

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ARCO LEASING LIMITED

1. The name of the Company is **ARCO LEASING LIMITED**.

2. The registered office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of the Registrar of Companies, Mumbai.

3. **(a) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To carry on and undertake the business of leasing and hire purchase and to finance leasing and hire purchase and to finance lease operations of all kinds purchasing, selling, hiring or letting on hire all kinds of plant and machinery and equipments that the company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payments or similar transactions and to subsidise, finance or assist in subsidising or finance or assist in subsidising 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 moveable property including lands and buildings, plant and machinery equipment, ships, aircrafts, automobiles, computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless of whether the property purchased and leased be new and/or used.

 2. To provide a leasing advisory/counseling service to other entities and/or form the leasing arm of other entities.

 3. To carry on the business of leasing in and acquire, by purchase, lease, exchange or otherwise and hold properties, land, buildings, hereditaments, licences, easements, concessions and other rights, of any tenure and description wherever situate and any estate or interest therein and any rights over or connected with land to situate and to turn the same to account as may seem expedient.

***(b) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(a) ARE:**

4. To finance, promote, assist, industrial, commercial or professional enterprises and for that purpose lend and advance moneys to entrepreneurs, promoters and industrial concerns on such terms and conditions and with or without security as may be thought appropriate and generally to carry on business of capitalists, promoters, financiers or concessionaries.
5. To buy on the business as general merchants, traders, commission and selling agents and manufacturers representatives and to buy, sell and otherwise deal in precious metals (including gold, silver, jewellery (real or artificial) and allied articles.
6. To carry on the business as general merchants, traders, commission and selling agents and manufacture's representatives and to buy, sell and otherwise dispose of hold, own, export and import and deal in, either as principal or agents or brokers upon commission or otherwise all kinds of articles, goods, merchandise, commodities and property, moveable or immovable and to make and enter into contracts, agreements and obligations by or with any person, firm, company, government or any other authority for purchasing, acquiring, repairing, selling, exchanging and dealing in the same and carry out other acts connected with therewith or arising thereunder or considered proper and necessary for the said business.
7. To import, export, buy, sell, let on hire, hire purchase or easy instalment or on contract, repair, convert, recondition, improve, barter, exchange and deal in goods, commodities substances and articles on ready and forward basis and to carry on the business of buying and selling agents, wholesale and retail dealers in general produce, substances, goods, materials, merchandise and articles from, in and to all parts of the world.
8. To take part in the formation, management, supervision, or control of the business or operation of any company, association, firms, person or undertaking and also for that purpose to act as in Issue House, Registrars and Share Transfer Agents, Financial Advisors or Consultants or in any other capacity and to appoint and remunerate any Directors, Administrators or Accountants or other officers or other experts or Agents and to act as Consultants in Financing Industrial enterprises and also to form, promote, subsidise, organise and assist or aid in forming, promoting, subsidising, organising or aiding companies, syndicates or partnership of all kinds for the purpose of acquiring and undertaking any property, rights and liabilities of this company, or of advancing directly or indirectly the objects thereof, or for any other purpose which this company may think expedient.
9. To give guarantee and to carry on and transact every kind of guarantee and counter-guarantee business and in particular to guarantee performance of any obligation or the payment of any principal money, interest or other moneys secured by or payable under any debentures, bonds, debenture-stock, mortgages, charges, contracts, obligations and securities and the payment of dividend on and the repayment of the capital of stock and shares of all kinds and descriptions.

* Clause 3(b) altered, subject to approval of the members of the Company, vide Extra-ordinary General Meeting to be held on May 15, 2018

10. To borrow or raise money or secure and discharge any payment of money, or debt obligation or binding in such manner as the Company shall think fit and by the issue or sale of debentures, debenture-stock, bonds, obligations, mortgages and securities of all kinds, either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise, on the undertaking of the Company, or upon any other moveable or other unmoveable assets and book – debts and claim in action both present and future including its uncalled capital, if any and to apply the same or any part thereof for all or any purpose of tge Company and to purchase, redeem or pay any such securities subject to provisions of Section 58A and directions of Reserve Bank of India.
11. To lend money with or without security and to make advances upon, hold in trust, issue, buy, sell or otherwise acquire or dispose of on commission or otherwise any of the securities or investments of the kinds before mentioned or to act as agent for any of the above or the like purposes.
12. To receive money on deposit, loan or otherwise upon such terms as the Company may approve and / or to draw, make accept, endorse, discount, executive, buy, sell, collect, issue , negotiate, assign and otherwise deal in cheques, drafts, bills of exchange, promissory notes, hundies, debentures, bonds, bills of lading, railway receipt, warrants, coupons and all other negotiable and transferable instruments and to lend money 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 give all kinds of guarantees and indemnities but the Company shall not carry on the business of Banking as defined by the Banking Regulation Act, 1949 and subject to Section 58A and Reserve Bank of India Directivities.
13. To form, undertake, join, subscribe, execute and manage investment pools, mutual funds, trusts, syndicates in shares, stocks, securities, finance, real estate or any other commodity or business on its own account or on behalf of its constituents.
14. To undertake financial and commercial obligations, transaction and operations of all kinds to secure moneys on deposit, current account or otherwise, with or without allowance of interest, to deal with residuary contingent securities, to negotiate loans and to receive on deposit title deeds and other securities to procure capital for every description ; to re-issue shares or other securities and others interests in any property and to guarantee or become sureties for the performance of any contract or obligations and to lend money on any terms that may be thought fit and to receive money, securities and valuable of all kinds on deposit at interest or for custody on such terms and conditions as may be expedient.
15. To acquire and take over any business or undertaking carried on upon or in connection with any land or building which the Company desire to acquire as aforesaid or become interested in and the whole or any of the assets and liabilities of such business or undertaking which may be capable of being conducted directly or indirectly to the benefits of the Company and to carry on the same or to dispose or remove or put an end thereto or otherwise deal with the same as may seem expedient.
16. To appropriate any part or parts of the property of the Company, for the purpose of and to build or let shops, offices and other places of business and to use or lease any part of the property of the Company not required for the purpose aforesaid for any purpose for which it may be conveniently used for let.

17. To apply for, tender, purchase or otherwise acquire any contract, benefit or any concession for or in relation to the construction, execution, carrying out of equipments, improvement management and administration of any asset or properties whether belonging to the Company or not and undertake execute, carry out, disposed of or otherwise turn into account the same.
18. To apply for and to obtain, assistance from Government and other organisations, companies firms or individuals, national or international for developing all or any of the business or business of the Company.
19. To enter into any arrangement with any Government or authorities, municipal, local or otherwise or any person or company in India or abroad that may seem conducive to the objects of the Company, any of them and to obtain from any such Government authority persons or Company, any rights, privileges, charters, contracts, licences and concessions.
20. To carry on any other allied business, which may seem to the Company Capable of being conveniently carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the business, property or rights of the Company.
21. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this of this company or carrying on any business.
22. To amalgamate enter into any partnership, or partially amalgamate with or acquire an interest in the business of any other company, person or firm or enter into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such persons firm or company or to acquire and carry on any other business ancillary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried or in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable, any of the Company's property and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired any shares, debentures, debenture-stock, or securities that may be agreed upon and to hold and retain, or sell, mortgage and deal with any shares, debenture-stock or securities or received.
23. To purchase or otherwise acquire, lands or buildings in any part of India, to accept, leases, thereof and on such lands, to erect buildings for the purpose of the Company and also to construct and erect, bungalows, houses, chawls and rooms for the employees of the Company and also tenants of the Company and to carry on the same or to purchase and erect plant and machinery for the same.
24. To acquire from time to time and to deal in all such stock – in- trade, goods chattels and effects, as may be necessary or convenient, for the business for the time being carried on by the Company.
25. To acquire and secure membership, seat or privilege either in the name of the Company or its nominee or nominees in and of any association, exchange, market, club or other institution in India or any part of the world for furtherance of any business, trade or industry.

26. To acquire the whole or any part of the undertaking and assets of any business within the objects of the Company and any lands, privileges, rights, contracts, property or effects held or used in connection therewith and upon any such purchase to undertake the liabilities of any company, association, partnership or person.
27. To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or part of the above things in any part of the world and either as principals, agents, trustees, contractors or otherwise and either alone or jointly with others, sub-contractors, trustees or otherwise.
28. To apply for purchase, or otherwise acquire, protect and renew in any part of the world, any patent rights, brevetted invention, licence, concessions and the like conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any of the purposes of the Company or the acquisition of invention 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 patents, inventions or rights.
29. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of shares for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
30. Generally to purchase, take on lease or in exchange hire or otherwise acquire any real and personal property and any rights or privileges, which the company may think necessary or convenient for the purpose of its business or which may enhance the value of any property of the Company and in particular any land, buildings, easements, machinery, plant, vehicles and stock in trade.
31. To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, hotels, offices, factories, mills, shops, machinery, roads, ways, branches or sidings, bridges, reservoirs, water-courses, wharves, electric works calculated directly or indirectly to advance the interest of the Company and to joint with any other person or company in doing any of these things
32. To invest and deal with the monies of the Company not immediately required in any manner deemed expedient by the Directors.
33. To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit on interest or commission on turnover or otherwise and in particular by the issue of Debentures (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by a similar mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company or any other person or company as the case may be, provided that the Company shall not carry on the Banking business as defined in Banking

Regulation Act, 1949; subject to the provisions of Section 58A and directives of Reserve Bank of India.

34. To pay for any business property or rights acquired or agreed to be acquired by the Company and to remunerate any person or company and generally to specify any obligations of the Company by cash payment or by the Issue, allotment or transfer of shares of this or any other company credited as fully or partially paid up or debentures or other securities of this or any other company.
35. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the issue of its capital including brokerage and commission and to remunerate any person, firm or company for services rendered for the formation or promotion of the Company and to pay the expenses in connection with issue or circulars or notices and the printing, stamping, circulating of proxies and all forms to be filled up by the members of the Company.
36. To sell, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, stock, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the Company.
37. Subject to the provisions of the Act, to distribute among the members in specie any property and rights of the Company.
38. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
39. To establish and maintain or promote the establishment and maintenance of any contributory or non-contributory person or superannuation funds for the benefits of and give or procure the giving of donation, gratuities, pensions, allowance or emoluments to any persons who are or were at any time in the employment of service of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time Directors or Officers of the Company or with any such other company as aforesaid and the wives, widows, families and dependents of any such persons and also establish and subscribe to any institutions, including in particular any hospital, dispensary, cafeterias, canteens or clubs, or funds calculated to be for the benefit of or to advance the interest and well being of the Company or to advance the interest and well being of the Company or of any such other company as aforesaid and make payments as aforesaid and to build or contribute to build houses, flats, dwelling or chawls for any such persons as either alone or in conjunction with any such other company as aforesaid.
40. To make donations, give gifts to such persons or institutions and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this company and to subscribe, contribute or otherwise assist or grant money or give donation or give donation or give gift in cash or kind to charitable, scientific, religious or benevolent, national, public or any other useful purpose or to any individual club, society research association, fund, party, university, college, school or any other person, body, or institution, objects or purposes or for any exhibition, museum or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and convenience, dealings with the Company or the dependents, relatives or

connection of such persons, allowance, gratuities and bonuses either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds of or for such persons.

41. To establish and maintain, agencies, branches, places and legal registers and procure registration or recognition of the Company and to carry on business in any part of the world and to make such steps as may be necessary to give the Company such rights and privileges in any part of the world as are possessed by local companies of partnership or a may be thought desirable.
42. To adopt means of making known the business of the Company through any medium of advertisement including press, cinemas, radio, televisions, skywriting, neon signs as may seem expedient and in particular by advertiment in the press, by circulars by purchase and exhibition of works of art or interest by publication of books and periodicals and by conducting competitions, granting prizes, rewards and donations.
43. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops, for scientific and technical researches and experiments to undertake and to carry on scientific and technical researches,experiments bd tests of all kinds to promote studies and researches, inventions by providing subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meeting and conferences and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorized to carry on.
44. To creat any depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation or for preparing, improving, extending or maintaining any of the properties of the Company or for any other purpose conductive to the interest of the Company.
45. To Place, 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, subject to Section 78 of the Companies Act, 1956.
46. To undertake and execute any trusts, the undertaking whereof may seem desirable and whether gratuitously or otherwise.
47. To give donation. gifts, subscription or contribution to or otherwise assist in any manner the national funds, regional funds, relief funds or such other purposes.
48. To accept gifts, bequests, devices and donations in cash or in kind or by cheque or draft or of any valuables, moveable or immovable properties (including those embed with liabilities) from any Person, Individual, Partnership, Firm, Company, Corporation or any other Body or Institution of Association or Organisation or Government or Semi – Government or Local Authorities subject to such terms and and conditions as the Company deem fit.
49. To apply for promote and obtain any act of Parliament charter, privilege, concession, licence or authorization of any Government, State or Municipality, provisional Order or Licences of any authority for enabling the Company to carry

any of its objects into effect for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other purpose which may seem calculated directly or indirectly to promote the interest of the Company.

50. To agree to refer to arbitration and to refer to arbitration disputes present or future between the Company and any other company, firm or individual and to submit the same to arbitration to an Arbitrator in India or abroad and either in accordance with India or abroad and either in accordance with India or any other foreign system of law.
51. To act as principal, agents, contractors, trustees or otherwise and by or through trustees or otherwise and by or through trustees, agent or otherwise either alone or in conjunction with others and generally to do all such other things as are incidental or conducive to the attainment of the above main and/or ancillary and incidental objects or any of them.
52. To carry on or be interested in India, and / or elsewhere in the world in all or any of the business of manufacturers, spinners, weavers, combers, trade, commission agents, factors, importers, exporters and dealers in cotton, rayon, silk, artificial silk, tetiles, flax, hemp, jute, wool, linen, other fibrous substances and worsted stuff and yarn, bleachers, dyers, markers of vitrol bleaching and dyeing materials and to purchase, sell, import, export, comb, prepare, spin, dye, weave, manufacture and deal in any of the said articles and things and in cloth, other goods and fabrics, whether textile, felted, netted or lopped.
53. To carry on business or trade of importing, exchanging, repairing, converting, altering, improving, letting on hire and dealings in machinery, stores and chemicals of every description and all kinds of plant, machinery, accessories, apparatus, appliances, tools, implements, utensils, lubricants, substances, materials and things necessary and useful in ginning, pressing, shipping and weaving industries and all others articles or things and to act as agents, selling agents and representatives in India or elsewhere for dealing in all or any of the above products, articles and things.
54. To carry on business of manufacturers, dealers exporters, importers, agents distributors and merchants in Tyres, Tubes, Flaps, Lubricating Oil, Grease, brake Oil, Paints, upholstery, spare parts and accessories of cars, trucks, buses, station wagons, delivery van, tempo, tractors, Scooters, Cycles, Motorcycles, bicycles and automotives, vehicles and mopeds.
55. To undertake as Architects or Engineers and Contractors either alone or jointly with any other company or persons the complete or partial erections and construction of civil works such as buildings and works of all description, including electric work, water works, pavement and road building, drainage and sewage works and to carry on the business as builders and contractors and to undertake to execute and to carry out, either alone or jointly with any other company or persons civil, mechanical and electrical engineering, construction works, such as earth – works, embankments, road, buildings, flats, bridges, water supply, Plumbing and sanitary engineering, hydraulics, water purification, irrigation, canals, tanks, reservoirs, dams, drainage and sewage disposal works, foundations, tunnels, wells, pipes, docks, harbours, piers, jetties, wharves, air fields, hangers, hydro-electric works, power stations, transmission limes, Atomic Power works, structural steel works, gas, telegraphs, telephones, wireless radio, communication works, buildings, warehouses, factories, pestressed and post tensioned cement concrete work,

grouting, rock-cutting, reclamations, cement gunting, water proofing works, painting, decorating, repairing and maintaining of structures, transport works and all other works of public utility and to sell buildings, flats, shops, garages on cash or otherwise or on ownership or co-operative on hire-purchase basis or any other basis system or arrangement.

56. To carry on business of manufactures, refiners, importers and exporters of and dealers and merchants in copra, cottonseed, linseed, castorseed, sal seed, groundnuts or any other nut or seed or oil bearing substance whatsoever and oil and the cakes manufactured there from either by crushing or chemical or solvent extraction process or any other process, makes and manufacturers of cattle food and fattening preparations fertilizers of every description.
57. To carry on the business of millers cake and corn merchants, meal manufacturers, grain and seed merchants, flour merchants, bakers, confectioners, bread and biscuit manufacturers of cattle food and feeding and fattening preparation of every description, makers and manufacturers of artificial manures and ferertilizers of every description, seeds, crushers and fertilizers of every description, seed, crushers and manufacturers of linseed cotton and other cakes, oil extractors by crushing chemical solvent or other process, hay, straw and fodder merchants, nurserymen, shipowners, lightmen, carriers by sea and land, dock owners, wharfinger, warehousemen, manufacturing chemists and druggists, varnish makers, candle makers and stearine and saccharine manufacturers.
58. To carry on the business of manufacturing of and dealers in chemical compounds and dealers in chemicals, chemical compounds and chemical products of any nature and kind whatsoever and as wholesale and retail chemist and druggists, chemical engineers, analytical chemists, importers, exporters, manufacturers of and dealers in heavy chemical acids, alkalis, petro-chemicals, chemical compounds and elements of all kinds (solid, liquid and gaseous) medicinal plants, medicines, drugs, pharmaceuticals, antibiotics, tannins materials of all kinds, tennins extracts, essences, solvents, plastics of all types, soda pulp, sulphite, pulp chemical, paper, pulp, paper boards, plastics, yes, dyestuffs, intermediates, textile auxiliaries, artificial silks, staple fibres and sunthetics fibres of all kinds and types regenerated fibres of filaments, cellophane, colours, paints, varnishes, disinfectants, insecticides, fungicides, deodorants as well as biochemical. Pharmaceutical, medical, sizing, bleaching, photographical and other preparations and articles of any nature and kind whatsoever.
59. To carry on the business of a store-keeper in all its branches and in particular to buy, sell, manufacture and deal in goods, store, consumable articles, chattels and effect of all kinds, both wholesale and retail and to transact every kind of agency business.
60. To carry on business of fabrication of iron, steel, stainless steel, brass, copper, aluminium and other metals and to manufacture, process, deal in industrial machinery, equipments, appliances and components and to carry on business as iron masters, iron founders, iron workers, steel makers, blast furnace proprietors, brass founders and metal makers, refiners, wire drawers, tube makers, metallurgists and workers generally, are importers and workers, sand blasr workers, in all its branches engineers, millwrights, shipwrights, wheelwrights, joiners, wood-workers, galvanizers, annealers, enamellers, enamellers, machinists, japanners, welders, electro and chromium plasters, polishers, painters, packers and contractors generally and to give sub- contract of any kind whatsoever.

61. To carry on business as timber merchants, saw-mills proprietors and timber growers and to deal, sell, grow, prepare for market, wood of all kinds and to manufacture and deal in articles of all kinds and to manufacture and deal in articles of all manipulate, import, export, put to use and deal in timber and kinds including furniture in the manufacture of which timber or wood is used and to hew, clear, plant and work timber estates. To manufacture, deal in all kinds of densified wood laminated and compaginated wood and similar other product and to carry out of the purchase and sale either wholly or retail and the transport of hardwood, softwood and wood capable of being rendered flexible by all known elements or other kind of wood, natural or artificial and source whatsoever for all uses and all destinations to alter their charter and to prepare them for electrical, chemical, mechanical, hearing or sounding purposes and buy, sell, work such materials with all modification which may be made with a view to manufacture all combined articles reuired for all or any industrial purposes or general engineering purpose including the textile and chemical industries.
62. To prouce, manufacture, use, buy, import, export, or otherwise acquire, Sell, distribute, deal in and dispose of chemicals and chemical products (both organic and inorganic) of every nature and description and compounds, intermediate, derivates and by-products thereof and products to be made therefrom (hereinafter for convenience referred to generally as "chemical" and chemical products") including specifically but without limiting the generally of the foregoing calcium carbide, calcium sysnamide, lime, nitrogen, oxygen, nitrogenous compound, fertilizers, acids, alkalis, sizes oil metallurgical reagents, floatation, reagents, wetting agents, detergents, insecticides and fumigents, plastics and resins of all types, dyensticals, syrups, vitamin products, hormones, sutures and ligatures and other products for use in the prevention, treatment of cure of diseaseor disabilities, in humans or animals, textile auxillaries, bleaching agents, pigments, insecticides, tannins, essences, disinfectants, salts, colour, paints, glues, gums, mineral and other water compositions, cements, oil, varnishers, compounds, dyestuffs, materials, perfumes, toilet articles and cosmetics and proprietary articles of all kinds laboratory reagents sizing, industrial and other preparations and generally products and articles of any nature and stone quarries, bauxite mines, petroleum, natural gas and other natural deposit useful or suitable in the manufacture of chemicals and other products as hereinabove defined and all substances, apparatus and things capable of being in connection with any of the foregoing or required by customers dealing with the Company.
63. To carry on the business of manufacturers of and dealers in hires, repairs, cleaners, stores and warehousers of motor cars, automobiles, motor lorries, motor cycles, motor cycle cars, scooters, cycles, bicycles, producer gas plants and carriages, launches, boats, vans, velopoipedes, carriages, aeroplanes and aerial conveyances of all descriptions whether propelled or assist by means of petrol, spirit, steam, gas, electrical, animals or other power and of engines, chassis, bodies and other things used for in or in connection with motors and other things or in connection with motors and other things or in the construction of any trucks or surface adopted for their use.
64. To undertake and execute and contract involving supply, application or use of any machinery, plant, chemicals, chemical products or processes and to carry out any ancillary and other works comprises in such contract and to do all other acts and things for the service upkeep, maintenance and working of the okabt, machinery, equipment, apparatuses and other articles and things whether manufactured, sold or supplied by the Company or not.

65. To buy, sell, manufacture, repair, alter, improve, exchange, let on hire, import, export and deal in all works, plan, machinery, tools, appliances, apparatuses, products, materials, substances, articles and things used in any business or required by any customers of, or persons having dealing with the Company and to manufacture experiment with, render marketable and deal if all products, by products or residuals of any its business.
66. To buy, sell, manufacture, repair, alter, exchange, let on hire, export and import and deal in all kinds of stores, textiles, grains, pulses, seeds, provisions, chemicals, medicines, goods, articles and things.
67. To carry on the business of house furnishers, robe, tailors, silk mercers and trimmings of every kind, corset makers, furies, general drapers, hosiers, lace makers and dealers, haters, shoe and boot makers, dealers in garments, fabrics and flowers of all kinds whether artificial and natural.
68. To carry on the business of house furnishers and upholsters and dealers in and hirers, repairers and of fans, furniture carpets, linoleums and other floor coverings, household utensils, china glass fittings, curtains and other house furnishing and household requisites of all kinds.
69. To hire, buy, sell, manufacture, repair, alter, exchange, export, import, let on hire and deal in all kinds of vehicles, carriers or conveyances of land, water or air.
70. To carry on all or any of the business shipowners, ship brokers, insurance brokers, managers of shipping property, freight, contractors, carriers, by land and sea, barge owner, lighterman, forwarding agents, ice merchants, refrigeration, storekeepers, warehousemen, wharfingers and general traders.
71. To establish and maintain lines of steam and other ship between such part in any part of the world as may seem expedient and generally to transport passengers, mails, troops, ammunition of war, live stock, meat, corn and other produce and treasure and merchandise of all kinds and to acquire and postal or State subsidies.
72. To purchase, charter, hire, build, take in exchange or otherwise acquire and hold steam and other ships or vessels and craft of every description with all equipments and furniture and to maintain, repair, improve, alter, sell, exchange or let out to hire or carter or otherwise deal with and dispose of any ships, vessels and craft aforesaid.
73. To carry on an of any of the business of transport, cartage and haulage contractors garage proprietors, owners and charters of road vehicles, aircraft and ships, tugs, barges and boats of every description, lightermen and caremen, carriers of goods and passengers by road, rail, water or air, or otherwise, caremen Carmen cartage contractors and agents, forwarding, transport and commission agents, customs agents, stevedores, wharfingers, cargo superintendents, packers, hauliers, warehousemen, storekeepers, engineers, electricians and job masters.
74. To enter into contracts for the carriages of mails, passengers, minerals, goods, merchandise, chattels, by any means and either by its own vessels or by the vessels of other.
75. To carry on all the business of Hotels, Restaurants, Cafes, road, house, auto-court, hotel, Resaurants, Cafes, road, house, auto-court, hotel, holiday camps, taverns,

beer house, refreshment rooms, night clubs, cabarets and swimming pools and Turkish Baths and loading or apartment house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, distillers, bakers and confectioners, importers and manufacturers of aerated minerals and artificial water drinks, purveyors and caterers.

76. To carry on the business of proprietors and manager of theatres, studios, cinemas, televisions, halls, picture places and concert halls and to provide for the production representation and performance (whether by mechanical means or otherwise) of operas, stage, plays, operettas, burlesques, vaudeville, revues, pantomimes, spectacular, pieces, promenade and other concerts and other musical dramatic performance and entertainments.
77. To manufacture, films, records, tapes, video tapes, radios, transistors, tape-recorders, television sets and other appliances, and machines and their parts in connection with mechanical reproduction or transmission of pictures movement, music and sounds and to organise and conduct theatrical productions and entertainments of all kinds and to act as sound engineers.
78. To carry on the business of booksellers, publishers, stationers, printers, lithographers, stereotypes, photographic printers, photolithographers, chromo-litho, engravers, block –makers, die-sinkers, envelope-makers, books – binders, designers, complimentary and fancy cards and tickets and valentines dealers board manufactures, type foundries, photographers, manufacturers, paper makers, paper bag and account – book makers, card – account book manufacturers, machine rulers, numerical printing parchment, designers, manufacturers and dealers in stamps, agents for the payment of stamp and other duties, advertising agents, designers, draftman, ink manufacturers, book sellers, publishers, paper manufactures and dealers in materials used in the materials, engineers, cabinet makers and dealers in or manufactures of any other articles of things of a character similar or analogous to the foregoing or any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.
79. To design, construct, improve, develop, gardens, parks, green houses, playgrounds, zoo, museum halls, club and other places and grounds for recreation, amusement and public meeting and to give them on hire or to deal with the same in any manner.
80. To buy, sell, import, export, grow, process or otherwise deal with cloves, cardamom, cassia, saffron, Cummins-seed, pepper, ginger and other spices and allied commodities.
81. To carry on the business of an Investment Company and to invest in and acquire and hold shares, stocks, debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or in the U. K. or in any colony or dependency or possession thereof or in any foreign country 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, whether in India or elsewhere.
82. To carry in India or elsewhere in the world all or any of the several business enumerated in this paragraph namely the business of factors, agents commission agents, manufacturers, merchants, traders, importers, exporters and dealers in and with goods wares, commodities and merchandise of every description, of

establishing, financing, developing, managing, operating and varying on industrial, commercial, trading, manufacturing, mechanical, metallurgical, engineering, building, construction, contracting, mining, melting, quarrying, refining, chemical, real estate, agricultural plantation, shipping, maritime enterprise, undertaking, proposition of concession in all their branches and to undertake, transact and execute all kinds of agency business and also trusts of all kinds and to form, constitute and promote company's syndicate and undertaking of all kinds and generally to undertake and carry out any operations or carried out Company may think expedient of undertake and transactions whatsoever which may lawfully be undertaken and carry out or by capitalists, merchants or commission agents.

83. To carry on business or rendering services as Consultants on engineering, technical, industrial, trading, commercial accountancy, financial management, economical, statistical, legal, medical, official or other matters, to industrial institution or establishment to undertake and carry on trading, commercial on any other concern, organization, scientific, industrial, commercial, economical statistical and technical and such other surveys and investigation of all kinds whatsoever and up and prepare reports, plans, certificates opinions and all kinds whatsoever and up and prepare reports, plants, certificates opinions and all other documents whatsoever for the purpose of providing the same to the industrial, trading commercial or any other concern, organization, institution or establishment to devise work out, prepare and provide ways, means and plans to obtain, purchase, sell and mark available or provide technical assistance and knowhow and information of all kinds to industrial, trading commercial or any other concern, organization, institution or establishment to invest, lay out or advance money belonging to the Company in any industrial or commercial ventures or enterprises and to undertake and execute all kinds of financial, commercial, trading and other operations to produce capital or arrange to procure land, buildings, machinery and equipment of all kinds therefore and to enter into partnership with or into arrangements and agreements for sharing profits or for the remuneration or consideration with industrial, trading commercial any other concern, organization, institution or establishment.
84. To establishing, maintain, conduct, provide, procure or make available services as consultants, advisers or otherwise of every kind including commercial, statistical, financial, accountancy, medical, legal, social or other services and to take such step as may be necessary for the purposes and to undertake for consideration on behalf of any client thw work of examining, inspecting and to issue certificates in respect of such product.
85. To carry on the business of manufacturers, exporters, repairers, maintainers of and dealers in electrical and electronics appliances equipments, components of all kinds and descriptions and apparatus, including transistors, semiconductors, intergrated circuits, solid state devices and components, valves, cathode ray tubes, resistors, fixed and variable capacitors, fixed and variable inductors coils and transformers, fixed tuneable and variable, wire, cable, tuners, plugs, sockets, jaks and adaptors, adaptors, electric micro-phones, analysers, testers, controllers, stabilizers, osscilizers, of all kinds and description including component parts, materials and accessories thereof.
86. To carry on any business relating to the winning and working of minerals, the production and working of metals or any combination of any other product and the production, manufacture and preparation of such other materials.

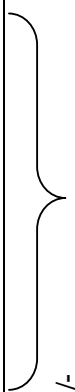
87. To carry on the business of a water works company in all its branches and to sink wells and shafts and to make, build and construct, laydown and maintain dams, reservoirs water works, cisterns, culverts filters beds, main and other pipe and appliances and to execute and do all other acts things necessary or convenient for obtain storing, selling, delivering, measuring distributing and deal in water.
88. To carry on business of growing and dealing in bidi leaves and or to process the same and manufacture, deal in, import, export or otherwise deal in tobacco, snuff, bidies, cigarettes, cigars, matchlights, pipes and any other articles required by or which may be convenient to smokers and snuff grinders and merchants and box merchants and box merchants and to deal in any other articles and things commonly dealt in by tobacconist.
89. To carry on the business of generating, accumulating, supplying, distributing, employing or otherwise deal in atomic, nuclear, solar or any other forms of power including such power that may be directly or indirectly derived from other power or discovered or invented hereafter.
90. To carry on business of manufacturing, import, export, dealers in readymade garments of cotton, nylon, terene, terelyne, silk, artsilk, rayon, wool, linen and other and also of all leather cloth wedding, down –feather and feather goods and textiles, hosiery, handi-crafts, toys, jewellery, sstones, gems, travel requisites and other kindred, nature and all articles of wearing attire or personal or household use ornament including hatters, gloves, boots, shoes, rugs, carpets, sports goods and travel equipments.
91. To undertake the office of and act as trustees, executors, administrators, nominee, agent or attorney of or for any person, persons, Company, Corporation, Association, Syndicate family or other either alone or jointly with others and generally to undertake, perform and discharge any trusts either private or public including religious and charitable trusts or trust agency business and any office of confidence and to act as trustees for the holders of the debentures, agents, attorneys, judicial and custodian trustees and to transact carry all kinds of trust and agency, business and in particular to collect interest, rents, debts, incomes and other recoveries and to negotiate loans to find investments and to issue and place shares, stock, debentures, debenture-stocks and other securities and to enter into partnership, joint venture or any other arrangement for its constituents or to do all acts as may be required to promote the interest of its constituents and to discharge the duties of its office.
92. To carry on business as tourist agents and contractors to organise tours and to facilitate travelling and to promote the provisions or conveniences of all kinds in the way of through tickets, cars, coaches or berths, reserved places, hotels and boarding and / or lodging accommodation, guide, safe deposits, enquiry bureaus, libraries, reading rooms, baggage, transport or otherwise and to charter steamships and air plans for fixed periods or for particular voyages and flights.
93. To carry on the business of all travel requisites, bags, packing materials, perfumes, drugs, medicines, milk and dairy products, sweets, live and dead stock, flowers, cameras and photography materials, books, periodicals, magazines, newspapers, provisions and other articles and to act as hair dressers, beauticians, performers, general merchants, entrepreneurs, brokers and agents.

94. Subject to the provisions of the Companies Act for the time being in force, to be appointed and acts as Registrars of any Company or concern and to perform all and singular the several duties services and authorities appertaining to such offices respectively or imposed by the terms of any agreement or agreements entered into for any of the purposes aforesaid.

4. The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.
5. # The Authorised Share Capital of the Company is Rs.6,00,00,000/- (Rupees Six Crores Only) divided into 30,00,000 (Thirty Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each and 3,00,000 (Three Lakh) Cumulative Redeemable Preference Shares of Rs.100/- (Rupees Hundred Only) each.

The Authorised Share Capital of the Company is increased from Rs. 25,00,000/- to Rs.6,00,00,000/- subject to approval of the members of the Company, vide Extra-ordinary General Meeting to be held on May 15, 2018

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 Company set opposite our respective names:-

Signature, Name of Subscriber Address, Occupation and Description of Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Signature of Witness and their Addresses, Description and Occupation
1.SHRI RAJENDRAKUMAR RUIA S/o MAHAVIR PRASAD RUIA 91, Maker Chambers, Nariman Point, Bombay – 21. Business.	10 (Ten)	Sd/-	 Sd/- T.R. Soni Son of Ratanshi Shivaji, 101, Steel Centre, Sant Tukaram Road, Bombay – 9 Chartered Accountant.
2.SHRI MAHAVIR PRASAD RUIA S/o RAMVALLABH RUIA Ruia Bhuvan, 6, Hanuman Cross Road No.1, Vile Parle (E), Bombay – 400 057. Business,	10 (Ten)	Sd/-	
3.SMT. GITA DEVI RUIA D/o MAHAVIR PRASAD RUIA RUIA BHUVAN, 6, Hanuman Cross Road No.1, Vile Parle (E), Bombay – 57 Business.	10 (Ten)	Sd/-	
4. SARITA DEVI RUIA W/o RAJENDRA KUMAR RUIA Ruia Bhuvan, 6, Hanuman Cross Road No.1, Vile Parle (E)., Bombay – 57 Business.	10 (Ten)	Sd/-	
Total C/f	----- 40 (Fourty)		

Bombay: Dated the 22nd day of October 1983.