

(THE COMPANIES ACT, 2013)

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

H P COTTON TEXTILE MILLS LIMITED

The following clauses in this Memorandum of Association were adopted pursuant to Member's resolution passed at 36th Annual General Meeting of the Company held on 25th September, 2017 in substitution for existing Memorandum of Association under Companies Act, 1956 in the format provided under the Companies Act, 2013 i.e. 'Table A'.

- I.** The name of the Company is H P COTTON TEXTILE MILLS LIMITED.
- II.** The Registered Office of the Company will be situated in the state of Haryana.
- III.** The objects for which the Company is established are the followings: -
 - A. THE MAIN OBJECTS TO BE PERSUED BY THE COMPANY ON INCORPORATION ARE:**
 1. To acquire, own, work, erect, install and otherwise to handle or deal in Cotton Textile Mills or any other Factories for ginning, pressing, carding, combing, scouring, mixing, spinning, twisting, reeling, winding, tap making, weaving, processing, throwing, printing, bleaching, dyeing or finishing cotton, wool, raw silk, waste silk, mohair, nylon, terelene, flex, lute, hemp, hessian, linen or any other textiles of any description or kind and *I* or to carry on the business of manufacturing, buying, selling, exchanging, importing, exporting, converting, altering, processing, spinning, twisting, or otherwise handling or dealing in cotton yarn, silk yarn, worsted or soddy woollen yarn, rayon yarn, namely viscose filament rayon, continuous filament rayon or artificial silk yarn, acrylic fibre staple fibre yarn. spun rayon and any other fibrous or textile material, whether an agricultural or animal or natural or chemical or synthetic product or its bye-products or substances or substitutes for all or any of them of yarn or yarns for textile or other uses.
 2. To carry on the business as traders, dealers, wholesalers, retailers, importers, exporters, spinners, weavers, finishers, processors. printers, dyers manufacturers of yarns and fabrics of cotton, wool, jute, silk, rayon, nylon, terene, terelene, hemp and other natural synthetic and *I* or fibrous substances including polyesters, poly-acrylonitrite, polyvinyl acetate, cashmilon, acrylic fabrics, poly-propylene, polymers, monomers, elastomers and rasins of all types grades and compolymer formulations and forms

or as processed goods including polyethylene, polystyrene, polyvinyl chloride, polymethyl methacrylate, epoxy resins, alkyd resins, melamine polycarbonates, polyamides or any other or new substances being improvements upon modifications of or being derived from additions to petro-chemicals or other products or resulting from any processes and *I* or manufacturers of material from the waste realised from above mentioned products either on its own accounts or on commission and to carry on the business as drapers and dealers of furnishing fabrics in all its branches, as costumiers, ready-made dress and mantle makers, silk mercers, makers and suppliers of clothing, lingers and trimmings of every kind, furriers, drapers, haberdashers, milliners, hosiery, glovers, lace makers, rope makers, felt and tarpaulin makers, feather-dressers, dealer in and manufacturers of yarn, fabrics and materials of all kinds, varieties and substances and also to manufacture, deal in or process natural starch and auxiliaries and sizing materials, dyestuff, synthetic or chemical substances, of all kinds and compounds and other substances, either basic or intermediaries required for the above mentioned product or products.

3. To carry on the business as manufacturers, formulators, processors, producers, growers, fermenters, distillers, refiners, makers, importers, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaires, of and dealers in polyfibres and films, polyamide or nylon fibres, nylon intermediates, polyesters, acrylics and modacrylics, vinyl and vinylidene, spandex polyolefins, fluorocarbons, glass fibres, cellulose fibres and films, rayon and acetate, viscose cellulose acetate, staple, staple fibres, plasticizers, stabilizers and finishing and dyeing of Textiles.

B. OBJECT INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

1. To acquire, build, construct, alter, maintain, enlarge, pull down, remove or replace and to work manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the interest of the Company and to [join with any other person or company in doing any of these things.
2. To buy, sell, alter, improve, exchange, let out on hire, import, export and deal in all factories, work, plants, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this company is competent to carry on or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and deal in all products of residual and by-products, incidental to or obtain in any of the businesses carried on by the Company.
3. To purchase, take on lease or tenancy or in exchange, hire take options over or otherwise acquire any estate or interest whatsoever and to hold, improve, manage, develop, work, cultivate, deal with and turn to account concessions, grants; decrees, licenses, privileges claims, options; leases, property real or personal or rights or power of any kind which may appear to be necessary or convenient for any business of the Company.

4. To acquire from any person, firm, or body corporate whether in India or elsewhere technical information know-how, processes engineering, manufacturing and operating data, plans, layouts and blueprints useful for the design, erection and operation of plant required for any of the business of the Company and to acquire any grant or license and other rights and benefits in the foregoing matters and things.
5. To enter into any contracts, agreements arrangements of other dealings in the nature of technical collaboration or otherwise for efficient conduct of the business of the Company or any part thereof and also arrange for purchase or otherwise supply of machinery from any part of the world on credit or for cash or on deferred payment terms.
6. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licenses, easements, options and other rights over and in any other manner deal with or dispose off the whole or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid up or securities of any other company having objects as that of this Company.
7. To pay for any rights or properties acquired by the Company and to remunerate any person, firm, or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full or in part or otherwise.
8. To open warehouses, branches, sub-offices, depots and multiple shops in any State of India or outside India and to appoint agents, stockists, distributors, sub-distributors and brokers to procure orders, market or sell the products of the Company or the goods of any other firm or company in which this Company may be dealing.
9. To pay all or any cost, charges and expenses preliminary and incidental to the promotion formation, establishment and registration of the Company.
10. To construct, hire, purchase or maintain labour quarters, staff quarters, warehouses, sheds, godowns, houses, flats, buildings, premises, guest houses, recreation clubs, canteens and other establishments for use and benefit of the Company or its employees (including Directors) and others.
11. To lend and advance money, either with or without interest Or security and give credit to person or persons (including Government) and to deal with the money including in current or deposit account with any Bank or Banks not immediately required and also in investment in shares, securities, bonds and debentures, upon such terms, conditions and manner as may from time to time be determined and to undertake financial and commercial obligations, transactions and operations of all kinds.

12. To distribute among the members of the Company dividends including bonus shares (including fractional share certificates) out of profits, accumulated profits or funds and resources of the Company in any manner permissible under Law.
13. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
14. Subjects to the provisions of the Companies Act. 2013 and the regulations made there under, to receive money on deposit or loan and to borrow or raise money from any Bank or Banks and I or financial institutions or any person or persons for the purpose of the Company's business in such manner and on such terms and with such rights, powers and privileges as the Company may think fit and in particular by issue of debentures or debenture stock (perpetual or otherwise) or upon bonds, bills of exchange, promissory notes or other obligation or security of the Company and I or to secure the payment of any money borrowed, raised or owing as aforesaid, be mortgage, charge or lien upon the undertaking and all or any of the immovable and movable properties or assets of the company (both present and future) including its un-called capital for the time being and also by a similar mortgage charge or lien to secure and guarantee the performances by the company or any other person of company of any contract or obligation undertaking by the Company and to purchase, redeem or pay off any such securities and obligations.
15. To draw, make, accept, endorse, execute. Negotiate, purchase hold and dispose of cheques, promissory notes, bills of exchange, hundies, drafts, charter parties, bills of lading, warrants, debentures and other negotiable and transferable instruments and to cancel and vary such instruments and to lend money upon discount.
16. To apply for and take out purchase or otherwise acquire and perfect, prolong and renew in any part of the world, any patents, patent rights, brevets d'inventions, trademarks, designs, copyrights, licenses, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or of any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses to use the same and I or sell or otherwise turn to account, the properties, rights and information so acquired and to carry on any business in any way connected therewith.
17. To establish, provide, maintain and conduct or otherwise subsidise in India or in any part of the world, educational and training institutions, research laboratories and experimental workshops, for scientific and technical research, experiments, to undertake and carry on scientific and technical researches, experiments and tests of all kinds, to promote studies and researches both scientific and technical, investigation and inventions

by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing or to the remuneration of scientific or technical professors or teachers 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 authorised to carry on and to enter into any arrangement with Government or any other party in India or elsewhere for the aforesaid purposes.

18. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
19. To acquire and take over the whole or any part of the business property and liabilities of any person, partnership or company carrying on or proposing to carry on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
20. To procure the registration or recognition of the Company in or under the laws of any place outside India.
21. To form, incorporate or promote any company or companies, whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control, or development of the Company any other object or objects which in the opinion of the Company could or might directly *or* indirectly assist the Company in the business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in obtaining subscription for or placing or assisting to place, to obtain subscription for or for guaranteeing the subscription of or the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of the company or any stock, shares, bonds, debentures, obligations or securities, of any other company held or owned by the Company or in which the Company may have an interest or in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion or formation of any other company in which the Company may have an interest.
22. Subject to the provision of the Companies Act, 2013, to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint-venture, reciprocal concession with any person or persons or company or companies carrying on or engaged in or about to carry on or engage in or being authorised to carry on or engage in any business or transaction which this Company is authorised to carry on.
23. To enter into any arrangement and to take all necessary or proper steps with Government or with other authorities Supreme, National, Local, Municipal or otherwise of any place in which or operations for the Company may have interest and to carry on any negotiations the purpose of directly or indirectly carrying out the objects of the company or affecting any modification in the constitutions of the Company or furthering

the interests of its members and to oppose any such steps taken by any other company, Government body, firm, or person which may be considered likely directly or indirectly to prejudice the interest of the Company or its members and to assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interest of the Company and to make representations against (whether directly or indirectly) and legislation which may seem disadvantageous to the Company and to obtain from any such Government, authority or company any charters, contracts, decrees, rights, grants, loans, privileges or concession which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges or concessions.

24. To adopt such means of making known the products of the Company as may seem expedient and in particular by cinema slides, advertising in the press, by circulars, by purchases and exhibitions of works of arts or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
25. To undertake and execute and trust, the undertaking of which may seem to the company desirable and either gratuitously or otherwise, vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company and to accept gifts and to give gifts and donations to create trust for any deserving objects and to act as trustees.
26. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in anyway connected with any particular trade or business or with trade, or commerce generally and particularly with the trade, including any association, institution or fund for the protection of the interests of masters, owners and employers against loss by bad debts, strike, Commotion, fire, accidents or otherwise or for the benefit of employees or ex-employees (including directors and ex-directors) of the Company (or any of its predecessors in business) or the dependents or connections of such persons and whether or not in common with other persons or classes of persons and in particular of friendly, co-operative and other societies, establish, maintain and run reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, churches, chapels, schools and hospital and to grant gratuities, pensions and allowances and to contribute to any fund raised by public or local subscription for any purpose.
27. To aid, pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
28. To subscribe, donate or grant money for any national, charitable, benevolent, public, general or useful object or for any exhibitions or subject to the provisions of the Companies Act, 2013.
29. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions allowances, emoluments to, any persons who are or were at any time in the employment or service of the Company or of any company which is subsidiary 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 of any such other Company as aforesaid and the wives, widows, families and dependents of any such persons and also establish and subsidise and subscribe to any institution. associations. clubs or funds calculated to be for the benefit of or advance the interest and well-being or the Company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.

30. To distribute among the member in specie or in kind any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding-up. but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
31. To refer to arbitration and to institute, defend compromise withdraw or abandon any legal or other proceedings and claims by or against the Company by or its officers or otherwise concerning the affairs of the Company.
32. To indemnify members, officers, directors, secretaries and servants of the Company against proceedings. causes, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or for any loss, damages or misfortune, which shall happen in the execution of duties of their office or in relation thereto.

C. OTHER OBJECT NOT INCLUDED IN (A) & (B)

1. To carry on business as manufactures, formulators, processors. producers, growers, fermentators, distillers, refiners makers, importers-exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaries of and dealers in acid and alkalies, salts, inorganic and organic compounds, solvents, compressed coal, gases, chemicals, petro-chemicals, plastics; surface coating. adhesives, fertilizers, pesticides. rubbers, cement, cryogenics, food additives, dyes and inks, intermediates, cosmetics and detergents and soaps, sanitary chemicals, propellants, explosives, pharmaceuticals, glass and ceramics, man-made fibres, sugars and starches, fine chemicals. photographic chemicals, water purification salts and chemicals, pigments, vegetable tanning and extracts, petroleum products, fuel and industrial gases and all inorganic and organic chemicals and compounds of any kind, character and property which has been developed or known or which may be developed or invented in future as a result of any research done or studies made in any part of the world and which may be produced, manufactured or formulated by any of the chemical processes, reactions, or units operations such as alkylation amination by reduction, ammonolysis, aromatization, calcination. carboxylation, causticization, combustion, condensation, concentration, dehydration, diazotization double decomposition, distillation, electrolysis, esterification, fermentation, frisedel crafts filtration, hydrogenation, hydration and synthesis of hydro carbons, hydrogenation, hydration and hydrolysis isomerization, neutralization, nitration, oxidation, polymerization. pyrolysis or cracking reduction. silicate formation, sulfonation. Saponification, alkali fusion or by any other chemical conversion, electrical conversion, physical operation or manipulation at either any raw material from mines, forest, sea, air, farm, oil, brine, gas wells and animal

substances or any products. by-products and residual substances from any chemical process and conversion into any marketable products, consumer goods entered directly into the economic life or as intermediates or chemicals for the manufacture or consumer items or as raw materials for further fabrication in other industries.

2. To carry on business as producers, manufactures, processors. converters. refiners, makers, bottlers, stockists, dealers, importers, exporters, traders, retailers, agents, buyers, or sellers of oxygen, acetylene, ammonia, nitrogen, hydrogen, coal gas, natural gas, helium and other types and kinds of gases, mineral oil, motor and aviation spirit, diesel oil, kerosene, hydrocarbon oils and their blends including synthetic fuels and lubricating oils required for or used in industries, agriculture, clinics, hospitals, refrigeration, aviation, transport vehicles space rockets and crafts. communication objects and media, power plants, domestic or public lighting, heating, cooling or cooking purposes, lighters, plants producing water, chemicals or fuels, pesticide, defense or warfare, establishments, horticulture, forest or plant protection and growth and other allied purposes and to service, repair, manufacture, market or deal in machinery plants, spares, cylinders, containers. gadgets, appliances and accessories required for working on, using or producing any of such gases, oils and products.
3. To carry on business as producers, importers, exporters, processors, manufacturers, buyers. sellers, distributors, stockists, agents and brokers of coal, coke, charcoal, lignite petroleum-coke, copper, iron ore, bauxite, kyanite fire clay, chinaclay, salt, sodium chloride, calcium phosphate, nickel. beryllium, uranium, zinc, lead, absestors, tin, alumina, mercury silicon, sulphur, graphite, brass, aluminium, silica sand, bentonite, quartzs, dextrine, magnesite, dolomite, ferro-alloys, carborundum, manganese, mica, silver, gold, platinum, diamond, sapphire, rubby, topaz, garnet, emerald, pearl and other precious, semi-precious or commercial minerals and stones and to act as metal founders, manufacturers, agent and dealers of metals, sheets, wires, rods squares, plates, metal Foils, pipes, tubes, ingots, billets circles, parts, coils, utensils, ornaments. decorative and art materials and Jewellery made wholly or partly from any one or more or the metals and materials mentioned herein or their derivatives.
4. To carry on business as manufacturers, operators, dealers, distributors, stockists, buyers, sellers, repairers, cleaners, stores, importers, exporters or agents of motorcars, trucks, forklifts, lorries and carriages, motor cycles, mopeds, scooters, bicycles, tractors, earth-moving equipment, trailers and other vehicles, aircraft, ships and other vessels drawn by power, railway locomotives and rolling stock, agricultural machinery and implements pumps and machineries and spare parts, engines, motors, accessories, components tools, glass ancillaries, batteries, pannels and sheets, apparatus, fitting, furnishing materials, tyres, tubes, tyre valves, paints, lubricants, fuels, oils, carbon, brushes, gas or other materials used or required for such vehicles, implements or machines and to act as trans-

porters of goods and passengers, travelling or clearing agents and to let out, hire or finance on hire-purchase system or otherwise automobile and other vehicles implements, machines and any of the afore-mentioned products or things.

5. To carry on business as manufacturers, processor, rerollers, refiners, smelters, converters, producers, exporters, importers, traders, dealers, distributors, stockists, buyers, sellers, agents, or merchants in all kinds and forms of ferrous and non-ferrous metals, ferro alloys, iron and steel including mild, high carbon, spring, high speed, tool, alloy, stainless and special steels, iron, metals and alloys, ingots, billets, bars, joists, rods, squares, structurals, tubes, poles, pipes, sheets, castings, wires, rails, rolling materials, rollers, semi-manufactured and other material made wholly or partly of iron, steel, alloys and metals required in or used for industrial, defense, agricultural, transport, commercial, domestic, building, power transmission and or construction purposes.
6. To manufacture, deal in and process all kinds of medical and surgical instruments and appliances, industrial instruments including meters, weighing machines and devices for indicating; recording and regulating pressure, temperature, rate of flow, weights and levels, scientific instruments, mathematical surveying and drawing instruments, as well as items produced in miscellaneous mechanical and engineering industries like plastic moulded goods, hand tools, small tools and the like and razor blades.
7. To carry on business as manufacturers, fabricators, producers, importers, exporters, dealers, agents, stockists, retailers, traders or brokers of all kinds of foundry equipments, mould boxes, ingot moulds, material handling equipments, tools, machine tools, gadgets, accessories, spares and machinery including steam engines and turbines, internal combustion engines and other types of prime movers, industrial machinery especially for textiles, Jute, rayon, sugar, tea, mining, metallurgical, cement, glass, chemicals, pharmaceutical and paper industries, general items of machinery such as equipments, for various units, processes including size reduction equipment, conveying equipment, size separation units, mixers and reactors, centrifugal machines, evaporators, Distillation, equipment, crystallisers, driers, power driven pumps, reciprocating centrifugal and the like air and gas compressors and vacuum pipes, electrical furnaces, refrigeration and fire fighting equipment, high tensile, bolts and nuts, expanded metal, fishing hooks and tackle, grinding wheels, segments and media, pins and malleable castings.
8. To carry on business as iron-masters, iron founders, iron workers, steel makers, electric and blast furnace proprietors, brass founder's and metal makers, refiners and workers generally iron and steel converters, smiths, tin plate makers, manufacturers of industrial, agricultural and other fitting, parts and all kinds of machineries, tools and implements, boiler and steam generating plant makers and metallurgists.
9. To carry on the business of electric gas and water supply in all its branches and in particular to construct, lay down, establish, fix and carry out all necessary power stations, cables, wires, lines, pipes, accumulators, lamps and works and to generate, develop and

accumulate electrical and gas power at places for which licence may be obtained and to transmit, distribute and supply such power throughout the area of supply named therein and without prejudice to the generality of the above to transmit, distribute and supply such power to and for the purpose of feeding the plants of the Company and generally to generate, develop and accumulate power at any such plants place and to transmit, distribute and supply such power for all lawful purposes.

10. To manufacture, produce, buy, sell, import, export, stock and deal in machine tools, grinding machines, automatic lathes, drilling machines, planing machines, planogrinders, machinery of every description precision, tools, cutting and small tools electric motors, electrical equipments, equipment for generation, transmission and distribution of electricity cables, wires, conductors, switch-gears, flame and drip proof motors, electric fans, regulators of all types, electric kilowatt hour meters, magnets, industrial jewels, ammeters, voltmeters and other types of measuring instruments, electrical or non-electrical, die casting, screws, nuts and bolts, transformers of all types, circuit-breakers, hoists, elevators, gears, trolleys and coaches, winches, aircompressors, welders, refrigerators, domestic washing machines, telephones, teleprinters, public address equipment, lighting arrestors, rotavators, radar equipments, valves, resistors, electronic equipment and instruments, conductors, magnetic materials, transistors and allied items.
11. To manufacture, export, import, buy, sell and deal in voltaic battery cells, power pack or storage batteries and battery containers and battery eliminators of different types required for or used in domestic, household, industrial, commercial, agricultural, mining, hospital, surgical or scientific appliances, machinery apparatus or accessories and railways, tramways, automobile and other vehicles, aircraft, boats, ships, defense establishments, army, navy and air force, for wireless, radios, torches, toys, electronic equipment or otherwise and also carry on business as manufacturers of and dealers in torches, toys, personal aids and other appliances, working on such batteries and such items and goods, which may be useful, akin or otherwise connected with any one or more of the aforesaid item or products.
12. To carry on business as manufacturers, producers, dealers in, traders, importers, exporters, stockiest, distributors, or agents of GLS lamps, electric bulbs, miniature bulbs, tube lights, flood lights, flash lights, mercury vapour bulbs and other types or types of bulbs, lamps or tubes required or used for lighting or for industrial, domestic, electronics, transport vehicles, or commercial purposes and glass shells, fittings tubes, filaments tungsten and molybdenum wires, caps and other materials, machineries, accessories and spares required or used for manufacture of bulbs, lamps or tubes.
13. To carry on the business of manufacturers, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockist, agents, merchants, distributors and concessionaires of and dealers in ammonium sulphate, nitrate (double salt), ammonium chloride, super phosphate, urea and other types of ammonium nitrate, calcium ammonium nitrate (nitroline stone) organic or inorganic or mixed fertilisers of

synthetic or natural origin containing nitrogen, phosphorous or other compounds, soda ash, insecticides, PVC stabilisers, preservatives, pesticides and D.D.T. explosives, arms and ammunition, detonators and safety fuses.

14. To produce, manufacture, purchase, refine, prepare, process, import, export, sell and generally deal in cement, portland Cement, alluring Cement, asbestos Cement, lime and limestone and by-products thereof, cement-pipes, sheets and other building materials, refractories, fire-bricks, furnace lining bricks-acidic, basic and neutral insulating boards, gypsum boards and wall boards.
15. To manufacture, buy, sell, export, import, deal in, assemble, fit repair, convert, overhaul, alter, maintain and improve all types of electronic components, devices, equipment and appliances equipment such as television and wireless apparatus including radio receivers and transmitters, tape recorders, broadcast relay and reception equipment, phonographs and other equipment used in and or for audio and visual communications, apparatus and equipment including those using electromagnetic waves intended for radiotelegraphic or radiotelephonic communication, photocopiers, electronic lighting controls, continuous fan motor speed controls continuous flashers and fire alarm systems, digital and other electronic clock, time relay, punch card machines, electromechanical pneumatic controls, computers and automatic calculators, X-ray machines and tubes, surgical, medical and other appliances, intended for electro and other therapy treatment and in all types of tapes, magnetic and otherwise Photographic films, projectors and cameras, capacitors, resistance condensers, semi-conductors, transistor, rectifiers, integrated and hybrid circuits, relays, potentiometers, connectors, printed circuits, coils, chokes, transformers, switches, volume controls, plugs, sockets, aerial gears, diodes and allied items intended for and used in electronic devices and in air conditioners, refrigerators, washing machines, heaters and cooking ranges and other types of domestic appliances and any cooking ranges and other types of domestic appliances and any type of equipment used in the generation, transmission and receiving of sound, light and electrical impulses and component parts thereof and other materials used in or in connection with electronic and electrical industries.
16. To carry on business as printers and publishers including of newspapers, books and Journals as well as producers, distributors, importers, exporters, exhibitors and financiers of cinematograph films, and manufacture, own, acquire, provide, secure arrange or deal in films and photographic paper and equipment, cameras, sound recording, musical, lighting appliances, instruments, equipments and machines and to construct, establish, own hire or otherwise studios, laboratories, theatres, buildings, halls, open air theatres, bars, restaurants and other building, or work required for the purpose of production, distribution or exhibition of the films, operas, stageplays, dances, operettas burlesques, vaudeville, revues, ballets, pantomines, spectacular pieces promenade, concert, circus or other performances and entertainments and to act as dealers, importers, exporters of musical instruments and record, tapes, cinemas and film projectors and cam-

eras, wigs and other products or materials related or connected with the aforesaid objects and business and to acquire exclusive or limited rights to any play story, script, musical song and lyric, book, article or any technique by producing, purchasing or otherwise acquiring and to use, exercise, develop or exploit or turn to account such rights for the business of the Company and to act as agents for training, arranging and supplying artists, stars, art directors, script or story-writers, technician, extras and other personnel required by the Company or others for film, cinema or show business.

17. To produce manufacture, refine, prepare, process, purchase, sell, import, export or generally deal in sand, stone, marble tiles, china wares, sanitary materials, pottery, insulators tile glass, holioware, optical glass, glass wool, laboratory ware and other miscellaneous glass ware, lindeum pipes, tubes, tubular structures, panes, adhesives, sheets, roofings, glass, furniture, fitting, electrical goods, water supply or storage equipments, floor polish, door closers, concrete mixers, elevators and building or decorative materials made of cement, stone-clay, timber, teak board, fibre, paper, glass rubber, plastic or other natural or synthetic substance or chemical.
18. To carry on the business of manufacturers, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants' distributors and concessionaires of and dealers in commodities of all or any of the following kinds.
 - (a) Drugs, medicine, chemical, mixtures, powder, tablets, capsules, injections, oils, compounds, creams, scents glycerine, detergents, glue, gelatine, soaps, lotions, toilet goods, pigments and all kinds at pharmaceutical, cosmetic and medical preparations required or used for beauty aid or personal hygiene or in allopathic, ayurvedic, unani or natural cure methods of system of treatments, bandages, cotton. Gauzes, crutches, stretches and all kinds of anatomical, orthopedic and surgical appliance and stores including prophylactics.
 - (b) Boots, pickers, shoes and footwear of all kinds of leather, rubber, canvas, plastic or any other synthetic or natural product, waterproof cloth or compound. leather. hides. skins, vegetable tanning extracts, tannic acids, rexine, rubber plastic or synthetic cloth compounds, or granules lasts, boot trees, buckles, legging, gaiters, heels, laces, boot polishes, protectors, accessories and fittings used in or required for footwears.
 - (c) Writing pen, pencils, fountain pen. ball point pen. sign pen, colour pencils, tubes and tablets pins, erasers, ink clips, rulers, paper, pulp, newsprint, board, envelopes, cards. dies, letters-heads, forms files stamps, books, bags, cases, covers, racks, cabinets, numerical printers, adhesive tapes, gums, air conditioners and refrigerators, vacuum cleaners. sewing and knitting machines, hurricane lanterns, cutlery, watches and clocks, tape recorders, vacuum flask, toys, waterproof materials, duplicators, typewriters. computers, calculators, accounting inter-communication machines and

all kinds of office, domestic industrial and educational appliances, stationery, equipments, furniture, instruments, gadgets, devices and stores and their components.

19. To manufacture, process, import, export, buy, sell and deal in vanaspati oils, dehydrated vegetable oils. oils made or processed or solvent extracted from seeds, cotton seeds, coconut products of plantations, horticulture, agriculture and forest produce and oil cakes and to get vanaspati, soaps and lubricants made from such oils or as by products thereof.
20. To carry on business as timber merchants, saw mill proprietors, and timber growers and to buy, sell, grow, prepare for market, manipulate, import export and deal in timber, teak plywood, hardboards, fire wood and wood of all kinds and to manufacture and deal in items where plywood or other wood is used including matches, bobbins and shuttles and to buy, clear, plant and work timber estates.
21. To carry on the business of manufacturers, fabricators, processors, producers. growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaires of and dealers in flour, cakes pastry, cornflakes, bread, biscuits, chocolates, confectionery, sweets, fruit drops, sugar, glucose, chewing gums, milk cream, ice, ice-cream, aerated or mineral waters, fruit juices, wines, liquors and other alcoholic drinks and fermentation products, canned fruits and fruit products, milk and mated food, cigarettes, cigars, protein foods, maize products, butter, ghee, cheese and other dairy products, pickles, jams, jellies. sausages, cider poultry and eggs, pulses, spices, oils, powder and condensed milk, honey, fresh and dehydrated vegetables, coffee, tea, cocoa, seeds, concentrate for cattle or poultry feed, fruits and all kinds of processed foods as well as materials required or used for preparation of or being food articles.
22. To acquire by purchase, lease, exchange, hire or otherwise develop or operate land buildings and hereditaments of any tenure of description and any estate or interest therein and any right over or connected with land and buildings so situated and developed or to turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining hotels, rooms, inns, flats, houses, restaurants, markets, shops, workshops, mills, factories, warehouses, cold storage, wharves, godowns, offices, safe deposit vaults. hostels, gardens, swimming pools, playground, buildings, works and conveniences of all kinds and by leasing, hiring or disposing of the same.
23. To manage land, building and other properties, whether belonging to the Company or not and to collect rents and income and to supply tenants and occupiers and others refreshments, attendante, light, waiting rooms, reading rooms, meeting rooms, electric conveniences and other advantages.

24. To cultivate, plant, bring, buy, sell, prepare, convert, process treat or manipulate in any manner all kinds of tobacco leaves, jute, cotton, hemp, tea, lac, coffee, cinchona, rubber, sugarcane beet, dal, oilseeds, vegetable products, foodgrains and all other products of the soil, to run sheep and other cattle and poultry breeding farms and to carry on the business of fishing of prawns, lobsters, fish and other produce of water.
25. To carry on business as transporters of goods, passengers, livestock and materials by road, rail, waterways, sea or air and to own, purchase, take or give on lease, charter or hire or otherwise run, use or acquire transport vehicles, craft ship and carriers of all kinds required for the transport business and to act as forwarding agents, warehousemen and booking agents.
26. To organise, run, maintain, operate, promote the business of interior decorators, furniture and carpet designers and manufacturers of boutiques, operator of fashion centres, fashion shows and to make, acquire, export or deal in any way in handicrafts, objects of art, precious stones, Jewellery, whether artificial or otherwise and articles wherein precious metals or precious stones may be used, in textile fabrics and to manufacture and deal in any products as are dealt in by boutiques, fashion shows and interior decorators.
27. To carry on in India or abroad the business of hotels, restaurants, cafes, holiday camps, taverns, bars, beer-houses, refreshment rooms, night clubs, cabarets and swimming pools and turkish baths and lodging or apartment house keepers, licensed victuallers, wine, beer and spirit merchants, bakers and confectioners, importers and manufacturers of aerated, mineral and artificial waters and other drinks, fruit juice, cheese, butter, caterers for public generally, taxi, coach, cab, motor car and motor lorry proprietors, livery, stable and garage proprietors, farmers, dairymen, ice merchants, importers and brokers of food, live and dead stock colonial and foreign products of all descriptions, hair dressers, perfumers, chemists, proprietors of clubs, baths, bars, dressroom, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusement, recreation, sports, entertainment and instruction of all kinds, tobacco and cigar and other allied products, agents for railways, shipping and airline companies and carriers and theatrical and opera box office proprietors.
28. To carry on the business of manufacturers, importers, exporters and dealers in all kinds and classes of paper, board, corrugated board, corrugating medium and pulp including writing paper. printing. absorbent paper, newsprint paper, wrapping paper, tissue paper, cover, blotting paper, filter paper, antique paper, ivory finish paper, coated paper, art paper, bank or bond paper, badami brown or buff paper, bible paper, cartridge paper, cloth lines paper, azurelaid and wove paper, cream laid and wove paper, grease proof paper, gummed paper, handmade paper, parchment paper, drawing paper, craft paper, manilla paper, envelope paper, tracing paper, vellum paper, water proof paper, carbon paper, sensitised paper, chemically treated paper, paste board, duplex and triplex board, plywood board, post cards, visiting cards, soda pulp, mechanical pulp, sulphite pulp,

semi-chemical pulp and all kinds of articles in manufacture of which in any form of paper, board, or pulp is used and also to deal in or manufacture any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith and to purchase or otherwise acquire, settle, improve and cultivate forests, lands and properties of any tenure whatsoever with a view to producing, cultivating, growing, timber, bamboo or other wood.

29. To undertake and execute any contract for supply, erection, designing and fabrication of all kinds of paper machinery, equipment, supply of technical know-how in respect thereof and to carry on any ancillary or other words comprised of any such contracts.
30. To carry on the business as manufacturers, importers, exporters, dealers, processors, stockists, agents, contractors, distributors, buyers or sellers of packages, containers, cans, drums, bags boxes, wrappers, tape films, sheets and other packing materials made of paper, card-board, corrugated sheets, cloth, plywood, metals, plastic, PVC or other synthetic, chemical, fibres or natural products.
31. To carry on the business of manufacturers, importers and dealers in any form of Solar energy and to carry on the business of manufacturers, processors, assemblers, filters, engineers, agents representative, proprietors, merchants, importers, exporters and dealers in Solar energy devices, appliances, instruments and fittings including Solar collectors, Solar tower plants and also to carry on the work of research in Solar energy and Solar energy devices, appliances, instruments fittings as may be found necessary for the efficient handling of the business of the company.
32. To guarantee the payment of money, unsecured or secured by or payable under or in respect of bonds, debentures, debenture-stocks, contracts, mortgages, Charges, obligation and other securities of any company or of any authority, Central, State, Municipal, Local or otherwise, or of any person whomsoever, whether, incorporated or not and generally to transact all kinds of guarantee business, to guarantee the issue of or the payment of interest on the shares, debentures, debenture-stocks or other securities or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue and to transact all kinds of trust and agency business.
33. To promote, form or acquire any company any to take, purchase or acquire shares or interest in any company and to transfer to any such company any property of this Company and to take otherwise acquire, hold and dispose of or otherwise deal in and invest in any shares, debentures and other securities in or of any company or companies either out of its own fund or out of funds that it might borrow by issue of debenture or from banker or otherwise howsoever or in any other manner whatsoever and to subsidise or otherwise assist any such company.

34. To carry on business, as organisers, agents, holders, dealers, of or investors in saving units, lottery tickets, raffle, chit fund unit or units issued by the Unit Trust of India and to mobilise savings from members or the Company or public, to invest and deal with the funds available with Company as may deem fit from time to time and to pay, allow, give, or distribute interest, dividends, prizes or gifts on or in relation to any such unit or units not amounting to lotteries.
35. To export, import, buy, sell, barter, exchange, pledge, make 'advance upon, invest in and otherwise deal in gold, silver, stocks, shares, securities, jute, seeds, handicrafts and articles, produce and merchandise of all kinds and description either ready or for forward delivery as permissible by the object of the company and to make loans and advances and finance on hire purchase basis.
36. To render engineering, technical, management and other types of skilled and other services to all types of industry or organisation in India or abroad including for office, advemsq. accounting, computer, secretarial and taxation matters and without limiting the generality of the above to act as consultants.
37. To achieve greater growth of the National economy through increased productivity, effective utilisation of materials and manpower resources, export promotion and continued application of modern techniques so as to discharge its social and moral responsibilities to the shareholders, employees, customers, local community and the society.
38. To subscribe for, underwrite, purchase or acquire by gift exchange or otherwise and to hold, issue on commission or otherwise, re-issue, sell and deal with share (whether fully paid or partly paid) stocks, bonds, debentures, debentures stock obligations, notes and securities of any government, state, company, corporation, municipal or local or other body or authority either for ready or on forward transactions and subject to the provisions of Section 49 of this Companies act, 1956, to cause such shares, stocks, debentures, securities or any of them to be invested in or held by a nominee or nominees for and on behalf of the Company or to give any guarantee or security for the payment of dividend, interest thereon or otherwise in relation thereto.

IV. The liability of members is limited.

V. The Share Capital of the Company is Rs.4,25,00,000 (Rupees Four Crore Twenty-five lacs) divided into 42,50,000 (forty-two lacs fifty thousand} equity shares of Rs.10/- (Rupees ten) each. (w.e.f. 08.10.83).

Sl. No.	Name, Addresses and Occupation of subscribers	No. of Equity Shares taken by each subscribers	Signature of Subscribers	Name, Address, Description and Occupation of Witness
1	Kailash Kumar Agarwal S/o Shri Arjun Das Agarwal A-2/24, Model Town DELHI - 110009 Businessman	10 (Ten)	Sd./- K.K. Agarwal	<p style="text-align: center;">I witness the signatures of all the subscribers.</p> <p style="text-align: center;">Sd./-H.S. Rustogi S/o L. Nand Kishore Chartered Accountant M.N. 3093 4654/21, Daryaganj, New Delhi - 110002</p>
2	Arjun Das Agarwal S/o Late Sh. Huna Ram Agarwal 8723, Shidi Pura NEW DELHI- 110005 Businessman	10 (Ten)	Sd./- A.D. Agarwal	
3	Kashmiri Lal Agarwal S/o Late Sh. Huna Ram Agarwal 4-A, New Road Alipur CALCUTTA- 27 Businessman	10 (Ten)	Sd./- K.L. Agarwal	
4	Duni Chand Agarwal S/o Late Sh. Huna Ram Agarwal 49/34, General Ganj, KANPUR- 208001 Businessman	10 (Ten)	Sd./- D.C. Agarwal	
5	Krishan Kumar Agarwal S/o Late Sh. Huna Ram Agarwal 10-A, Vivekanand Road CALCUTTA- 7 Businessman	10 (Ten)	Sd./- K.K. Agarwal	
6	Ashok Kumar Agarwal S/o Shri Jai Narayan Agarwal 10-A, Vivekanand Road CALCUTTA- 7 Businessman	10 (Ten)	Sd./- A.K. Agarwal	
7	Ram Kumar Agarwal S/o Shri Sant Lal Agarwal C/o Rawalwasia Oil & General Mills Mandi Road, Hisar Haryana Businessman	10 (Ten)	Sd./- R.K. Agarwal	

Place: Delhi

Date: 22/08/1981