

**THE COMPANIES ACT, 1956**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**<sup>1</sup> JOY REALTY LIMITED**

- I. The name of the Company is <sup>1</sup>JOY REALTY LIMITED
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. The Objects for which the Company is established are:
- A. MAIN OBJECTS IF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:
1. To carry on the business of real estate developers, builders, contractors to purchase, lease, develop, renovate, re- development, re- conditioning, improve, maintain, exchange or otherwise own land, lease land, agriculture land, land in Special Economic Zones, purchase of properties in SEZ, developing land buildings, housing apartments, colonies, township, commercial shopping malls, roads, bridges, culverts, dams, tunnels, or any built-operate and transfer system, shops, offices, industrial units, shopping malls, multiplex, theatres, amusement parks, warehouses, hospitals, hotels, motels, commercial premises, turnkey projects, infrastructure facilities comprising of any public facility and to act as general construction contractors, civil engineers, structural engineers, architects whether upon or otherwise, to purchase, sell and deal in free hold and lease-hold land, government allottees land, slum re-development scheme as notified by the government or local authorities and to make advance upon the security of land, buildings, flats, and other property or any interest therein by consolidating or connecting or sub dividing properties, leasing, letting or renting, selling by installments, or on ownership, hire purchase, basis or and development of land and real estate by entering into contracts with central governments, state government, local authority, statutory authority or semi government bodies for their rehabilitation schemes and arrangement of all kinds of development with tenants and other either as owner or as agents and to venture with any other person, partnership firm or company in carrying the above objects in India and abroad as above.
  2. To carry on the business of a hire purchase company and to acquire to provide on hire purchase basis all type of industrial and office plant, equipment, machinery, vehicles, building and real estate, required for manufacturing, processing, transportation and trading businesses and other commercial and service businesses and to receive money, deposits, advances on interest to such companies, firms, association of persons on such terms and conditions as they seem expedient and to invest in lands, building, factories, houses, flats, commercial, agricultural and mining properties.

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<sup>1</sup> Altered vide special resolution passed at the 27<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September 2010

**B. INCIDENTAL AND ANCILLARY OBJECTS TO THE  
ATTAINMENT OF THE MAIN OBJECTS**

3. To carry on the business of subscribing to capital of any industrial enterprises in India.
4. To lease, machinery, plant accessories, electrical installations, computers tabulators, electronic equipment, trucks, lorries, buses and other capital goods to industrial undertakings and receive rental and other payments thereof.
- 5 To carry on the business of an investment company and to buy, sell, underwrite, sub-underwrite, acquire, transfer, hypothecate, deal in and dispose of any shares, stocks, debentures, debenture stock, bonds, units, obligations, securities, properties of any kind issued or guaranteed by any company constituted to carry on business in India or elsewhere, including securities, bonds, debentures, debenture stock and security issued by Central Government, Public Sector Undertakings, Municipal Corporations or Local Bodies and to carry on the business normally carried out by finance and investment companies.
- 6 To carry on and undertake the business of finance, investment and trading, hire purchase leasing and to finance lease operations of all kinds, purchasing, selling, firing or letting on hire all kinds, of plant and machinery and equipment that the company may think fit and to assist in financing of all and every kind and description of hire purchase of deferred payment or similar transaction and to subsidies, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including lands and buildings, plants and machinery, equipment, ships, aircraft, automobiles, computers and all consumer commercial and industrial items and to lease or otherwise deal with them in any manner whatever including resale thereof, regardless of whether the property purchased and leased be new and /or used and To provide a leasing advisory/ counseling service to other entities and or form the leasing arm of other entities.
- 7 To borrow or raise or secure the payment of money or receive money on deposit at interest for any of the purpose of the Company and at such time and from time to tome and in such manner as may be thought fit and in particular by the issue of debentures, or debenture or debenture stocks convertible into shares of this or any other company or perpetual annuities and as security for such money so borrowed, raised or received for any such debentures 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 assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company or any other person or company as the case may be provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949 subject to provision of section 58A and directives of Reserve Bank of India.
- 8 To form, constitute, folost, lend money to assist and control similar companies, associations or undertakings whatsoever.
- 9 To establish, provide, maintain and conduct or otherwise, subsidies, assist research laboratories and experimental workshops for scientific and experiments, and undertake and carry on all scientific and technical researches, experiments and tests of

all kinds and to promote studies and research, both scientific and technical, investigations and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration of scientific or technical professors or teachers and by providing for the award or exhibitions, scholarships, prizes, and grants to students or independent students or otherwise and generally to encourage, promote and reward studies researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any kind of the business which the Company is authorized to carry on

- 10 To establish, promote or concur in establishing or promoting any, company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of the Company or for any other purpose which may seem, directly or indirectly, calculated to benefit the Company and to place or guarantee the placing of subscribe for or otherwise acquire all or any part of the share, business capable of being conducted so as directly or indirectly to benefit the Company.
- 11 To pay for any properties, right or privileges acquired by the Company either in shares of the Company or partly in shares and partly in cash or otherwise.
- 12 To form, promote, subsidies and assist companies, syndicates and partnerships of all kinds in any manner as may be thought fit in connection with any of the above objects of the Company.
- 13 To hold use, cultivate work, manage, improve, carry on and develop the undertaking lands and movable and immovable estate or property and assets of any kind of the Company or any part thereof.
- 14 To enter into partnership or into any arrangements for sharing or pooling of profits, amalgamation, union or interest, reciprocal concession or co-operation with any person, partnership or company and to promote and aid in promoting constituting, forming and organizing companies, syndicates or partnerships of all kinds for the purpose of acquiring and undertaking any property and liabilities of this Company or of advancing directly or indirectly the objects thereof or for any to pay for any other purpose which this Company may think expedient, and also to pay for any properties & privileges acquired by this Company either in shares of the Company or partly in shares and partly in cash or otherwise and to given shares or stock of this Company in exchange for shares or stock of any other Company.
- 15 To enter into any arrangements with any Government or authorities, supreme, municipal local or otherwise, or any person or company that may seem conducive to the Company's Objects or any of them to obtain from any such Government, authorities, person or company, any rights, privileges, charters, contracts, licenses, and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges, charters, contracts, licenses, and concessions.
- 16 To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other movable or immovable property or without security upon such terms and in such manner as may be thought proper and from time to time to vary such transactions and investments in such manner as the Directors may think fit subject to the provisions of the Companies Act, 1956.
- 17 To carry on the business of leasing, hiring, hire purchase financing and to acquire, to provide on lease or on hire purchase basis all types of plant and machineries, industrial and office equipments, appliances, vehicles, buildings and real estate required for

manufacturing, processing transportation, electricity generation, shipping, agricultural, domestic, commercial, trading and other activities.

- 18 To pay or satisfy the consideration for any property, rights, shares securities or assets whatsoever which the company is authorize to purchase or otherwise acquire either by payment in cash or by the issue of shares, or other securities of the Company or in such other manner as the Company may agree or partly in one mode and partly in another or other.
- 19 To draw, make accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange; promissory notes, hundies, debentures, bonds, bills, of ladings railway receipts, warrants, and all other negotiable or transferable instruments.
- 20 To open accounts with any firm or company or with any bank or banks or bankers or shroffs and to pay into and to withdraw money from such account or accounts.
- 21 To apply for tender, purchase or otherwise acquire any contracts, sub-contracts, licenses, concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
- 22 To employ experts to investigate and examine into the conditions, prospects, value, charter and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- 23 To carry on any business or branch of a business which this Company is authorized to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.
- 24 To appoint any Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
- 25 To take part in the management, supervision and control of the business or operations of any company or undertaking having similar objects and for that purpose to appoint and remunerate any Directors, Trustees, Accountants or other experts.
- 26 To establish and support or aid in the establishment of and support associations, institutions, companies, societies, funds, trusts, and conveniences for the benefit of the employees or ex employees or of persons having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or by way of lump sum and to make payments towards insurances and to form and contribute to provident and benefit funds, to or such persons
- 27 To create any depreciation fund, reserve fund, sinking fund, insurance fund, educational fund or any other special fund on reserves whether for depreciation or for repairing, improving extending or maintaining any of the properties of the company or for redemption of debentures or redeemable preferences shares or for any other purposes conducive to the interest of the Company.

- 28 To amalgamate with any other company having similar objects.
- 29 To distribute any of the property of the Company amongst the members in specie or kind subject to the provision of the Companies Act, 1956 in the event of winding up.
- 30 To Place, to reserve or to distribute as bonus shares among the members 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 a premium by the Company and any money received in respect of forfeited shares, and moneys arising from the sale by the Company of forfeited shares subject to section 78 of the Companies act, 1956.
- 31 To accumulate capital from the profits of the Company for any of the purposes of the Company and to use and appropriate the same or any of the Company's assets either conditionally or unconditionally to specific purposes.
- 32 To provide for the welfare of Directors or employees of the Company or its predecessors, or in business and the wives, widows and families or the dependents or connections of such persons by buildings or contributing to the budding or houses or dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident and other associations, funds, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instruction, recreation, hospitals and dispensaries, medical and other attendance and assistance as the Company shall think fit.
- 33 To lend and advance money for give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or any such persons or companies and generally to give guarantee and indemnities.
- 34 To procure the Company to be registered to recognize in any foreign country or place.
- 35 To procure the incorporation, registration or other recognition of the Company in any country, state or place outside India and to establish and maintain local registers of any branch places of business in any part of the world.
- 36 To aid, pecuniarily or otherwise any association, body or movement having for an object, the solution, settlement or labour problems or troubles or the promotion of industry or trade.
- 37 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 incur any expenditure on any programme of rural development and to assist execution and promotion thereof directly or through an independent agency or in any other manner. Without prejudice to the generality of 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 areas likely to promote and assist rural development and that the words "rural area" shall include such areas as may be regarded as rural area under Section 35CC of the Income Tax Act, 1961 or any other law relating to rural development for the time being in force or in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value and subject to provisons of Companies Act, 1956 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 trust or funds

- 38 To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging to be social and moral responsibilities of the Company to the public or any section of public as also any activity likely to promote national welfare or social, economic or moral uplift of the public or section of the public and in such manner and by such means as the Board may think fit and undertake, carry out promote and sponsor any activity for publication of any books, literature, newspapers etc., or for organizing 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 person to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust, etc., have any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value and subject to provisions of Companies Act, 1956 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 or trust or funds.
- 39 To pay all costs, charges and expenses incurred or sustained in or about the promotion, incorporation and establishment of the Company or which the Company shall consider to be preliminary out of funds of this Company.
- 40 To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
- 41 To pay for technical know how, technical and engineering, assistance and information and/or service rights or privileges acquired by the Company either in shares of the Company or partly in shares or partly in cash or otherwise.
- 42 To obtain and/ or manage to obtain for any company, corporation, body corporate, industries, firm, association or any person industrial licences, permission of the Controller of capital issues and / or Reserve Bank of India and/or generally to act as agents, liaison officers in or about obtaining licences, import quotas, foreign exchange quotas for raw materials, power and other licenses, authorities, permission etc., from any Government or public authority or department
- 43 To represent any company, body corporate, association, firm or person before any department of the Government, State or Central, and to do or cause to be done all things necessary in connection therewith.
- 44 To receive moneys securities and valuables of all kinds on deposit at interest or for custody and generally to carry on the business of a safe deposit company.
- 45 To apply for, promote and obtain any Act of Parliament or legislature, charter, privilege, concession, licenses or authorization of any Government State or Municipality provisional order or license of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly, to prejudice the interest of the Company.'

#### C OTHER OBJECTS:

- 46 To carry on business as manufacturers of chemicals distillers oil refineries, dye makers, gas makers, and products made thereof; metallurgists, engineers, ship owners and

charters and carriers by land, sea and air wharfingers, warehousemen, planters, farmers saw mill proprietors, timber merchants, sugar merchants, and to buy, sell, grow, prepare for the market, manipulate, import, export and to deal in or produce or products of the earth of all kinds and to manufacture and to deal in articles of all kinds and to manufacture and to deal in articles of all kinds in the manufacture of which timber, wood or any such product is used.

- 47 To carry on the business of chemists, druggists, drysalter, oil and colour men, importers and manufactures of, and dealers in pharmaceutical, medical, chemical, industrial, and other preparations and articles, compounds, cements, plasters, oils paints, pigments, and varnishes, drugs dyeware, paint and colour grinders, makers of and dealers in proprietary articles of all kinds of electrical, chemical, surgical and scientific apparatus and chemicals, fertilizers, manures, dyes, and dyestuff, lubricants and gases, phosphates, nitrates, caustic soda, chlorine products, iodine salts, and minerals, organic and inorganic chemicals heavy and light chemicals and fine chemicals, petrochemicals and alkalis and acids, glues and gums, soaps, toilet goods, oils, scents attars, perfumes, scented oils, flavoured essences, floral synthetics, aromatics, mineral waters, wines, liquors, fruit essences, fruit juice, fruit syrup, vaccines, serums, fruits, raw and ripe fruit seeds, and by products of fruits, herbs and other articles.
- 48 To manufacture, produce, prepare, buy, sell, export, import, do clearance and transport and handle, install, survey and estimate for installation at site and generally carry on business in all types of explosives, detonators, explosive accessories, gunpowder, safety fuses, detonators, detonating fuses, exploders, blasting equipment, sequences, switches, shot firing cables, connecting wires, insulating materials, crimping machines, ohm meters, rheostats and other connected equipment for explosives and blasting operations and the plant and machinery for producing the same.
- 49 To manufacture, prepare, produce, buy, sell, export, import clear, transport, handle all kinds of explosives intermediaries, raw, materials, blasting accessories and equipment chemical and plastic goods and their intermediaries and by products and machinery for producing the same.
- 50 To manufacture, produce, prepare, buy, sell, export, import, clear, transport handle and generally carry on business in all kinds of fertilizers, pesticides, chemicals, their intermediaries, fibers, plastic and plastic intermediaries, and their by products including among others, finished products and the plant and machinery for their productions.
- 51 To carry on any trade agriculture, plantations and in particular sugarcane plantation business, manufacture, venture or commercial operations in India or in any other part of the world in connection with and merchandise, commodities, goods, wares produce, products, articles and things and to purchase or otherwise acquire and things and to sell or otherwise dispose of or deal in, either for future or ready delivery and either absolutely or conditionally or to manufacture or do work upon any merchandise, commodities, goods, wares, produce, products, articles and things dealt or traded in by the Company and to cover any such purchase or sale by options, cross- contracts or otherwise.
- 52 To cultivate, grow, produce or deal in any vegetable products for the time being required for any of the manufactures which the Company is authorized to undertake and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farmers, millers, surveyors and vendors of milk, cream, cheese, butter, poultry and provisions of all kinds, growers, of and dealers in corn, hay and straw, seedman and

nurserymen and to buy, sell and trade in any goods, usually traded in any of the above business or any other business associated with the farming interest.

- 53 To carry on the business of spinning, weaving, manufacturing and dealing in cloth and textiles of all kinds such as artificial silk, raw silk, cotton, woolen, nylon, rayon, and the business of measurers of hosiers, flax, hemp and jute, staple yarn and worsted stuff, bleachers and dyers and makers of terylene, bleaching, dyeing and printing materials and to carry on all or any of the business of manufacturers, importers and wholesale and retail dealers of and in textile fabrics.
- 54 To carry on the business of washing, purifying, scouring, bleaching, wringing, dyeing, drying ironing, colouring, printing, disinfecting, renovating or otherwise processing and preparing for use all kinds of garments and wearing apparel, household and domestic cotton, linen, woolen, nylon, rayon, and silk goods, artificial silk goods and fabrics.
- 55 To carry on the business of exporters, importers and to sell, purchase export, prepare, for market and otherwise, cotton, kapas, silk, raw silk, wool, jute, hemp, rayon, artificial silk, nylon, polyester, acrylic, asbestos and any other natural, synthetic or man made fiber of fibrous substances, materials, general merchants, commission agents selling agents and to buy, sell and otherwise dispose of, hold, own, manufacture, produce, export, import and deal in either as principal or agent, upon commission or otherwise, all kind of goods, produce, article, merchandise and personal property whatsoever, without limit.
- 56 To carry on business as capitalists, commercial agents, and advisors.
- 57 To carry on business as house land, estate agents and to arrange or undertake the sale, purchase or advertise for sale or purchase, assist in selling or purchasing and find or introduce purchasers or vendors of and to manage land, buildings, and other property whether belonging to the Company or not, and to let any portion of any premises for residential, trade or business purposes, or other private or public purposes and to collect rent and income and to supply to tenants and occupiers and other refreshments, clubs, public halls, messengers, lights, waiting rooms, reading rooms, meeting rooms lavatories laundry convenience, electric convenience, garages and other advantages.
- 58 To purchase, take on lease or exchange, or otherwise acquire real and personal property of all kinds, and in particular land oil wells, refineries, mines, mining rights, mineral ores, buildings machinery plant, shares, licences, concessions, easement and other rights and privileges which it may seem necessary or in connection with any of the business of the Company and whether for the purpose of resale or realization or otherwise.
- 59 To buy, sell, let on hire, exchange, alter, improve, manipulate, prepare for market and/or otherwise deal in or distribute all kinds of plants, machineries, machine parts, tools, apparatus, utensils, chemicals, raw materials and substances necessary or convenient for or carrying on any of the above specified business or any other marketable commodities whatsoever.
- 60 To won, control, manage, or to erect, construct, maintain, alter, repairs, pull down and restore either alone or jointly or in collaboration with another or jointly or in collaboration with another or others, works of all descriptions, including wharves, docks, piers, railways, water ways, roads, bridges, warehouses, offices, factories, mills, engines, plant, machinery, and equipment of every description, gas works, chemical works, electric works, water works, drainage and sewage, work and buildings of every description.
- 61 To establish, compile, print publish and carry on newspapers, periodicals, gazettes, trade lists, year books, statistics and other publications as literatures and to carry on business as



newspapers proprietors, printer, publishers and advertising agents in all their respective branches.

- 62 To carry on business of collecting, editing, summarizing, amplifying and disseminating International trade and commercial information for the private use of clients, subscribers, associates or other for general or restricted publication in any language and in any medium and to undertake or cooperate in market research and other marketing assignments or activities.
- 63 To carry on business as manufacturers and suppliers of and dealers in tassels robe, dress and mantle, gold lace, lace braids, cords, embroiders, furs, ribbons, fan, perfumes and flowers, buttons thread ornaments fringers, chalk, pattern cards, prints, sewing machines, squares, measures, lingerie and trimmings of every kinds and fittings equipment and requisites of all kinds.
- 64 To erect plant and machinery for the purpose of ginning, pressing spinning, weaving, manufacturing, dyeing, clouring and printing cotton clothes, fabrics, silk, artsilk, yarns, wool, and other staples, fibres, and materials.
- 65 To manufacture, export, import, sell and deal in ready made or made to measure garments of all kind and types and in particular, shirts, bush shirts, trousers, night dresses, swmming dresses, leeping suits, dressing gowns, childrens wear, men's wear, handkerchief, ladies wear, coats, sports shirts, jackets and underwear from cotton,silk, wool, terylene, terry-cotton, synthertic fibers and making mixtures thereof and from all other textiles.
- 66 To carry on business of drapers, hosiers, clothiers, dressmakers, costumers, dress agents, furnishers and outfitters.
- 67 To act as agents, trustees and to undertake and act in any of the business of the Company through or by means of agents, contractors or others.
- 68 To carry on, in India or elsewhere, the industry, trade or business of manufacturers, producers, processors, importers, exporters, agents, suppliers and or otherwise engage and deal in Television sets, Radios, Transistors, Tape Recorders, Audio and Visual electronic and electrical equipments, instruments aid apparatus, appliances and/or other articles and things including parts and accessories for use in connection with electronic and electrical systems.
- 69 To manufacture, deal in, distribute, establish, procure or acquire all properties and rights and to repair and / or otherwise deal in , in India or elsewhere, all types of telecommunication or communication systems, appliance apparatus, equipment, calculators, digital equipments, analysers, amplifiers including foils or all makes, condenses, capacitors, electrodes, valves and other electronic and electrical appliances and merchandise and all parts and accessories thereof.
- 70 To carry on the business of research, design and manufacture, produce, process, electronic, electrical, mechanical, pneumatic, optical and industrial equipment including recorders, indicators, controllers, digital voltmeters, digital computer/ components, computer paper and tape, and parts and accessories thereof and sell, lease, licence, supply technical know how including fruits of.
- 71 To carry on all kinds of business of manufacturers, importers, exporters, dealers, assembling and distributors of radios, radiograms, gramaphones, wireless apparatus, domestic and commercial refrigerators, coolers and freezers of all kinds of humidifying, dehumidifying, ventilating and cooling plants, rooms coolers, and air- conditioning of all kinds, records, bare and rubber insulating wires, cables, flrxible cards, fuse wires, copper

weld and aluminium wires, electric switches and switch gears, contents, lamp, motors, fans and electric goods, plastic and light material products, equipments and all accessories of all kinds, cold storage equipments and all articles and things used in manufacture, construction, erection, maintenance, and working thereof or in connection therewith in any way whatsoever; to repair the same and their machinery and apparatus etc., to manufacture and deal in loudspeakers, transformers, microphones, transmitters, amplifiers receivers, public address equipments and wireless equipment of all kind used in the manufacture, installation, erection, repairs, maintenance and working thereof.

- 72 To manufacture, buy sell, import, export, distribute, install, repair, maintain, exchange, alter or hire, buy or sell on hire purchase or installment system or to construct, develop, enter into arrangement for setting up the same, either in whole or in part or in any other way to deal in radio receivers of all kinds such as table sets, portable sets radiograms, television receivers of all kinds such as table sets as well as components thereof such as coils, transformers, loudspeakers, and other metal, electrical and electric parts, record players and record changers of all kinds such as portable sets, built in chassis for radio grams as well as components hereof, tape recorders, dictating machines of all kinds and accessories such as microphones, tapes as well as components thereof, valves transistors, diodes photocells, resistors, condensers, push and press buttons, potentiometers, present controls of all kinds, commercial apparatuses such as broadcasting and television transmitters, director finding equipment, telecommunication receivers, radio telephones, radar equipments, telecommunication cable and cables accessories intercom sets, radio links, carrier frequency equipment, analogue and digital computers, letter sorting machines, studio equipment and amplifiers of all kinds and accessories, as well as components thereof.
- 73 To carry on business as a manufacturers, wholesalers, distributors, retailers, importers and exporters of all forms of equipment, apparatus, accessories and senitized product relating to photography, visual communication, image and document production and copying and information gathering, recording, handling and retrival and repairing and service of such equipment.
- 74 To carry on business as producers of cinematograph plays and films, both silent and talking, film manufacturers, film editors, film a pointers, film distributors and renters and cinema, theatre and music hall proprietors and manager.
- 75 To carry on business as manufacturers, exporters, im porters, traders, buyers, sellers, agents and dealers of industrial scientific and domestic air conditioners, refrigerators, cold storage equipment, freezers, heating and ventilation equipment, insulation panels, electronic appliances and /or other articles and things including parts and accessories and installation, erection repairing, amiantenance, servicing and working thereof for use in air conditioning, refrigeration cold storage system and plant.
- 76 To carry on business or vocation of technical, engineering and industrial consultancy in all the various aspects of development execution, administration of any system of air conditioners cold storage, insulation, heating and ventilation equipment and to enter into and procure any arrangements with person, firm or company in India or outside India for supply of technical know how, and technical, engineering, administrative, repairs and maintenance services in India or outside India.
- 77 To carry on the business of electricals, electrical engineers and manufacturers of all kinds of electrical machinery and electrical apparatus foe any purposes whatsoever and to amnuufacture, sell, supply and deal in accumulators, lamps, meters engines, dynamos, batteries, telephonic or telegraphic apparatus of any kind and manufacureres of and dealers in scientific instruments of any kind.

- 78 To carry on the business or vocation of consultancy services for technology and computerized system in all the various aspects of data processing financial accounting, production planning project management, Banking applications, pay roll, inventory and to act as professional accountants.
- 79 To build, make, operate, maintain, buy, sell, deal in and with, own lease, pledge, give on hire or enter into hire purchase agreements or otherwise dispose of ships, vessels, boats, and the like of every nature, kind and description whatsoever all parts and accessories thereof, including all material, articles, tools machinery and appliances, entering into or sizable and convenient for construction or equipment thereof, engines, boilers, machinery and appurtenance of all kinds; the transportation of goods merchandise and passengers upon land or water; building, repairing and designing house, structures vessels, ships, boats, wharves, docks, dry docks, rail roads, engines, cars, machinery and all other equipment; constructing maintaining and operating ship yards and railroads; to build, construct, repair, maintain, and operate water, gas or electrical works wharves, piers, and like works appropriate to shipyards to own, operate, and maintain steamships, vessels or other kinds of transportation.
- 80 To act as marine engineers, machinist, contractors, fabricators, ship owners, ship builders, metallurgists for all sorts of engineering and structural jobs including designing, manufacturing, erecting, repairing, remodeling and supervising all kinds of works and/ or to supply of goods thereof.
- 81 To manufacture, import, export, buy, sell, let on hire, prepare for market or otherwise deal in all kind of iron and steel, plastic or other product materials including scrap in and products like billets, castings, bars, rounds, pipes, tubes, flats, angles, channels, structural, forgings, silicon sheets, ferrous or nonferrous materials white metal, special steel or alloys of all varieties including stainless or other steels special or otherwise plastic including PVC sheets, tubes, pipes, cables laminates and the like.
- 82 To carry on business as clearing forwarding and shipping agents either by sea, land or air and to act as Custom House Agents and to represent owner and charters of ships, aircrafts, barges, boats, lightmen and carrier of goods and passenger by road, rail, air, and water, packers warehousemen, storekeeper and jobmasters.
- 83 To carry out business of stevedoring handling cartage and haulage contractors for the ships and aircraft's.
- 84 To carry on business of booking of cargo and passage, by Air, Sea and Rail; to act as Charters of ships, aircrafts and coaches in India or abroad; to organize and arrange guided tours in India and abroad; also to act as Stevedoring and clearing Agents, Custom House Agents, Shipping Agents, Booking Agents And as Transporters.
- 85 To acquire, commission or licences for the establishment and working of booking of cargo and passage by air, sea and rail in any part of the world or other works with the benefit or any subsidy attached to any such concession or licence to otherwise and to resell or sublet any concession or licence obtained or contract entered into.
- 86 To carry on the business of work, steamships and other vessels of any class and to establish and maintain lines or regular service of steamship or other vessels and to enter into Contract for the carriage of mails, passenger goods and livestock by any means and either by its own vessels and vehicles or by vessels and vehicles of others.
- 87 To purchase and or to acquire and /or to repair motor cars, motor trucks, motor lorries, omnibuses, station wagons and to retain them as service on the roads.

- 88 To carry on the business of running omnibuses of all kinds and on all such lines as the Company may think fit and to transport passengers and goods.
- 89 To purchase aeroplanes for passengers and merchandise goods and to run them independently or taking over the agencies from other companies.
- 90 To carry on business as manufacturers of, and dealers, in all types of containers, receptacles, boxes, cartons cases, drums, cages, binds, jars, carboys, tubes, crates, packing cases, cane bottles, vials and fittings therefore of every kind and to manufacture and deal in plastic, bakelite, celluloid, glass, wood, plywood, hard board, straw- board and boards of all other description and any other material whether chemically treated or not, used for the manufacture of any of the aforesaid articles.
- 91 To manufacture or otherwise acquire and deal in containers and packing materials of any kinds including those made of glass, earthenware, metal, paper, cardboard and plastic materials.
- 92 To acquire from or sell to any person, firm or body corporate or concern whether in India or elsewhere technical and managerial information, know-how, processes, engineering, manufacturing, operating and commercial data, plans, 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 service.
- 93 To apply for, purchase or otherwise acquire protect and renew in any part of the world any patents, patent rights, brevets, and invention, licence, concession and the like conferring any exclusive or non exclusive or limited right to their, or any secret or other information as to any of the purpose of the Company, or the acquisition of invention which may seem capable of being used for any purpose 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 property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patent, inventions or rights.
- 94 To act as management, financial, scientific technical, engineering and labour consultants and to provide advisory and consultancy services in various field including general administrative, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation, statistical quality control, data processing services.
- 95 To carry on the business or vocation of technical industrial, management and administrative consultancy services in all the various aspects of market evaluation, Project identification, techno- economic feasibility report, plant and equipment selection, capacity optimization, corporate services, management and organizational development, production planning and control systems, personnel planning, selection, recruitment and training, revival of sick units, projects planning and commissioning on turnkey basis.
- 96 To give service as Industrial Engineers with a view to measure the efficiency of material consumption, labour plant utilization etc., to locate the causes of inefficiency and to suggest measures for rectifying defects.
- 97 To carry on the business or vocation of selecting, training, recruiting and give on contract, manpower resources for administrative, management technical, skilled, semi skilled and unskilled jobs, duties and work and to act as consultants for problems relating to

employment or non employment, dismissal of employees and as experts for accelerating efficiency and productivity of labour.

- 98 To act as agents to or for bankers or to issue travelers cheques, coupons, drafts, and various other modes of foreign exchange on their behalf and to act as brokers and agents for insurance companies in all their branches, Provident Fund and unit Trust of India and for railways, shipping, aerial and transport companies.
- 99 To apply for recognition as Export House, apply for import entitlements, export incentives, drawbacks and exercise such other rights and privileges of an import undertaking, in which the Company will be interested for its business.
- 100 To carry on the business of jewellers, dealing in selling and manufacturing of gold, silver, diamond ornaments, and the business of diamonds cutting, polishing, and export of diamonds and dealers in precious stones pearls, moti etc.
- 101 To purchase, erect, acquire equipment, manage or in any other manner and in all its aspects deal in hotels and lodging houses of every kind and sort including all the conveniences, amenities and facilities adjunct thereto in India or in any other part of the world and to render advisory, consultancy, technical and operational services in India and abroad for the construction, interior or exterior designing, planning operating or managing of hotels, restaurants and the like and to render in relation thereto all kinds of services.
- 102 To carry on the business of restaurants, cafes, refreshments rooms, clubs and casinos of every sort and kinds, to establish shops, canteens, kitchens and any other establishments for this purpose and for the sale of food and drink of every sort and to arrange for and provide all manner of entertainments, amusements, recreation and instruction for the public.
- 103 To carry on the business of beauty- parlours, laundries and to run health clubs and to provide all the conveniences amenities and facilities adjunct thereto.
- 104 To carry on the trade or business of manufacturers, producers, and preservers of and wholesale and retail and export and import dealers in chocolate, cocoa, cocoa butter, cocoa butter substitutes, vegetable fats, chocolate couverture, food drinks, chicory, butter cheese, sweetmeats, biscuits, confectionery, milk milk foods and milk products of all kinds, dairy farm, and garden produce of all kinds, poultry and eggs and marine and other processed foods of all kinds whether canned or not and other frozen foods of all kinds whether canned or not.
- 105 To undertake and execute any trust and also to act as the executor of the Will of any deceased person or as Administrators of the estate of any deceased person, as trustee for debenture holders or debenture stock holders of any company or as receiver, or treasurer or to act as trustee or to hold securities on behalf of and to protect the interests of any person or company.
- 106 To undertake, carry out, promote, sponsor, and assist activity or programme for the maintenance of animals and birds and to aid, subscribe or donate to institution whose object is to maintain animals and birds.

And it is hereby declared that;

- (i) The objects incidental or ancillary to the attainment of the main objects of the Company as aforesaid shall also be incidental or ancillary to the attainment of the other objects of the Company herein mentioned.

- (ii) The Word 'Company' in this Memorandum except where used with reference to this Company, shall be deemed to include any partnership or other body or association of persons whether incorporated or not and whether domiciled in India or elsewhere.
  - (iii) The objects set forth in each of the several clauses of paragraph III hereof shall have widest possible construction and shall extend to all parts of the world.
  - (iv) Subject to the provisions of the Companies Act, 1956, the objects set forth in any clause of sub paragraph (C) above shall be independent and shall be in no way limited or restricted by reference to or inference from the terms of any of the clauses of sub paragraph (C) or the subjects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in any of the clauses of sub paragraph (A)
  - (v) Nothing in this paragraph shall authorize the Company to do any business which may fall within the powers of the Banking Regulation Act 1949 or the Insurance Act, 1938
  - (vi) The liability of the members is limited
- V.     \*(a) The Authorized Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores Only) Equity Shares of Rs.10/- each (Rupees Ten Only). The Company has power, from time to time, to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto, respectively, such preferential, deferred, qualified or other rights, privileges or conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.
- <sup>2</sup>(b) The paid up capital of the Company shall be minimum of Rs.5,00,000/- (Rupees Five Lac only)

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<sup>2</sup> Inserted wide special resolution passed at the 26<sup>th</sup> Annual General Meeting of the Company held on 31<sup>st</sup> July, 2009.

\* Inserted wide special resolution passed at the 25<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2008.

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

Name of Subscribers	Addresses, occupation and descriptions of subscribers	Number of equity Shares taken by each subscriber	Signature of Subscriber	Signature of witnesses and their Addresses, Descriptions and occupations
R.R Desai	Popular Apartments 37, Tagore Road, Santacruz (West), Mumbai – 400 054. Business	10 Ten	R. R. Desai	<p style="text-align: center;">Sd/- Mayur A. Vora S/o Amritlal Vora 103, Rewa Chambers, 31, New Marine lines, Bombay – 400 020 Chartered Accountant</p>
Mrs. R. R. Desai	Popular Apartments 37, Tagore Road, Santacruz (West), Mumbai – 400 054. Business	10 Ten	Mrs. R. R. Desai	
Dipti R. Desai	Popular Apartments 37, Tagore Road, Santacruz (West), Mumbai – 400 054. Business	10 Ten	D R. Desai	
N.S Vishwanathan	5/289, Paradis –I Flank Road, Sion (East), Mumbai – 400 022 Chartered Accountant	10 Ten	N.S Vishwanathan	
K. Vijaya Reddy	5/C, Monisha, St. Andrews Road, bnadra (West), Mumbai – 400 050 Business	10 Ten	K. V Reddy	
H.G Desai	B/7, Popular House, Besant Street, Santacruz (West), Mumbai – 400 054 Business	10 Ten	H.G Desai	
R.S Kothari	6/B, Gunbow Street, Mangrol Mansion, 3 <sup>rd</sup> Floor, Fort, Mumbai – 400 001 Service	10 Ten	R.S Kothari	
		70 Seventy		

Dated this 15<sup>th</sup> day of October 1983