

प्रारूप. आई. आर.

Form I.R.

निगमन का प्रमाण–पत्र

CERTIFICATE OF INCORPORATION

ता. ..... का सं. .....

No. **2460** of **1982-83**

मैं एतद्द्वारा प्रमाणित करता हूँ कि आज **मॉडर्न इन्सुलेटर्स लिमिटेड** कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that **MODERN INSULATORS LIMITED** is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता. ..... को दिया गया।

Given under my hand at **JAIPUR** this **FIRST** day of **MAY** One thousand nine hundred and **EIGHTY TWO**.

Saka : **11 th Valsakha, 1904**

(S.P. DIXIT)

कम्पनियों का रजिस्ट्रार

Registrar of Companies

RAJASTHAN, JAIPUR

Seal of
Registrar of Companies
Rajasthan, Jaipur



Certificate for Commencement of Business

Pursuant of section 149 (3) of the Companies Act, 1956

I hereby certify that the MODERN INSULATORS LIMITED *which was incorporated uner the Companies Act, 1956; on the* FIRST *day of* MAY *1982, and which has this day filed a duly verified declaration in the prescribed form that the conditions of section 149 (I) (a) to (d) / 149 (2) (a) to (c) of the said Act, have been complied with, is entitled to commence business.*

Given under my hand at JAIPUR *this* FIFTEENTH *day of* MAY *One thousand nine hundred and* EIGHTY TWO.

Seal of
Registrar of Companies
Rajasthan, Jaipur

(S.P. DIXIT)
Registrar of Companies
RAJASTHAN, JAIPUR

THE COMPANIES ACT, 2013

***

COMPANY LIMITED BY SHARES

***

MEMORANDUM OF ASSOCIATION

OF

Modern INSULATORS LIMITED

I. The name of the Company is MODERN INSULATORS LIMITED.

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

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

A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. <u>Ceramics and Advanced Ceramics</u>

To Carry on all or any of the business of manufacturers, producers, processors, importers, exporters, buyers, sellers and dealers in all kind of high-tension or low-tension insulators made of Ceramics, Glass, Polymers, Plastics, Epoxy resins or any other substance, which may be used for insulations and all kind of ceramic products, such as, industrial ceramics, high alumina ceramics, electronic ceramics, fuses, fuse carriers, catridge, caps, gauges, bushings or other articles in which clay is used as one of the main raw-materials.

To carry on trade or business to manufacture, produce, buy, sell, import, export and otherwise generally deal in any kinds and descriptions of advanced ceramic products in number of articles including electronic substrate and package ceramics, capacitor dielectric and piezoelectric ceramics, magnetic ceramics, optical ceramics, and conductive ceramics and in the articles nuclear ceramics, bio-ceramics, tribological ceramics, and automotive ceramics, zirconium oxide ceramic, zirconium silicate ceramic micro milling beads, High Density High Alumina ceramic milling media and Wear Resistant Lining Tiles, Re-crystallized High Purity Alumina ceramic Pyrometry tubes, Ballistic Armor Ceramics, Bio-ceramic products, Zircon based high temperature resistant refractory coatings and corrosion abrasion resistant coating compounds and other advance ceramic products.

To design, erect and provide consultancy and management services for ceramic products plants and other plants in India or abroad.

2. <u>Tiles & Sanitary Goods</u>

To carry on trade or business to manufacture, produce, buy, sell, import, export and otherwise generally deal in any kinds and description of tiles including ceramic, polished vitrified, glazed vitrified and unglazed tiles for domestic, commercial, industrial and outdoor applications for walls, floor and roofings, sewer pipes, drain pipes, concrete pipes and pipes of all descriptions and all kinds acidic, basic, high alumina, high silica, high grog and all other types, shapes and sizes of refractories and ceramics and all chemical formulations, organic or inorganic descriptions and categories for use in steel plants, mini-steel plants, furnaces, power houses and all kinds of industries, research, development and for any other use or purpose and for that purpose to set up

Object Clause of Memorandum of Association as per Companies act, 2013 of the Company altered by a special resolution passed by shareholders on February 16, 2017 through Postal Ballot.

all plants and machinery and related equipments including oil, fired or gas fired rotating calcining kilns and other ovens and to carry on all business for the manufacture of all kinds and descriptions of refractories and ceramics, all kinds of bath ware & sanitary wares (including bath ware & sanitary wares made of plastic, fibreglass or any other synthetic products) glass and glass wares, china, terracotta, porcelain products, bricks, building material, vinyl, vinyl asbestos and solid vinyl ware, adhesive vinyl covebase, poles, blocks, lime, limestone, crockery, pottery, table wares hotel wares, decorative wares, garden wares, earthen wares, stone wares, pressed wares tiles, pottery, pipes, insulators of all descriptions and/or products thereof and all kinds of cement (ordinary white coloured Portland alumina heat furnaces, silica), cement products.

To carry on all or any of the business of manufacturers, importers, exporters, stockists, distributors and otherwise dealers in Bricks, Tiles, Refractory, clays, cement, gypsum products and sanitary goods.

3. <u>Crockery & Glassware</u>

To carry on the business of manufacturers, dealers, importers, exporters, designers of all type of Crockery, Glassware, enamel wares, toughened-glass, safety glass and all kinds of automobile glass, silvered sheet, float and plate glass, lead mirrors, gold mirrors, welding glass, coloured glass, decorative glass, icy-flowered glass, laminated fibre glass, glasswood, glass-bricks, glass insulating units, glass doors and fittings and acrylic plastic sheet.

To carry on the business of manufacturers, buyers, sellers, designers, importers, exporters, agents, stockists and distributors of and dealers in and with flat glass and sheet glass, laminated glass, wired glass, heat treated glass, rolled glass, optical glass, figured glass, tinted glass, fabricated glass for buildings, solar control glass, cladding glass, diffuse reflection glass, patterned glass, multi cellular glass, glass wool, insulating double or multiple glazing units and all sorts of glass including, all kinds of glass ware, pressed wares, glass bottles and caps of all types, mirrors, phials, bottle tops, jars, flasks and containers, glass tubes, cathode ray tubes, bulb blanks and solar heating panels, windows, wind screens and all kinds of articles made of or incorporating glass in sheet or fabricated form.

4. <u>Textiles & Fabrics</u>

To carry on the business of preparing, combining, spinning, doubling, twisting, drawing, texturising, imparting, crimping, converting, calendaring, testing, sizing, weaving, knitting, bleaching, processing, dyeing, ginning, curring, scouring, winding, mercerising, combing, printing, finishing, manufacturing, buying, selling, importing, exporting or otherwise dealing in industrial fabrics, synthetic fabrics, synthetic chips, polyester oriented yarn, fully drawn yarn, textured yarn, synthetic yarn, acrylic yarn, rayon yarn, nylon yarn, nylon tyre yarn, nylon ture cord, tyre fabrics, polyester rayon and any other textile celluloric or non celluloric end products, polyester, acrylic, viscose, polypropelene, cotton, linen, wool, silk, flex, hemp, jute, artificial silk, rayon, canvas and other fibres or textile products substances or not, and to treat, utilise and deal in any waste arising from any such operations and to manufacture, felted, knitted, looped and embroidered fabrics, lace and other types of manufactured, processed or decorated fabrics and to manufacture coated or laminated fabrics and readymade garments and apparels including all type of industrial and geo fabrics.

To carry on the business of manufacturers, producers, processors, importers, exporters, buyers, sellers, of and dealers in all kind of fabrics and textiles, fibres, yarns, threads, tapes, ropes, cords, twines and other products, as are prepared or manufactured from nylon, polyster, acrylics, rayon, silk, artificial silk, linen, cotton, wool, jute, and any other synthetic, artificial and natural fibres including fibre glass and all celluloric & non celluloric fibres.

To organize, run maintain, operate, promote the business of interior decorators; furniture and carpet designers and manufacturers, boutiques, operators of fashion centres, fashion shows, and to make, acquire, deal in any way in handicrafts, object 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.

5. Clay & Mines

To prospect, purchase or take on lease clay, quartz, feldspar, mines and stone quarries and glass sand deposits, for the purpose of getting clays, quartz, feldspar, gypsum, glass-sand, carbon black and minerals to use them in pottery or manufacture or sell them.

6. Foundry

To manufacture, assemble, buy, sell, distribute, import, export, alter, remodel, hire, exchange, repair, service and otherwise deal in all types of non-ferrous and ferrous, castings of every kind and description and components for all types of engineering, electrical, railways, ship building, defence, wind energy, agriculture, textiles, healthcare, automobiles including two wheelers, three wheelers, Four wheelers, gears, transmission, axels, joint springs, lamps, chair, bodies, frames, chesis, engines, tyres, tubes, batteries, equipment component, accessories, appliances, apparatus, raw material of every kind and description.

To carry on the business of iron smiths, founders, mechanical engineers, mechanics, fitters, millwrights, wire and tube makers, metallurgists, saddlers, electric battery makers and chargers, galvanizers, enamellers, electro platters, painters, spray painters, horn manufacturers, repair-shop operators, service shop operators, filing station operators, engineers, machinists, tool makers, ware drawers, iron and steel convertors, metal workers, moulders, japnners and annealers and to buy, sell or operate use, hire, exchange, repair convert, alter, lease, import, export and deal in machinery and equipment of all kinds.

To carry on business of manufacturing, producing or dealing in all types of metal wares, sanitary wares, building fittings, vacuum cleaners, prefabricated structures, all kind of similar articles used in house building, machining, metal filling, fittings, powders, foils, shoulders, metal wires, semi-finished or finished luggage, cutlery articles, building, fittings, clamps, steel furniture, industrial components and similar articles.

7. Hardware, Nuts, Bolts etc.

To carry on the business of manufacturers, merchants and dealers in high tensile bolts, nuts, rivets, washers, split pins, slotted-nuts, castle-nuts, simmonds-nuts, allen screws, slotted and recessed head-screws, cap-nuts, cotter-pins, split and tabular rivets, dog spikes, turn spikes, manufactured out of iron, steel brass, bronze, stainless steel, aluminium and other metal products as accessories for automobiles, railways and permanent ways, ship buildings, engineering industries, building industries, agricultural industries, machinery tools, implements, petroleum and chemical industries and machinery of all kinds.

To carry on business of manufacturers, importer, exporters, distributors, dealers, agents of machine tools, workshop accessories, machinery and parts and electrical accessories of all descriptions and general merchandise and engineering and motor car accessories and parts.

8. Pathology & Hospital

To set up, engage, collaborate, acquire, purchase, maintain, open collection centres, conduct, manage, administer, own, run laboratories for the purposes of carrying out pathological investigations of various branches of bio-chemistry haematology, histopathology, microbiology,

electrophoresis, immune-chemistry, immunology, virology, cytology and other pathological and radiological investigations.

To purchase, lease or otherwise acquire, establish, run, manage, operate, maintain or administer hospital(s) medicare, health care, diagnostic, health aids, and research centres, and to provide medical relief to the public in all branches of medical schemes by all available means.

9. Pharma

To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade in all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, neutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, mineral waters, cordials, and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, patent medicines, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockists of all kinds of pharmaceuticals and allied products.

10. Fertilizers & Chemicals

To carry on business of manufacturers, and dealers in all kinds of chemicals, acids, al-kalies, fertilizers, pesticides, pharmaceuticals and medicines, various ancillary chemicals of all types, chemical, industrial and other preparation, articles and compounds oils, paints and pigments, dyes, and intermediates electrical and photographic chemical and scientific chemicals.

To carry on the business of manufacturers and dealers in all types of rubber, leather, celluloid, dekalitre, plastic and all other chemicals, rubber and plastic goods, particularly industrial rolls, rollers, sheets, beltings and consumer goods, such as tyres, tubes and other allied products, chappals, shoes, toys, medical and surgical goods.

To manufacture, produce, refine, process, formulate, mix or prepare, mine or otherwise, acquire, buy, sell, exchange, distribute, trade, deal in import and export of all classes and kinds of acids, chemicals, fertilizers, pesticides their mixtures and formulations and any ingredients, mixtures, derivatives and compounds thereof.

11. Oils

To manufacture, produce, refine, prepare, purchase, stores, sell and to trade and deal in petroleum and all kinds of mineral oils, and all products and by-products thereof including wax, paraffin, soap, lubricants, illuminate and butter substitutes, oil, cloth, candles, glycerine. Stearing and in connection therewith to acquire, construct, repair, operate and use oil and other refineries, buildings, mills factories, oil wells, derricks, distilleries, ghanies, rotaries expellers, mechanical or hydraulic press.

12. Resins & Paints

To carry on business of manufactures, importers and exporters of and dealers in natural and synthetic resins, moulding, powders, adhesives, and cement, paints, distempers, colours, varnishes, enamels, gold and silver leaf enamels, spirits and other allied articles.

13. Calcined Coke

To carry on development and research work and to manufacture calcine, refine process, import, export, buy, sell and deal in petroleum coke, calcined coke and coal tar anthracite coal and to draw out manufacture and deal in coal tar, calcined products and other by-products as may be possible and to utilize waste gases for industrial uses and purposes.

14. Power, Renewable Energy, Transmission Towers, sub stations

To carry on all or any of the business of producers, manufacturers, suppliers, distributors, transformers, converters, transmitters, generator, processors, developers, stores, procurers, sellers, carriers and dealers in electricity, all forms of energy (renewable and non-renewable) and any such products and by products derived from such business including without limitation, steam, fuels, ash, conversion of ash into bricks and any products derived from or connected with any other form of energy, including without limitation to conventional sources such as heat, thermal, hydel and /or from non-conventional sources such as tidal ware, wind, solar, geothermal, biological, biogas and coal bed methane.

To carry on business of generation, distribution, selling, purchasing, self consumption of electricity and power, generated by any mode such as windmill, gas base plant, steam base plant or any other mode whatsoever used in generation of power.

To carry on in India or abroad the business of establishing, commissioning, setting up, operating and maintaining electric power transmission systems/networks, power systems, generating stations based on conventional/ non-conventional resources for evacuation, transmission, distribution, trading or supply of power through establishing or using stations, tie-lines, sub-stations and transmission or distribution lines in any manner.

15. Instruments

To manufacture, produce, assemble, distribute, stock, barter, exchange pledge, repair, use, buy, import and export and otherwise deal in all types of scientific instruments, and their accessories, testing instruments, process control instruments, electrical and electronic instruments, nautical, aeronautical and survey instruments, optical and opthalmic instruments, general laboratory medical and surgical instruments, apparatus, scientific laboratory glassware, photographical, chemical and other instrument, apparatus, appliances, equipments, devices, contrivances, their accessories and component.

16. Electrical Engineers and Electrical Equipments

To carry on business of electrical engineers, electricians, engineers, contractors, manufacturers, suppliers of and dealers in electrical and other appliances, cables wirelines dry-cells, accumulators, lamps and to manufacture, and deal in all apparatuses and things required for/ or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity, including in the terms electricity that may be directly or indirectly derived there from or may be incidentally herein after discovered in dealing with electricity, subject to the provisions of Electricity Act.

To manufacture and/or otherwise engage in the manufacture or production of or dealing in electrical kilowatt hour meter, magnets, electromagnets, power cables, industrial jewels, ammeters, voltmeters and other types of measuring instruments, electrical or non-electrical, die castings, screws, nuts and bolts, transformers of all types, circuit-breakers, punched card machines, computers and calculators and their accessories, hoists, elevators, trolleys and coaches, winches, power generators, magnetic separators, air compressors, welders, fans of all types, switches and motors of all types, drill, electric grinders, air conditioner, refrigerators, washing machines, television and wireless apparatus including radio receivers and transmitters, electronic instruments diodes, transistors and allied items, watches and clock cameras, and any household appliances and any equipment used in the generation, transmission and receiving of sound light and electrical, impulses, and component parts thereof and other materials and products to manufacture and to deal in all kinds of electronic equipment in their components, spare parts or raw materials.

To carry on the businesses of manufacturers of and dealers in automobile parts, accessories, ancillaries, stores & spares and to engineer, develop, design assemble, manufacture, produce, import and export, buy, sell and otherwise deal in industrial, mining, agricultural and other machines and all types of tools, plants, equipments, instruments, appliances of all description made of metal, alloy, glass, synthetic and other fibres, chemicals and PVC compounds, plastics or any other materials.

To carry on the business of mechanical engineers, machinists, fitters, millwrights, founders, wire, drawers, tube makers, metallurgists, saddlers, galvanizers, japanners, annealers, enamellers, electroplaters and painters.

17. <u>Agriculture Machinery</u>

To engineer, develop, design, assemble, manufacture, produce, import, export, buy, sell, operate, run, let on hire and otherwise deal in all kinds of earth moving and agricultural machines, petrol and diesel engines, tools, plants tractors, equipments, spares, appliances, implements and accessories, mobile or otherwise; Heavy vehicles and machines for agricultural and land reclamation, drainage, irrigation, waterworks, engineering, forest clearing pumping and other purposes; Spraying machines, vehicles and equipments, whether mobile or otherwise; Mobile workshop and garage equipments for repair and service stations; Tubewells, pumps, floating or otherwise, motor and irrigation machinery; Transportation equipment for movement of its products or stores machines or personnel and as general purposes freight carriers.

18. <u>Agro Products</u>

To produce, purchase, sell, store, or otherwise deal in rice/paddy cereals, pulses and food grains of all kinds and other allied produce.

To treat, cure, submit to any process of manufacture and prepare for the market agricultural products of all kinds or things whatsoever including diary, farm and garden produce of all kinds.

To carry on the business of bottlers, canners, packers, preservers, co-opters, dehydrators, maltsters, manufacturers, dealers and merchants of fruits, herbs, vegetables, tonic, flavoured drinks, nectars, fruit juices, punches, vinegar, acetic acid, glucose, malts hops, mustard, pickles, sauces, squashes, syrups, essences, aerated waters, grains, meal, yeast and deal in all other such materials and things used in connection with any of the above.

19. <u>Dairy Products</u>

To carry on the business as manufacturers, distributors, importers and exporters and dealers in milk condensed milk, evaporated milk, powdered milk, butter, cheese, cream and all types of milk products including dairy whitener, non-dairy whitener, infant milk formulas, whey powder and other related products such as chocolate, coffee, tea and other food preparations and beverages.

To buy, sell, manufacture, refine, prepare, pack and deal in all kinds of food including milk food products, beverages, infant foods, dietetic products, and other articles.

To carry on business of manufacture, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaires and dealers in flour, cakes, pastry cornflakes, bread, biscuits, chocolates, confectionery, sweets, fruit drops, sugar glucose, chewing gums, ice-creams, aerated or mineral waters, fruit juices, canned fruits and fruit products, butter, ghee flowers, cheese and other dairy products.

20. Food Products

To carry on business in India and abroad of manufacturing, preserving, reigning, packing, bottling, prepare, manipulate, treat, market, import, export, improve, produce, process, prepare, buy, sell, deal in and carry on the manufacturing and trading in foods and beverages like jams, jelly, pickles, cider, chutney, marmalades, mayonnaise, mustard, desserts, coffee, tea, flavours, condiments, pancakes, doughnuts, vinegar's ketchup, sauces, juices, squashes, syrups, soups, drinks, carbonated and non-carbonated, gelatines, essences, ice- creams, table delicacies, namkeens, fast food, frozen foods and other eatables, bakery products and confectionery items such as breads, biscuits, sweets, roti, pizza, papad, cakes, pastries, cookies, wafers, candoles, lemon drops, chocolates, chewing gums, toffee, lozenges, tinned, canned, bottled products, milk cream, butter, butter scotch, sauce, ghee, cheese, protein foods, dietic products, health foods, cereal products, wheat cakes, farm products, milk shakes, water ice products, yoghurt, mouth freshener, carbon dioxide for beverages.

21. Research & Experiments

To establish experimental farms and research stations and anywhere in India for conducting experiments, test and research for developing better qualities of food grains and agricultural products and for developing milch strain in cattle by cross breeding or otherwise, and increasing egg laying capacity in poultry and also for finding other ways of improving other agricultural corps, produce any seeds, fodder crops and cattle feed of all kinds.

22. Cold Storage

To erect, build, maintain and let out on hire or rent, warehouse, and cold storage rooms, and to provide for refrigeration and to carry on and undertake storage, packing removal, carrying, delivery, purchases, sale and exchange of fruits and vegetables including potatoes and all kinds of goods and to carry on the business of cold storage Company in all its branches.

23. Logistics

To establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate and to do business as fleet carriers, transporters, in all its branches on land, air, water, & space, for transporting goods, articles, or things on all routes and lines on National and International level subject to law in force through all sorts of carriers like trucks, lorries, trawlers, dumpers, coaches, tankers, tractors, haulers, jeeps, trailers, motor buses, omnibuses, motor taxies, railways, tramways, aircrafts, hovercrafts, rockers, space shuttles, ships, vessels, boats, barges and so on.

To carry on the business of warehousemen, bonded warehousemen, general carriers, cargo and forwarding agent.

24. Hotel

To purchase, establish, conduct, manage, takeover, acquire, lease, promote, develop and to carry on the business of running holiday resorts, boarding and lodging houses, hotels, restaurants, cafes, resorts, vacation/ holiday resorts, villas, lodgings, stalls, summer houses, castles, inns, road houses, motels, taverns, rest houses, guest houses, retreats, cottages, rest rooms, holiday camps, time share resorts, country clubs, mass housing, row housing, tourist bungalows, health care clinics, health spas, health rejuvenation hospitals and all other types of accommodations of all descriptions both across the country and abroad and to carry on similar or connected activities with all facilities and providing all services thereto, to purchase and develop land for visitors, guests or customers to construct eco-friendly buildings, to lease the land to visitors, customers or guests to build pools, spas, cottages and other facilities on

their own or on contract basis, to fit up and furnish any property for the purpose of letting the same to visitors, customers or guests either in room, suites, cottages, chalets or otherwise, to sell them, lease them on a time sharing or property sharing basis by days, weeks, months and any undivided shares with or without holiday exchange basis both in India and outside India (outright sale basis).

25. <u>IT and related services</u>

To develop, provide, undertake, design, import, export, distribute and deal in systems and application software for microprocessor based information systems, offshore software development projects, software project consultancy, development of computer languages and allied computer services and to own and/or operate data processing and service bureau centres in India and abroad and to perform all types of software-led IT Solutions, remote infrastructure management services, business process outsourcing including, but not limited to digital solutions, software as a service, cloud computing, engineering, research and development services, network and network security, data centre management, client server services, IT enabled services, IT help desk services and any and all allied activities and/ or technological evolutions of any of the above.

To advise and render services like staff and management recruitment, training and placements, technical analysis of data, electronic data processing, preparation of project reports, surveys and analysis for implementation of project and their progress review, critical path analysis, organisation and methods studies and other economic, mathematical, statistical, scientific and modern management techniques and to establish and render any and all consultancy and other services of professional and technical nature and to undertake assignments, jobs and appointments.

To carry on in India or elsewhere all or any of the business or businesses of designers, assemblers and manufacturers of, dealers in, distributors, representatives, agents, hirers, and leasing and/ or under hire purchase of all kinds of information technology assets, hardware, electronic and other devices, computers, accessories thereof and peripherals, any other articles, products, by-products, materials, appliances, apparatus and substitutes thereof.

To carry on the business of on-line shopping, net marketing, multi level marketing of consumer and other goods, internet advertising and marketing, creating virtual malls, stores, shops, creating shopping catalogues, providing secured payment processing, net commerce solutions for business to business and business to consumers, online trading in and outside India; but excluding banking and money circulating business.

To carry on the business of providing outsourcing services for all processes, sub-processes, transactions, activities and all other work performed by business in various industries within India and outside India which includes date, voice or video collection and processing, call centre services, technical support, managed data centre, managed technical centre, training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, customer relationship management, enterprises resources planning and other services that are normally offered by the outsourcing business.

26. <u>Technical Information & Know-how</u>

To acquire form or sell to any person, firm or body corporate, or un-incorporate, whether in India or elsewhere technical and managerial information, knowhow, processes, engineering, manufacturing, operating and commercial data, plans layouts and blue prints useful for the design, erection and operation of any plant or process of manufacture and to acquire and grant

or license other rights and benefits in the foregoing matters and things and to render any kind of management and consultancy services.

27. Film Production & Entertainment

To manufacture films and other appliances and machines in connection with mechanical or transmission of pictures, movement, musical and sounds, and to organize and conduct theatrical production and entertainment of all kinds.

To carry on the business of proprietors and managers of theatre (cinemas, picture places and concert halls) and to provide for the production, representation, and performance (whether by mechanical mean or otherwise) of operas, stage plays, operettas, vaudevilles, revues, ballets, pantomimes, spectacular pieces, promenade, and other concerts and other musical and dramatic performance and entertainments.

28. Real Estate/Builders & Architects

To carry on all or any of the business of construction engineers, architects, builders, contractors, decorators, electricians, wood workers and to acquire, develop, buy, sell real estate, multi-storeyed or other buildings.

To purchase, sell, develop, take in exchange, or on lease, hire or otherwise acquire, whether for investment or sale, or working the same, any real or personal estate including lands, mines, business, building, factories, mill, houses, cottage, shops, depots, warehouses, machinery, plant, stock in trade, mineral rights, concessions, privileges, licenses, easement or interest in or with respect to any property whatsoever for the purpose of the Company in consideration for a gross sum of rent or partly in one way and partly in the other or for any other consideration.

To carry on business as proprietors of flats and buildings and to let on leases or otherwise apartments therein and to provide for the conveniences commonly provided in flats, suites and residential and business quarters.

29. Printers & Stationers

To carry on business of general commercial, colour craft and process, printers, lithographers, engravers, die makers, publisher of newspaper, books, magazines, art and musical production, plan and chart printers, press and advertising agents, contractors, ink, die, color and chemical manufacturers, manufacturers of metal and other signs, manufacturers and dealers of containers and components and machinery, manufacturers and dealer in printing machinery, type and all printers, supplies, book binders and stationers.

To manufacture, process, treat, refine, store, buy, sell, export, import, distribute and otherwise deal in all kinds and classes of paper and boards of all kinds. To design, develop, engineer, import, export, buy, sell and otherwise deal in licence, grant any right in, fabricate, manufacture, hire out, lease, plant, machinery and equipment relating to manufacture, processing, storing or transport of all kinds of paper, board, laminates, packaging, whether processed or not, and their by-products and to provide technical knowhow.

30. Rubber & Plastics

To promote, establish, acquire and run or otherwise carry on the business of plastic or rubber industry.

31. Dealing & Speculation

To buy, sell and deal and speculate in shares and securities, foreign exchange, gold silver, cotton, jute, hessian, oilseeds and commodities of all kinds, agricultural or otherwise finished or unfinished and take delivery and hold them as permitted under the law from time to time in force.

32. Wood Products

To grow, take on lease, acquire, develop, deal in plantations and forests, and to process in all aspects timber, wood plywood, and all kinds of wood, and to make products wherein wood is a constituent part and to design, develop, fabricate and products involving the use of wood.

33. Storekeepers

To carry on, in any mode, the business of storekeepers in all its branches and in particular to buy, sell, and deal in goods, stores, consumables articles, chattels, and effects of all kinds, both wholesale or retail.

34. Importer, Exporters, Agents

To carry on business of importers and exporters of goods or merchandise of any description or to act as shippers, underwriters, commission agents, advertising agents, travelling agents, transport agents, forwarding and clearing agents, brokers, estate agents and hardware merchants.

35. Manufacturing of Packing Items

To carry on the business of manufacturing, printing, processing, distributing, selling, buying, importing, exporting and dealing in all kinds of packing, laminated, coated materials including made of paper, film, foil and plastics and all any other materials that are and that may be developed for the purpose.

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS IN CLAUSE III (A) ARE:

1. Collaboration and Joint Venture

To enter into foreign collaboration agreement with any persons, firms or business organisations for supplying technical know –how and/or plant and machinery and for equity participation or for any other purpose and to enter into joint venture agreement with Rajasthan State Industrial Development and Investment Corporation Limited or with any persons, films or business organisations, which may be necessary for attainment of the main objects of the Company.

2. Construct and superintend buildings offices structure

To acquire, build, construct, alter, maintain, enlarge, pull down remove or replace and to work, manage and control any building, offices, factories, mills, shops, machinery, engine, roadways, tramways, railways, branches or sidings, bridges, reservoirs, water sources, wharves, electric works and (other work and) conveniences which say seem capable directly or indirectly to advance the interests of the Company and to join with any person or company in doing any of these things.

3. General Business

To Buy, sell, manufacture, repair, alter, improve, exchange, let out or hire, import, export and deal in all factories, works, plant, machinery tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this Company is competent to carry on or commonly dealt in by person 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 or any products of residual and by-products incidental to or obtained in any of the business are carried on by the Company.

4. Purchase, lease exchange

To purchase, take on lease, on tenancy or in exchange, hire, take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, work, cultivate deal with

and turn to account, concessions, grants, decrees, licences, privileges, claims, options, leases, property, real or personal or rights or powers of any kind which may appear to be necessary or convenient for any business of the Company.

5. Preliminary expenses

To pay for preliminary and pre incorporation expenses of the Company.

6. Disposal of undertaking and property of Company

To sell, exchange, mortgage, let on lease, royalty or tribute, grant, licences, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for such considerations 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 in whole or in part similar to those of the Company or as may be approved by the shareholders.

7. Payment for property and services

To pay for any rights or property acquired by the Company and to remunerate any persons, firm or body corporate rendering services to the Company either by cash payments 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. Advances, deposits and loans

To lend and advance money, either with or without security and give credit to such persons (including Government) and upon such terms and conditions as the Company may think fit.

9. Financial and commercial obligations

To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.

10. Managing or controlling of subsidiary companies

To appoint directors or managers of any subsidiary company or of other company in which this company is or may be interested and to take part in the technical management, supervision and control of the business or operations of any company or undertaking carrying or any business similar to the business of this Company and to appoint and remunerate any directors, trustees, accountants or other experts or agents for such business operation, as may be permitted by law.

11. Engagement of Experts

To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns or undertakings or of any assets, property of rights.

12. Generation of electricity

To install, erect generators or any other machinery for generation, accumulation, distribution and supply of electricity or any other power for running, maintaining and managing company's offices, factory, colonies and production of the Company.

13. Guarantee securities

To guarantee the performance of any contract or obligations of and the payment of money of or dividends and interest on any stock, shares or securities of any company, corporation, film or person in any case in which such guarantee may be considered likely directly or indirectly to further the objects of the Company or the interest of its shareholders.

14. Guarantee and surety

To guarantee the payment of money unsecured and secured by or payable under or in respect of promissory notes, bond or debentures, debenture stock, contracts, mortgages, charges, obligations, instruments and securities of any Company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not as may be necessary for the purpose of the Company.

15. Investment

To invest any money of the Company in such investments (other than shares or stock in the Company) as may be thought proper and to hold, sell or otherwise deal with such investments.

16. Borrowing

Subject to Section 73-76 of the Companies Act, 2013 and the rules framed thereunder and the directions issued by the Reserve Bank of India from time to time as may be applicable, to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raided or owing by 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 of Company of any obligation undertake by the Company or any other person or company as the case may be.

17. Negotiable instruments

To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of landing, debentures and other negotiable or transferable instruments or securities.

18. Patents

To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, breveted inventions, trademarks, designs, licences, protections, concessions and the like conierring and 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 capable directly or indirectly to benefit the Company and to use, exercise, develop or grant licences or privileges in respect of or otherwise turn to account, the property rights and information so acquired and to carry on any business in any way connected there with.

19. Improvements of patents and other rights

To expend money in experimenting upon and testing and in improving or seeking to improve any patents, rights, inventions, discoveries processes or information of the Company or which the Company may acquire or propose to acquire.

20. Research laboratories, college and provisions of lectures

To establish, provide, maintain and conduct research laboratories training colleges, schools and other institutions for the training education and instruct of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibition, classes, meetings, and conferences in connection therewith.

21. Acquire and undertake business

To acquire and undertake all or any part of the business, property and liabilities of any person 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 or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

22. Registration of Company outside India

To procure the registration or recognition of the Company in or under the laws of any place outside India.

23. Promotion

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, management or development of the Company or any other objects or object which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit, for services rendered or to be rendered in obtaining subscription for or for guaranteeing the subscription of the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of any other company held or owned by the Company or in which the Company has any interest or in or about the information or promotion of the Company or the conduct of its business or in or about the promotion of any other company in which the Company may have an interest.

24. Amalgamation and partnership

Subject to the provisions of the Companies Act, 2013 to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interest, cooperation, joint venture or receiprocal 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 authorized to carry on or engage in any business or transaction which can be carried on in conjunction therewith or which is capable of being conducted so a directly or indirectly to benefit to the Company.

25. Government and other concessions and to promote and oppose legislation

To enter into any arrangements and take all necessary or proper steps with Governments or with other authorities supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operation for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interest of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interest of the Company or its members and to assist the promotion whether directly or indirectly of any legislation which may seem advantageous to the Company and to obtain from any such Government authority and company any charters, contracts, decrees, rights, grants loans, privileges or concessions which the company may thing it desirable to obtain and carry out and comply with any such arrangements, charters, decrees, rights, privileges or concessions.

26. Publicity

To adopt such means of making known the products of the Company as may deem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.

27. Trusts

To undertake and execute any trust, the undertaking of which may seem to the company desirable, and either gratuitously, or othersie and 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 to the Company, and with or without declared trust in favour of the Company; to accept ifts and to give gifts and donations, to create trusts for the welfare of employees, members, directors and or their dependants; heirs and children and for any deserving object and for other persons and also to act as trustees.

28. Establishment of associations connected with the Company or for employees of the Company

To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce and particularly with the trade including any association, institution or fund fur the protection of the interest of masters, owners and employers against loss by bad debts, strike, combination, fire, accidents or otherwise or for the benefit of any clerk, workmen or other at an time employed by the Company or any of its predecessors in business or their families or dependants and whether or not in common with other persons or classes of persons and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, refreshment, dining and recreation rooms, churches, chapels, schools and hospital and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose whatsoever.

29. Aid to labour and other industrial association

To aid pecuniary or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems of troubles or the promotion of industry or trade.

30. Donations

Subject to Sections 182 of the Companies Act, 2013 to subscribe, contribute or guarantee money for any national, charitable, political, benevolent, public, general or useful object or for any exhibition.

31. Institutions for funds

To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation fund for the benefit of any give or procure the giving of donations, gratuities, pensions, allowances or emoluments of any persons who are or were at any time in the employment or service of the Company or is allied to or associated with the Company or with any such subsidiary Company or who are or were at any time Directors or officers of the Company as aforesaid and the wives, widows, families and dependants of any such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well being of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid, and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

32. Distribution in specie

To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of its winding up but so that no

distribution amounting to a reduction of capital be made except with sanction (if any) for the time being required by law.

33. <u>Trustee & agency and other business</u>

To carry on any other business whether manufacturing or otherwise that 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 Company's property or rights or which it may be advisable to undertake with a view to improving, developing, rendering, valuable or turning to account any property, real or personal belonging to the Company or in which the Company may be interested and to do all or any of the above things either as principal agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub contractors, trustee or otherwise.

34. <u>To do all things incidental</u>

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

IV. The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any on shares held by them.

V. The Authorized Share Capital of the Company is ₹ 9500.00 Lacs (Rupees Nine Thousand Five Hundred Lacs only) divided into 9,00,00,000 Equity Shares of ₹ 10/- each and 5,00,000 Preference shares of ₹ 100/- each.

Capital clause of Memorandum of Association as per Companies act, 2013 of the Company altered by a special resolution passed by shareholders on February 16, 2017 through Postal Ballot.

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

Name, addresses, describption and occupations of Subscribers	No. of Equity Shares taken by each subscriber	Signatures of subscribers	Name, Address and Description of witness
1. Hari Singh Ranka S/o Shri Shankar Lal Ranka D-44A, Bhagatsingh Marg, C-Scheme, Jaipur-1 (Industrialist)	10 (Ten)	Sd/- Hari Singh Ranka	I witness the signaturees and particulars of all the seven subscribers Sd/- RAMESH GUPTA S/o Shri Ishwar Prasad Gupta B-75, Saket Colony, Jaipur- 302 004 (Company Executive)
2. Meena Ranka W/o Shri H.S. Ranka D-44 A, Bhagatsingh Marg, C-Scheme, Jaipur (Raj.) (Business)	10 (Ten)	Sd/- Meena Ranka	
3. Sachin Ranka S/o H.S. Ranka D-44 A, Bhagatsingh Marg, C-Schme, Jaipur (Raj.) (Business)	10 (Ten)	Sd/- Sachin Ranka	
4. Ranjeet Mal Kastia S/o Shri Johari Mal D-194, (C), Jagdish Marg, Bani Park, Jaipur-302 006 (Company Executive)	10 (Ten)	Sd/- Ranjeet Mal Kastia	
5. Ram Ratan Maheshwari S/o Shri Ladu Lal Maheshwari 49, Ganwal Park, Jaipur- 302 004 (Company Executive)	10 (Ten)	Sd/- Ram Ratan Maheshwari	
6. Raghuvendra Singh Rathore S/o Shri Umed Singh Rathore 2350, Nahargarh Road, Jaipur-1 (Service)	10 (Ten)	Sd/- Raghuvendra Singh Rathore	
7. Ghanshyam Acharya S/o Shri Daulat Ram Acharya 4, Rose House, New Colony, Jaipur-1 (Service)	10 (Ten)	Sd/- Ghanshyam Acharya	
TOTAL	70 Seventy (Equity Shares)		

Dated : 24 April, 1982
Place : Jaipur