preparations from milk, vegetable and animal products or any substitute for any of them associated with the farming interests.

29. To cultivate tea, coffee, cinchona, rubber and other produce and to carry on the business of planters in all its branches, to carry on and do the business of cultivators, winners and buyers of every kind of vegetable, to prepare, manufacture and render marketable, any such products, 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.
30. To carry on the manufacture and sale of patent medicines and preparations, and generally to carry on the business of manufacturers, buyers, and sellers of and dealers in all kinds of medicines and medical preparations and drugs.
31. To carry on the business of manufacturers or dealers in soaps, cosmetics, perfumes and toilet requisites.
32. To carry on the business of manufacturers or dealers in pulp and paper of all kinds, and articles made from paper or pulp and materials used in the manufacture or treatment of paper, including cardboard, mill boards and wall and ceiling papers and packaging cartons and news prints and photographic raw films.
33. To manufacture and deal in all chemical products such as coal and coal tar products and their intermediates, dyes, drugs, medicines and pharmaceuticals, petroleum and its products, and derivatives, paints, pigments and varnishes, explosives and ammunitions, vegetable oils, their products and derivatives, all types of heavy chemicals such as sulphuric and other acids, caustic soda wash, all types of textile, chemicals and sizing and finishing materials, photographic chemicals, clay and boards, including straw boards, glycerin and allied products, all industrial and pharmaceutical organic and inorganic chemicals, fertilizers, pesticides, manures, fungicides and allied products, such as fats and waxes.
34. To carry on the business of purchase and sale of petroleum and petroleum products, to act as dealers and distributors for petroleum companies.
35. To carry on the business of manufacturers and dealers in all types of rubber, leather, celluloid, bakelite, plastic and all other chemicals, rubber and plastic goods particularly industrial rolls, rollers, sheets, beltings, and consumer goods such as tyres, tubes and other allied products, chappals, shoes, medical and surgical goods.
36. To carry on business of electrical engineers, electricians, contractors, manufacturers, constructors, suppliers of and dealers in electric and other appliances, electric motors, fans, lamps, furnaces, household appliances, batteries, 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 purposes for which electrical energy can be employed, and to manufacture and deal in all apparatus and thing connected with the generation, distribution, supply, accumulation and employment of electricity including in the terms electricity all power that may be directly or indirectly derived there from or may be incidentally hereafter discovered in dealing with electricity.
37. To carry on the trade or business of manufacturing, assembling, buying, selling, reselling, exchanging, altering, importing, exporting, hiring, letting on hire, or distributing or dealing in railway carriages, wagons, carts, vehicles, rolling stocks and conveyance of all kinds, whether for railway, tramways, road, field or other traffic purposes and also coal' proprietors for railway and other companies.
38. To carry on the business of machinists, makers of machinery, manufacturers of pressed bowls, mechanical engineers, marine engineers, iron founders, brass founders, iron and steel converters, metallurgists, smiths and wood workers, iron masters, steel makers, blast furnace proprietors, repairers, boiler makers, smiths, sand- blast proprietors, consulting engineers, electrical engineers, asbestos manufacturers, japanners, annealers, enamellers, electric and chromium platers, polishers, painters, garage proprietors, blacksmiths, tin smiths, lock smiths, iron mongers, alloy makers, metal platters, wire weavers and to buy, sell, manufacture, repair, alter, convert, let on hire and deal in plant, machinery, tools, implements, utensils, rolling stock in hardware of all kinds.
39. To carry on the business of manufacturers or dealers in wood products, plywood matches, and wooden or metal furniture.
40. To carry on the business of manufacturers of or dealers in arms and ammunitions if permitted by law.
41. To carry on the business of manufacturers of or dealers in glass products, including sheet and plate glass, optical glass, glass wool and laboratory ware.
42. To carry on the business of manufacturers of or dealers in textiles, including man-made fibres, cotton, silk, jute, woollen and synthetics.
43. To carry on the business of manufacturers of or dealers in industrial machinery of all types, including bearing, speed reduction units, pumps, machine tools and agricultural machinery and earth moving machinery including road rollers, bull-loaders, shovels and dozers, dumpers, drag lines and light engineering goods such as cycles and sewing machines and their components.
44. To carry on business as manufacturers, dealers, stockists, importers, and exporters of engineering drawing sets, builders, hardware steel rules, measuring tapes, cutting tools, hand tools, precision measuring tools, machine tools, Garage tools, hardware tools, instruments, apparatus and other machinery, plant, equipment, articles, appliances, their component parts and accessories.
45. To carry on business as manufacturers, dealers, stockists, exporters and importers of bolts, nuts, nails, rivets, hinges and hooks of all types and descriptions.
46. To carry on business as manufacturers, dealers, stockists, exporters and importers of forging, casting, stampings, of all metals, machinery parts, moulds, press tools, jigs, fixtures, injections and compression moulding and steel products of all kinds.
47. To carry on business as manufacturers, stockists, importers, exporters, repairers and dealers of dynamos, motors, armatures, magnets, batteries, conductors, insulators, transformers, converters, switch boards, cookers, engines, guns, presses, insulating material, and generally electric plant appliances.
48. To carry on business as manufacturers, dealers, stockists, importers and exporters of buckets, bath tubs, tanks, trunks, metal furniture, safes, chimneys and pipes.

49. To carry on business as manufacturers, dealers, stockists, importers and exporters, suppliers and commission agents and to carry on all or any of the business of wholesale and retail in all kinds or merchandise such as textile, yarn, steel, spices, dry fruits, chemicals, dyes and grains.
50. To carry on business of timber and lumber merchants, lumber yard and saw mill proprietors and to buy, sell, prepare for market, import, export, and deal in timber and wood of all kinds.
51. To carry on business as manufacturers of and dealers in plywood, hardwood, blocks for flooring and other purposes, boxes, windows, doors, wood pulp, wood wool, masts, spars, derricks, sleepers, tool handles, panelling, wood work, furniture and articles of all description wholly or partly made from woods, bricks, cement or stone.
52. To carry on business as manufacturers of or dealers in or as stockists, importers and exporters of packaging materials, cartons, containers, boxes and cases made of paper boards, wood glass, pulp, cellulose films, polythene rubber metals, metal foils, gelatine, tin flexible treated laminated or other materials.
53. To carry on business as manufacturers of or dealers in or as stockists, importers and exporters of bottles, jars and fibrite boxes.
54. To act as trustees, executors, administrators, attorneys, nominees and agents and to undertake and execute trusts of all kinds and (subject to compliance with any statutory condition) to exercise all the powers of custodian, trustees and trust corporations.
55. To procure or develop and supply any patents, inventions, models, designs, scientific or industrial formulas or processes.
56. To procure or develop and supply technical know-how for the manufacture or processing of goods, materials, or in the installation or erection of machinery or plant for such manufacture or processing, or in the working of mines oil wells or other sources of mineral deposits; or in search for or discovery or testing of mineral deposits; or in search for or in carrying out any operations relating to agriculture, animal husbandry, dairy or poultry farming, forestry or fishing or rendering services in connection with the provision of such technical know-how.
57. To carry on the profession of consultants on management, employment, engineering, industrial and technical matters to industry and business and to act as employment agents.
58. To carry on business of printing and publishing books, magazines, journals and newspapers and to act as agents in connection therewith.
59. To undertake or arrange for the writing and publication, books, magazines, journals or pamphlets on subject relating to trade, commerce, industry, agriculture, banking, insurance, investment, taxation, finance, economics, law and other subjects.
60. To acquire or set up and run schools, colleges, training and professional institutions and music and dance centres.
61. To undertake or promote research in economic, fiscal, commercial, financial, technical, and scientific problems.
62. To carry on business as financiers, concessionaries and to undertake, and carry on and execute all kinds of financial, commercial, trading and other operations.
63. To carry on business as manufacturers of petro-chemicals and its by-products and corresponding products.
64. To carry on all or any of the following businesses namely cotton spinners and doublers, flax, hemp and jute spinners; linen and cloth manufacturers, flax, hemp, jute and wood merchants, wood combers, worsted spinners; yarn merchants, worsted stuff manufacturers, bleachers and dyers and makers of vitniol bleaching and dyeing materials.
65. To carry on business of manufacturers of and dealers in flour, biscuits, bread, chocolate and other sweets of every description, oils of all kinds and to buy, sell, manipulate or deal with, wholesale and retail, grains, seeds and pulses.
66. To carry on the business of speculation in shares, stocks, debentures, debenture stock, bonds, obligation and securities issued if permitted by any law for the time being in force in the country.
67. To undertake and transact all kinds of agency business, and to carry on and promote any business, commercial or otherwise under sound principles or to act as distributors, agents, contract man representation and indenting agents on commission and/or allowance as may be deemed fit.
68. To run service station for the repairs and servicing of automobiles and to manufacture or deal in fuel oils, and greases.
69. To carry on the business or businesses of manufacturers, importers and exporters of the dealers, in forgings, press, structural and rolling works of all kinds and in particular (i) Steel Rulings, rods, bars, wire, sheets and all kinds of ferrous or non-ferrous rolling works.
70. 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 welfare or 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 is 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 35 CC of the Income-Tax Act 1961, or any other law relating to rural development for the time being in force or as maybe regarded by the Directors as rural areas and the Directors may at their discretion in order to implement any of 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 Organization(s) or Person(s) as the Directors may approve.
71. 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 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 Director

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. for organizing lectures or seminars likely to advance these objects or for giving merit awards, f.or giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to pursue their studies or academic pursuits or researches and for establishing, conducting, or assisting, any institution, fund, trust, etc. having anyone 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 Local Body or Authority or Central or State Government or any Public Institutions or Trusts or Fund or Organisation(s) or Person(s) as the Directors may approve.

72. To work as an export house and deal in all matters and deal in all things that an Export House may be eligible .under the Import Trade Control Policy.

73. To export; import, Produce, manufacture, buy, sell, distribute in wholesale or retail as principal agents or otherwise.

a)E.P.N.S. and german silverware and cutlery and other engineering goods of every type of description;

b)Chemical and ail lead products including dyes, paints, cosmetics, toiletries, perfumeries, timber based products, glass and glassware, ceramics;

c)Plastics and P.V.C. goods of every type and description.

d)Leather and leather goods and other animal products.

e)Sports cups. medals and sports goods of every type and description;

f)Handicrafts including handicrafts products of copper, brass, bronze, bidri, and bell metal; manufacturers of ivory, real and imitation zari bangles, manufacturers of alabastor. wood carvings; Musical instruments, artistic walking sticks. lace and lace goods, artistic carpets and carpetings, dolls and toys, puppets and masks, stuffed animals .. artistic or fur and human hair. articles of horn, bone and cork shell, costume jewellery, imitation jewellery. hand paintings, paper made items and other handicraft goods of every type and description.

g)Brass, iron, steel, brassware, ironware. hardware, copper, rubber, chemicals and steelware;

h)Electrical and mechanical machines and fittings, machine tools, all kind of plants, machinery, apparatus, tools and materials and products of iron, steel and other materials .or alloys;

i)Woollen carpets, rugs, drugget, woollen, textiles and hosiery.

j)Cotton Textile, natural silk fabrics, readymade garments and made up.

k)Stainless steel products of every type and description.

l)To sell, breed, manufacture, produce, import, export, improve, prepare deal and trade in cattie, poultry, seafood and dead stocks of every description and other commodities and things.

IV. The liability of the members is limited.

V. The Share Capital of the Company is Rs. 12,48,00,000/- (Rupees twelve crores and forty eight lakhs only) divided into 1,24,80,000 (One crore twenty four lakhs and eighty thousand only) 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 of the Company set opposite our respective names.

	Name, Addresses, Description and Occupation of Subscribers	Number of Equity Shares taken by each subscriber	Signature of subscriber	Name, Address, Description and Occupation of Witness
1.	Balbir Chand Kapur S/o R.B. Late Shri Chuni Lal Kapur A/-1/117 Safdarjang Enclave New Delhi – 110 029 IAS (Regd.) Industrialist	One Equity Share	Sd/- B.C. Kapur	I witnesseth the Signatures & Particulars of all the Subscribers Sd/- R.K. GUPTA S/o Shri B.S. Gupta 29A/1, Asaf Ali Road, New Delhi Chartered Accountants
2.	Rajendra Kumar Saboo S/o Shri Tara Chand Saboo 1, Sector 5, Chandigarh Industrialist	One Equity Share	Sd/- R.K. Saboo	
3.	Bhagwati Prasad Mandelia S/o Shri Durga Prasad Mandelia B-92, Greater Kailash New Delhi Industrialist	One Equity Share	Sd/- B.P. Mandelia	
4.	Tara Chand Saboo S/o Late Shri Basesar Lal Saboo 'Alankar', Penn Road, Alipur, Calcutta – 27 Industrialist	One Equity Share	Sd/- T.C. Saboo	
5.	Krishan Kumar Mallick S/o Shri Roshan Lal Mailk 8/5 Dev Nagar Karol Bagh New Delhi-5 Business Executive	One Equity Share	Sd/- K.K. Mallick	
6.	Prem Nath Sehgal S/o Late Shri Khushiram Sehgal B-7, Green Park Extn. New Delhi – 16 Business	One Equity Share	Sd/- P.N. Sehgal	
7.	Ram Kumar Sharma S/o Shri Bhimsen Sharma X-11, Green Park New Delhi -16 Service	One Equity Share	Sd/- R.K. Sharma	
	Total	Seven Equity Shares		

New Delhi, Dated this 19th day of December, 1980