

Co. No. 04-21479



Fresh Certificate of Incorporation Consequent on

## **CHANGE OF NAME**

In the OFFICE OF THE REGISTRAR OF COMPANIES GUJARAT,  
DADRA AND NAGAR HAVELI

[Under the Companies Act. 1956 (1 of 1956)]

In the Matter of **SUMERU LEASING AND FINANCE LIMITED.**

I hereby certify that **SUMERU LEASING AND FINANCE LIMITED.**

Which was originally incorporated on **03-03-1994** under the Companies Act. 1956 and under the name

### **SUMERU LEASING AND FINANCE LIMITED**

having duly passed the necessary resolution in terms of Section 21/31 of the Companies Act. 1956 on 25-07-2005 and the approval of the Central Government signifies in writing having been accorded there to by the Registrar of Companies. Gujarat, Vide his letter dated 25-07-2005 in terms of Government of India. Ministry of Law Justice and Company Affairs ; Department of Company Affairs, Notification No. GSR 507(E) dated 24-6-1985 the name of the said company is this day changed to :

### **SUMERU INDUSTRIES LIMITED**

and this certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at AHMEDABAD.

Dated this 25th July, 2005



Place : Ahmedabad  
Date : 25-07-2005

Sd/-  
(N. K. BHOLA)  
Registrar of Companies, Gujarat  
Dadra & Nagar Haveli

Telegram : "COMPANYREG"

Email : roc-ahm@sb.nic.in



Phone : 079-7437597

: 079-7438371

**GOVERNMENT OF INDIA  
MINISTRY OF FINANCE  
(DEPARTMENT OF COMPANY AFFAIRS)**

**OFFICE OF THE REGISTRAR OF COMPANIES GUJARAT,  
DADRA AND NAGAR HAVELI.  
ROC BHAVAN \* OPP. RUPAL PARK \* ANKUR CHAR RASTA \*  
NARANPURA \* AHMEDABAD - 380 013.**

NO. 04-21479/2005

Dated : 25/07/2005

To,  
**SUMERU LEASING AND FINANCE LIMITED,**  
10th Floor, Sumeru Complex,  
Nr. Parimal Crossing,  
Paldi, Ahmedabd.

**Sub : Change of Name Approval of the Central Govt.  
u/s. 21 of the Companies Act, 1956.**

Sirs,

With reference to your application dated 25/07/2005 in the above matter, I hereby, approve and signify in writing Under Section 21 of the Companies Act, 1956 (No. 1 of 1956) read with the Government of India, Ministry of Law, Justice & Company Affairs, Department of Company Affairs notification No. G. S. No. 507 (E) dated the 24th June, 1985.

The change of Name of Company from :

**SUMERU LEASING AND FINANCE LIMITED**

**TO**

**SUMERU INDUSTRIES LIMITED**



Yours Faithfully,

SD/-

(N. K. BHOLA)

Registrar of Companies, Gujarat  
Dadra & Nagar Haveli

Place : Ahmedabad

Date : 25-07-2005

Co. No. 04-21479



## **CERTIFICATE FOR COMMENCEMENT OF BUSINESS**

Pursuant to Section 149 (3) of The Companies Act, 1956

I hereby certify that the **SUMERU LEASING AND  
FINANCE LIMITED.**

Which was incorporated under the Companies Act, 1956 on the **THIRD** day of **MARCH, 1994** and which has this day filed a duly verified declaration in the prescribed form that the conditions of sections 149 (1) (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 **AHMEDABAD** this **7th** day of **March,**  
**One Thousand Nine Hundred Ninety Four.**



**SD/-**  
**M. L. SHARMA**  
Registrar of Companies  
GUJARAT  
Dadra & Nagar Haveli

Place : Ahmedabad

Date : 03/03/94



प्रारूप. आई. आर.  
FORM I.R.

# CERTIFICATE OF INCORPORATION

## निगमन का प्रमाण-पत्र

ता. .... का स.....

No. 04-21479 OF 1993-94

मैं एतद्वारा प्रमाणित करता हूँ कि आज \_\_\_\_\_  
कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है ।

I hereby certify that **SUMERU LEASING AND FINANCE 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 AHMEDABAD this **THIRD** day of **MARCH** One Thousand Nine Hundred Ninety **FOUR**.



Date : 03/03/94

Place : Ahmedabad

SD/-  
(V. K. PARMAR)  
Asst. Registrar of Companies  
GUJARAT  
Dadra & nagar Haveli

**THE COMPANIES ACT, 1956**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**SUMERU INDUSTRIES LIMITED**

- I. The name of the Company is "SUMERU INDUSTRIES LIMITED."
- II. The Registered Office of the company will be situated in the "State of Gujarat."
- III. The objects for which the Company is established are:
  - (A) MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:
    - 1 To carry on the business of developing, designing, improving, rectifying, processing, importing, exporting, retailing and taking franchises of Software and Programming of all types including data processing, accounts, computers aided designs, languages processing, financial, geographical, animation, economics, agronomics, logistics, defence, publishing and to act as trademark holders, copyright owners, license holders, for indigenous and imported software and to render on hire, lease or license basis the services of the electronic communication system on commercial basis to trade industry and commerce.
    - 2 To manufacture, assemble, import, export, convert, process, reprocess, retail, wholesale, refit hardware, computers, peripherals, consumables, floppies, hard disks, drives, chips, cables, magnetic heads, tapes, laser discs, printers of all types, co-processors, printed circuit boards, display tubes, micro processors and capacitors of all size and range, multimedia kits, integrated circuits, C.D. Rom Discs, digital or video discs, in India and abroad.
    - 3 To carry on business of Entertainment by establishment of all types, kinds, description and nature of entertainment, equipment, plants, machineries, to erect, construct, built, take on lease and license basis, lease basis, or by any mode of operation, Info complex, audio games, video games, and also build, erect, install any electronic, computerized virtual games, multimedia based games complexes, and generally to do the business of Electronics Multimedia Based Entertainment for general public, with approved licenses, and under authority, of all statutes at any place, any where in the world.
    - 4 To produce, manufacture, purchase, refine, prepare, process, import, export, distribute, sell and generally deal in cement, Portland cement, white cement, alumina cement, clinker, limes and lime-stones and bye-products thereof, cement pipes/sheets, bricks, and all kinds of cement products and for that purpose to make any large capital Investments in any existing or proposed composite cement projects by outright acquisition or by forming joint ventures anywhere in the world.
    - 5 To carry on the business of producer, manufacturers, purchasers, processors, importers, exporters, distributors, stockiest, sellers, dealers, traders, brokers, wholesalers, retailers of all kinds, types of salts and salt products, soda, soda-ash, calcium and such other chemical products.
    - 6 To carry on the business of buy, sell, import, export, trade, distribute, pack, repack, process, segregate, to act as authorized selling agents, distributors, dealers, agents, brokers, provide any after sales services, after sales repairing services, consumer services and in all respect to deal in all types, description, nature, uses, kinds of goods, mercantile, such as customer goods, consumer goods, industrial goods, intermediate goods, capital goods, agricultural goods, natural goods, processed goods, forest, wood and agro waste goods, automobile goods, electrical goods, electronics goods, white goods, textile yarn, cloth, chemicals, ready garments hosiery goods, healthcare, personal care, beauty care goods, toiletry goods, artificial goods, art and craft goods, pictures, ancient and antique goods, all types of allopathic, ayurvedic, unani,

homeopathic and all kinds of pharmaceutical goods, surgical goods, hospital nursing surgical Laboratory goods, materials, equipments, metal goods, precious metals, diamond, gems, jewellery goods and any class of goods whether defined herein or not but are tradable, sellable, marketable anywhere in the world.

- 7 To carry on the Business of trading, broking, warehousing and to provide all types of mercantile services including trading in all types of present and future markets, commodities markets, all types of metals markets, to trade in and deal in any by products or derivative products of any organized trade or commodity markets whether as client, customer of as a broker and/or by obtaining any authorized membership, broking membership of any trade or commodity markets and to obtain registration of any trade or industrial association, organization, any government or semi government or private trade bodies.
- 8 To Carry on the business of manufacture, pack, repack, distribute, supply in bulk or in pack condition or by pipeline or otherwise all types, kinds, description of sweet water, mineral water, drinking water, filtered water, refined water, boiled water, processed water, Hygiene water, Hygienic water, softened water, or any type of water for any industrial, domestic use for drinking or sanitation purpose or for industrial purpose or for construction purpose or otherwise whether manufactured from rain water, sea water, reservoir water, stored water, underground water or otherwise.
- 9 To Carry on the business of construct, develop, erect, install, project, manufacture, establish, run, operate, administer, any industrial, residential, commercial infrastructural facilities in the form of residential townships, artificial ponds, lakes, roads, hospitals, nursing homes, schools, colleges, research and development centers, shopping malls, civil service centers, public utility and civic services units, establish any sanitation systems, drainage systems, drinking water systems, transportation systems, communication systems, gas and fuel supply systems, and all types of civil services for any industrial units, towns, cities, villages on any commercial basis, leave and license basis, outright sale basis and/or by any mode.
- 10 To carry on the business of electricians, electrical engineers, and manufactures of all kinds of electrical machineries and electrical apparatus for any purpose whatsoever and to manufacture, sell, supply, lay down, establish, fix, carry out and deal in accumulators, lamps, meters, cables, wires, lines, pots, engines, dynamos of any kind and accessories thereof and manufacturers of and dealers in scientific instruments of any kind.
- 11 To carry on the business of manufacturers and suppliers of all classes, kinds, types, nature and descriptions of engineering goods including but without limiting the foregoing D.C. variable, speed drive controllers, ACDC current coupling, meters, counters made of whatever metals and substances.
- 12 To manufacture, produce, install, commission, operate, prepare, pay, import, buy, sell, supply, distribute or otherwise deal in all energy production and conversion activities in all its forms including of but not restricted to various renewable sources like solar energy, wind energy, all forms of biomass geothermal energy, hydel energy, tidal and wave energy as also effective and efficient utilization of conventional energy forms like coal, oil, gas, electricity and all equipments that may be associated with such energy related activities and inclusive of and not limiting in any nature manufacture, supply, distribute, transmit, buy, sell, convert all types of energy, power whether by own generation, production, manufacture or by purchase thereof or otherwise and also to supply the same to any industrial unit, housing colonies, general public, any power generation and distribution companies or corporations or by whatever means whether under any tie up agreement or otherwise.
- 13 To carry on the business of providing all types, description, nature of consultancy services to trade, industry, business, commercial, industrial, charitable or any types of organization, such as management, accounting, manpower and human resources, educational and training, market survey, Market research, marketing, import, export management, financial, legal, taxation, all types of government departments and industrial approvals, industrial consultancy services providing on turkey basis or otherwise, all types of project consultancy services, project execution consultancy services, procurement of all types of industrial, commercial, residential, architectural, structural and technical services, consultancy services and to any type description or nature of consultancy services and to any type description or nature of consultancy services on commercial professional basis.

**(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECT ARE :**

1. To acquire and takeover any business or undertaking carried on, upon or in connection with/ without any land or building which the company may desire to acquire as aforesaid or become interested in and the whole or any of the assets and liabilities of such business or undertaking and to carry on the same or to dispose or remove or put an end thereto.
2. To acquire, purchase, start, run, erect and maintain lands, building, factories, foundries, workshopes, mills, cold storage plants, equipments, machineries, plants and tools, industrial undertaking of any kind, warehouse, cellers, vaults, wagons, branch offices and showrooms for the business of the Company.
3. To form, promote, subsidise, organise and assist or aid in forming, promoting, subsidising, organising or aiding companies, syndicates and partnerships of all kinds for the purpose of acquiring and undertaking any properties and liabilities of this Company or for advancing directly the objects thereof, which this Company may think expedient.
4. To acquire from and/ or give to any person, firm or body corporate incorporated whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay out and blue prints useful for the design, erection and operation of plant required for any of the businesses of the Company and to acquire any grant or licences and other rights and benefits in the foregoing matters and things.
5. To pay to promoters such remuneration and fees and otherwise recompensate them for their time and for the service rendered by them.
6. To invest any moneys of the Company not immediately required for the purposes of its business in such investments or securities as may be thought expedient including securities issued and/or guaranteed by Central or State Government, Corporations, Trusts and Financial Institutions.
7. To carry out in any part of the world all or any part of the Company's objects as principal, agent, factor, trustee, contractor either alone or in conjunction with any other person, firm, association, corporate body, Municipality province, state or Government or colony or dependant thereof.
8. To secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgage, charges upon the undertaking and all or any of the assets and properties (present and future) and the uncalled capital of the Company or by the capital creation and issue on such terms as may be thought expedient of debentures, debenture-stock and other securities or any description or by the issue of shares credited as fully or partly paid up.
9. To purchase or otherwise acquire, sell, dispose off, concerns and undertakings, mortgages, charges, annuities for certain period or on deferred basis, patents, licences, securities, concessions, policies, book debts and claims, any interest in real or personal property and any claims against such property or against any person or company.
10. To amalgamate, enter to partnership or into any arrangements for sharing profits or losses, union of interest, co-operation, joint ventures or reciprocal concessions with any person or company carrying on or engaged in or about carry on or engage in or which can be carried on in conjunction there with or which is capable of being conducted so as directly or indirectly to benefit the Company and to give or accept by way of consideration for any of the acts or things aforesaid or properties acquired, any shares, debentures, debenture-stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debenture-stock or securities so received.

11. To guarantee the title to or quiet enjoyment of properties either absolutely or subject to any qualifications or conditions and to guarantee person interested or about to become interested in any property against any loss, actions, proceedings, claims or demands in respect of any insufficiency or imperfection or deficiency of title in respect of any encumbrances, burden or outstanding rights.
12. To negotiate, enter into agreements and contracts or collaborate with foreign companies, firms and individuals for getting or supplying and procuring technical assistance, know-how in the marketing, importing and exporting of any of the products.
13. To become member of and to communicate with Chamber of Commerce and other mercantile and public bodies through out the world and to advise on, concert, promote and support measures for the protection, advancement, growth of commerce and industry and for protection and welfare of persons engaged therein.
14. To guarantee the fidelity of persons filling or about to fill situation of trust of confidence and the due performance and discharge by such persons of all or any of the duties and obligations imposed on them by contract or otherwise.
15. To guarantee the due performance and discharge by receivers, liquidators, committees, guardians, executors, administrators, trustees, attorneys, brokers and agent of their respective duties and obligations.
16. To guarantee persons fillings or about to fill situations of trust or confidence against liabilities in connection therewith and in particular against liabilities resulting from the misconduct of any particular co-trustee, co-agent, sub-agent or other person or from the insufficiency, imperfection or deficiency in any security or from any bankruptcy, insolvency, fraud or tortuous act on part of any other person or from any error of judgement or misfortune.
17. To take or hold mortgages, liens and charges, to secure the payment of the purchase price or any unpaid balance of the purchase price of any part of the Company's property of whatsoever kind sold by the Company or any money due to the Company from the purchaser and others.
18. To contract with lease holders, borrowers, lenders, annuitants and others for the establishment, accumulation, provisions and payment of sinking funds, renewal funds, redemption funds and any other special funds and that either in consideration of lumpsum or of annual premium or otherwise and generally on such terms and conditions as may be arranged.
19. To undertake and execute any trust or discretion the undertaking whereof may seem desirable and the distribution amongst the beneficiaries, pensioners or other persons entitled to thereof, any income, capital, annuity or other sums of moneys or other properties whether periodically or otherwise and whether in money or in specie in furtherance of any trust, discretion or other obligation or permission.
20. To lend money to any guarantee the performance of the obligations of and the payment of interest on any stocks, shares and securities of any company, firm or person in any case in which such loan or guarantee may be considered likely directly or indirectly to further the objects of this Company and generally to give any guarantee whatsoever which may be deemed likely, directly or indirectly, to bank to benefit the company or its members.
21. To train and get trained to and/or pay training for the employees both present and future, for and in connection with the business of the Company.
22. To hold, administer, sell, realise, invest, dispose off the moneys and properties, both real and personal and to carry on, sell, realise, dispose off and deal with any estate of which

the Company is executor or administrator or in any trust of which the Company is the Trustee or of which the Company is administrator or in any trust of which the Company is trustee or administrator, receiver, liquidator or agent.

23. To make deposit, enter into recognised bonds and otherwise give security for the execution of the offices and performance of the duties of executors, administrators and trustees, receivers, liquidators and agents.
24. To take such steps as may be necessary to give the Company the same rights and privileges in any part of the world as are possessed by local companies or partnership of a similar nature.
25. To apply for tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose off or otherwise turn to account the same.
26. To dedicate, present or otherwise dispose off either voluntarily or for value any property of the Company deemed to be of national, public or local interest to any national trust, public body, museum, corporation or authority or any trustees for or on behalf of the same or on behalf of the public.
27. To promote, assist or take part and appear or lead evidences before any commission, investigation, inquiry, trial or hearing whether public or private relating to matters connected with any trade, business or industry.
28. To promote co-operation, hold conferences, organise and participate in meetings, maintain bureau, carry on correspondence, arrange discussions, symposiums and debates, prepare statements, reports and articles relating to any and all matters of interest to the Company.
29. To acquire by purchase, lease, assignment or otherwise lands, tenements, buildings, basements, rights and advantages of any kind whatsoever and to resell, mortgage and let on lease the same.
30. To sublet all or any of the works, contracts from time to time and upon such terms and conditions as may be thought expedient.
31. To form, manage, join or subscribe to any syndicate, pool or cartel for the business of the Company.
32. Subject to the provisions of the Companies Act, 1956 to distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property in the event of winding up.
33. To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise or any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such Government, authority, person or company any rights, privileges, charters, licences and concession which the Company may think fit and desirable to obtain and to carry out, exercise and comply therewith.
34. To apply for, promote and obtain any act, charter, order, regulation, privilege, concession, licence or authorisation of any Government, State or municipality or any authority or any corporation or any public body which may be empowered to grant for enabling the Company to carry on its objects into effect or for extending any of the powers of the Company or for affecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any bills, proceedings, applications which may seem calculated directly or indirectly to prejudice the Company's interest and to appropriate any of the Company's shares, debentures, debenture-stock or other securities and assets to defray the necessary costs, charges and expenses thereof.

35. To apply for, purchase or otherwise acquire, use, protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade-marks, designs, licences, copy rights, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
36. To establish, provide, maintain, conduct or otherwise subsidise, assist research laboratories and experimental workshops for scientific and technical researches and experiments and to undertake and carry on the scientific and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, the remuneration of scientific or technical professors or teachers and by providing for the award of scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigation, experiments, tests and inventions of any kind that may be considered likely to assist any of the businesses which the Company is authorised to carry on.
37. To make donations to such persons or institutions either of cash or any other assets as may be thought directly or indirectly conducive to any of Company's objects or otherwise and in particular to remunerate any person or coporation introducing business to this Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions or objects or for any exhibitions for any public, general or other objects.
38. To establish, aid, support or/and in the establishment and support of associations, institutions, funds, trusts, private or public, for the benefit of its employees or ex-employees, Directors, Ex-Directors of the Company or its connections in business and for persons having dealings with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and grant pensions, allowances, gratuities and bonus either by way of annual payment or lumpsum and to make payment towards insurance and to form and contribute to provident and other benefit funds for such persons and to provide for the welfare of Directors, Ex-Directors employees and ex-employees of the Company and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grant of moneys, pensions, allowances, bonus or other payments and to provide or subscribe or contribute towards places of instructions and recreations, hospitals, dispensaries, holiday-homes, medical and other attendance and other assistance as the Company shall think fit.
39. To refer or agree to refer any claims, demands, disputes or any other questions by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representatives or between the Company and third parties to arbitration in India or any places outside India and to observe and perform awards made thereon and to do all acts, deeds, matters and things to carry out or enforce the award, in accordance with the provisions of Indian Arbitration Act.
40. To pay all preliminary expenses of any company promoted by the Company or any company in which the Company is or may contemplate being interested and preliminary expenses may include all or any part of the costs and expenses of owners of any business or property acquired by the Company.
41. To enter into joint sector arrangements with any person, body or corporate whether in India or abroad for the business of the Company.

42. To pay, out of the funds of the Company, all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of capital including brokerage and commission for obtaining applications for taking, placing or underwriting of shares, debentures, debenture-stocks or other securities of the Company.
43. To pay for any rights or properties acquired by the Company and to pay or to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in Company's capital or any debentures, debenture-stocks or other securities of the Company or in or about the formation or promotion of the Company or the acquisition of properties by the Company for the purpose of the Company whether by cash payment or by the allotment of shares, debentures, debenture-stocks or other securities of the Company credited as paid-up in full or in part or otherwise as the case may be.
44. To open current or fix accounts with any bank, bankers, shroff or merchants and to pay into and draw money from such accounts and to draw, make, endorse, discount and execute all types of negotiable instruments.
45. To insure the whole or any part of the property and personnels of the Company either fully or partially, to protect and indemnify any part or portion thereof either on mutual, principal or otherwise.
46. To employ experts to investigate and examine into conditions, value, character and circumstances of any business, concerns and undertakings having similar objects and generally of any assets, properties or rights.
47. To carry on any branch of a business whether in India or outside India which this Company is authorised to carry on by means or through the agency of any susidiary Company or companies and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on or for finance any such subsidiary, guaranteeing its liabilities or to make any other arrangement which seem desirable with refemce to any business or branch so carried on including the power and provision at any time either temporarily or permanently to close any such branch or business.
48. To take part in the management, supervision, conduct and control of the business or operations of any company or undertaking having similar objects and for that purpose to appoint and remunerate the Directors, trustees, accountants or other experts, personnel or agents for any of such operations or purpose.
49. To purchase, take on lease or exchange, hire or otherwise acquire and dispose off any immovable or movable properties, real or personal of all kinds and of any rights or privileges which the Company may think necessary or convenient for the purpose of its business and either to retain the properties so acquired for the purpose of the Company's business or to turn the same to account as may seem expedient.
50. To accept as consideration for or in lien of the whole or any part of the Company's properties either land or cash or Government security or securities guaranteed by Government or shares in joint stock companies or partly the one and partly the other and such other properties or securities as may be determined by the Company and to take back or acquire the properties so disposed off by repurchasing or taking lease the same at such price and on such terms and conditions as may be agreed upon by the Company.
51. To let on lease or licence or on hire purchase or to lend any properties belonging to the Company and to finance for the purpose of any article or articles whether made by the Company or not, by way of loans or by hire purchase system.

52. To sell, purchase, mortgage, grants, easements and other rights over and in any other manner deal with the undertakings, properties, assets, both movable and immovable, rights, effects of the Company or any part thereof and whether real or personal for such consideration as the Company may think fit and in particular for shares, debentures, debenture-stock, securities of any other company whether or not having objects altogether or in part similar to those of the Company and to make advances upon the security of land and/or buildings and/or other properties movable and/or any interest therein.
53. To vest any movable or immovable properties, 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.
54. To undertake and execute any contracts for works involving the supply or use of any machineries and to carry out ancillary or other works comprised in such contracts.
55. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the company or for redemption of debentures of redeemable preference shares or any other purpose whatsoever to the interest of the company.
56. To accept donations with such conditions, restrictions, obligations, stipulations and liabilities as are not derogative to the provisions of the law.
57. To alienate, transfer, gift, donate, settle any property of the Company with or without consideration to any person including any trust whether public or private, discretionary or specific either by revocable or irrevocable transfer or settlement and upon such terms and conditions as the Company may deem fit.
58. To explore, examine, investigate, test, make, experiment, obtain, report, opinion of experts, certificates, analysis, surveys, plans, descriptions and information in relation to any property or right which the Company may acquire or become interested in or may propose to acquire or with the view of discovering properties or rights which company may acquire or become interested in and to engage, employ, pay fees to retain the services of and send to any part of the world agents, explorers, technical experts, engineers, lawyers and counsels.
59. To adopt such means of making known the business activities of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of work of art or interest, by publications of books and periodicals and by granting prizes, rewards and donations.
60. To undertake, carry out, promote sponsor, contribute or assist in any activity, project for rural development including any programme for promoting the social and economic welfare of or the upliftment of the people in rural area irrespective whether the Company has any business dealings in such areas or not and to incur any expenditure or use any of the assets and facilities of the Company on any programme or project or activity of rural development and to assist execution and promotion thereof either directly or in association with any other company or person or organisation or through and independent agency or in any manner as the Company may deem fit in order to implement any of the projects or programmes or activities of rural development, to transfer without consideration or at such fair or concessional value and divert the ownership of the properties of the Company to or in favour of any public or local body, authority, Central or state Government or any public institution or trust or fund.
61. To raise or borrow money from time to time for any of the purposes and objects of the Company by receiving advances of any sum or sums with or without security upon such terms as the Directors may deem expedient and in particular by taking deposits from or open current accounts with any individual or firms including the agents of the Company, whether with or without giving the security or by mortgaging or selling or receiving advances on the sale of any lands, buildings, machineries, goods or other properties of the Company or by the issue of the

debentures or debenture-stocks, perpetual or otherwise, charged upon all or any of the Company's properties (both present and future including its uncalled capital) or by such other means as Directors may in their absolute discretion deem expedient.

62. Subject to Section 58-A of the Companies Act and Rules made thereunder and directions issued by Reserve Bank of India, to borrow, raise or secure the payment of money to or receive money and deposit as time deposit or otherwise at interest for any purpose of the Company and at such time or times and in such manner as may be thought fit and in particular by the creation and issue of the debentures or debenture-stock, bonds, shares credited as fully or partly paid up, obligations, mortgages, charges and securities of all kinds, either perpetual or otherwise, either redeemable annuities in as and by way of securities for any such moneys so borrowed, raised or received or of any such debentures, debenture-stocks, bonds, obligations, mortgages charges and securities of all kinds, either so issued to mortgage, pledge or charge the undertaking or whole or any part of the properties, rights, including its uncalled capital or otherwise howsoever by trust, special assignment or otherwise or to transfer or convey the same absolutely or in trust and give the lenders powers as may seem expedient and to purchase, redeem or pay off any such securities. The Company shall not carry on business of Banking as defined by the Banking Regulations Act, 1949.

**(C) OTHER OBJECTS :**

1. To carry on the business of manufacturers, importers, exporters, assemblers, hirers and repairers of and/or dealers in and marketing and hardwares, computer parts, data transmission circuit, audio visual equipments and consumer electronics, radio receivers, television receivers, television picture tubes, tape-recorders, record changers, professional and defence electronics, test and measuring instruments, all types domestic appliances digital and analytical instruments, electronic environmental and pollution measuring instruments, photocopying machines and other office equipments, electronic desk calculators, scillios copes and associated instruments, process control systems, industrial electronics, medical electronic equipments, electro devices, audio record/play back systems, closed circuit T.V., aerospace electronics, geo science electronics, broad casting electronics and for purpose of foregoing but without limiting the generality, materials, accessories, components and spare parts thereof.
2. To carry on the business as export house and to deal in all and any kind of goods.
3. To carry on the business as manufactures, porducers, groovers, fabricators, processors, refiners, stockists, agents, importers, exporters, traders, whole sellers, retailers, distributors, concessionaires or dealers of drugs, medicines, apirits, mixtures, tonic pigments, powder, pills capsules, injections, oil ointments, compounds, mother tinctures, triturations, globules, creams, scents, lotions, shampoo and all kinds of pharmaceuticals, cosmetics and medical preparations required or used in homeopathic, allopathic, ayurvedic, unani or nature cure or any other medicinal system or branch of medicine or as beauty aid or personal hygiene, whether for human, animal birds, insects for whatever purposes, such as prevention, curation and nourishments,.
4. To carry on and undertake the business of trading, hire purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plants and machineries and equipments that the Company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable properties including land and buildings, plants and machineries, equipments, ships, aircrafts, automobiles, computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any mannner whatsoever including resale thereof

regardless of whether the property purchased and leased be new and/or used.

5. To carry on the business as refrigerating engineers and lessors of cold storage depots and to engage in cold storage trade in all its branches.
6. To carry on business of running nursing homes, clinics, pharmacies, indoor or out-door hospitals, medical, anatomical, orthopaedic, surgical and 'X' Ray units, laboratories, research establishments, nature cure centres and hospitals for eye, throat and nose diseases and to acquire land, buildings, plants, equipments, accessories, instruments, gadgets, furniture and fittings and other facilities for treatment and nursing of patients of various types of diseases, ailments, sickness, illness and other body or mental troubles and to act as consultant in any and all branches of medical science.
7. To carry on business as producers, importers, exporters, buyers, sellers, manufacturers, stockists, agents and brokers of coal, coke, charcoal, petroleum-coke, copper, iron, ore, bauxite, kyanite, fire clay, china-clay, salt, sodium chlorides, calcium phosphate, nickle, beryllium, uranium, zinc, lead, asbestos, tin alumina, mercury, silicon, sulphur, graphite, brass, aluminium, silica and bentonite, quartz, dextrine, magnesite, dolomite, ferro-alloys, corundum, manganese, mica, gypsum, garnet, emerald and other minerals and to act as metal founders, manufacturers, agents and dealers of metals, sheets, wires, squares, plates, metal foils, pipes, tubes, ingots, billets, circles, bars, beams, circle angles, structures, coils, ferrous, non-ferrous metals, utensils, decorative and art materials.
8. To carry on business as agents, holders or investors in saing unit or units issued by the Unit Trust of India.
9. To carry on business as producers, manufacturers, processors, converters, refiners, makers, bottlers, stockists, dealers, importers, exporters, traders, retailers, agents, buyers or sellers of oxygen, acetylene, ammonia, carbon dioxide, nitrogen, hydrogen, helium and other types and kinds of gases 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, defence or warfare establishments, horticulture, forest or plant protection and growth and other allied purposes and to service, repair, manufacture, market or deal in machineries, plants, spare, cylinders, containers, gadgets, appliances and accessories required for working on, or using or producing any of such gases and products.
10. To carry on the business of taking/giving on hire and rent all classes and kinds of plants and machineries, lands and buildings and other properties.
11. To receive moneys, securities and valuables of all kinds on deposit at interest or for custody and generally to carry on the business of a safe deposit company.
12. To carry on business of a finance company and to finance industrial enterprises and to promote companies engaged in industrial, manufacturing and trading business whether in India or out of India and subject to provisions of law, receive and give short term / long terms loans with and / or without security and interest.
13. To carry on business as assessors, appraisers, surveyors, actuaries, valuers and in respect of all classes of properties both real and personal.
14. To carry on business as laboratory proprietors, breeders, importers and dealers in live or dead plants and naimals, to act as analytical and consulting chemists and research work of any kind.
15. To carry on the business of travel agency and to act as tourist agents and contractors and to facilitate travellings and to provide for tourists and travellers such as buying, hiring, leasing

buses, taxis, ships, aircrafts, hotels, rooms, motels, out houses, cafeterias or promote the provision of conveniences of tourists.

16. To carry on the business of goldsmiths, silversmiths, jewellers, gemmerchants, dressing bag and material makers, hires, dealers, stockists, agents importers and exporters of bullion, diamond, pearls and other precious stones, jewels, gold, silver, platinum and other precious or semiprecious metals, ornaments jewellery, articles of value made partly or fully of abovementioned material stones or metals as the Company may consider capable of being conveniently dealt with in relation to the said business and to establish factories showrooms, strong rooms and agencies for the above business.
17. To act as brokers, dealers and to carry on the business of share broking, money broking, exchange broking and bill broking, bills purchasing, bills discounting and to advise on portfolio management, investment of money, sale of properties and to act as Registrars and Managers to the issue.
18. To establish, maintain and operate shipping, air transport and road transport services and all ancillary services and for these purpose or as an independent undertaking to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own work manage and trade with steam, sailing motor and other ships, trawlers, drifters, tugs and vessels, aircraft and motor and other vehicles with all necessary and convenient equipments, engines, tackle, gears, furniture and stores and to maintain, repair, fit out, refit, improve, insure, alter, sell, exchange or let out on hire or charter or otherwise deal with and dispose off any of the ships, vessels, aircrafts and vehicles or any of the engines, tackles, gears furnitures, equipments and stores.
19. To carry on the business of warehousing in all its aspects in India and elsewhere.
20. To carry on business as manufactures, dealers, importers, exporters, stockists or distributors of razors, safety razors, blades and shaving sets.
21. To carry on the business as producers, makers, dealers, analysts, investigators and consultants in public health and environmental engineering, water sewage and effluent, treatment, water, air and land pollution control, industrial engineering and for the purpose to carry on civil structural mechanical, chemical, electrical, metallurgical, hydraulic, ecological or any other branches of engineering and science and to develop and/or provide technical or industrial knowhow, formulae, processes and applied technology and to act as engineers, architects, planners, designers, technical advisers, analysts, investigators, consultants, contractors and to undertake and execute any contract in connection with the objects and to buy, sell, import, export, build, process, manufacture, fabricate, alter, repair, convert, let on hire and deal in all or any of them.
22. To manufacture, inwelding product including welding torches, metal spray power, fluxes and soldering, fitting, brazing and joining metals and alloys, welding heads and accessories, job manipulators tube to tubesheet weldings orbital welders, girth welders, custom designed equipment and, engineering systems, welding and metal fabrication equipment systems, to suit cross country pipe line construction and laying, hardfacing, surfacing, equipment and products and systems used for reclamation and recycling of machinery parts in coal, mining and crushing industry, mining completes power plants, cement mills, sugar industry, transportation industries, chemical and fertilizers plants, defence workshops, earth moving equipments and other industries:
23. To act as trustees of any deeds constituting or securing any debentures, debenture-stock or other securities or obligations and to undertake and execute any other trusts and also to undertake the office of or exercise the powers of executor, administrator, receiver, custodian and trust corporation.
24. To carry on the business as manufacturers, manufacturers' representatives, dealers, retailers, whole-salers, repackers, factors, agents, consignors, consignees, shippers, distributors,

stockists, buyers, sellers and indentors of all classes, kinds, types, sizes, nature and descriptions of safety equipments, made of whatever metal and/or substances by any devices such as mechanical, engineering, electrical and electronic to safeguard, protect, preserve and maintain all sorts of assets, valuables, money's worth, machines, men and live stock.

25. To carry on the business as manufacturers, moulders, producers, extruders, weavers, refiners, fabricators, assemblers, suppliers, processors, stitchers, laminators, sellers, stockists and dealers in all classes, kinds, type and nature of :
  - (i) Plastic materials, plastic articles including but without limiting the generality of the foregoing, polymer sun films, polymer production line, LDPE-HDPE-HM, HD-PPE-multilair, monolair plastic films.
  - (ii) Packing materials, and packages made of whatever materials/substances and compounds including paper, jute, cotton, rubber, plastic, glass board and wood.
  - (iii) Intermediates, derivatives, bye-products and substitutes of all or any of them.
26. To carry on any where in the world, the business of hotel in all its aspects, lodging and boarding and to run, manage, acquire, control, own, purchase, hire the same including restaurant, cafe, tavern, beerhouse, refreshment-room, lodging-house keepers, licenced victuallers, subject to law, wine, beer and spirit merchants, importers and dealers of aerated, mineral and artificial waters and other drinks, purveyors, caterers for public amusements, ice merchants, importers and workers of food, live and dead stock and colonial and foreign produces of all descriptions, hair dressers, perfumers, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusement, recreation, sports, dances and entertainments of all kinds and cigar merchants, agents for railway, shipping and airplane companies, carriers, theatrical and opera box office proprietors, entrepreneurs and general agents of things which can be conveniently carried on in connection therewith.
27. To carry on the business of advertising contractors and agents, to acquire and dispose off advertising time, space or opportunities in any media, to undertake advertising and promotional campaigns of every nature, to acquire and provide promotional requisites.
28. To carry on the business of printers, stationers, lithographers, type founders, stereotypes, photographic printers, photo-lithographers, chrome-lithographers, engravers, die-sinkers, book-binders, designers, draughtsman, paper and ink manufacturers, book-sellers, publishers, engineers and dealers in or manufacturers of above articles or things or any of them or concerned therewith.
29. To carry on the business of management consultants and for that purpose to take part in the formation, management, supervision or control of the business or operations of any company or undertaking and to act as administrators, receivers and to appoint and remunerate any Directors, administrators, managers or accountants or other experts or agents.
30. To carry on the business of water proofers of all kinds.
31. To carry on all or any of the business of guaranteeing the performance of any contract or obligation of any company, firm or person and of guaranteeing the payment and repayment of the capital and principal interest or premium payable on any stock, shares and securities, debenture-stock mortgage, loan and other securities issued by any company, corporation, firm or persons, including (without prejudice to the said generality) bank overdrafts, bills of exchange and promisory notes and generally of giving guarantees and indemnities and guaranteeing the fidelity of persons filling situations of trust or confidence or due performance of duties.

32. To carry research and develop work for industrial agricultural and minerals, productivity and methods of productions, matters and problems relating to accountancy, business management, distribution, marketing and selling and to collect, analyse, examine, prepare, formulate, publish, distribute and circulate data, statistics, reports journals, books magazines, newspapers, literature and information relating to any type of business, trade, industry, sports, education, society, cinema or real estates and to promote or purpose such methods, procedures and measures as may be considered desirable or beneficial for all or any of the objects of the company and for extending, developing and/or improving any type of business, trade, estate, industry commerce organisation, methods, techniques, technical know-how, patents, trade marks and procedures to consider and evaluate problems relating to administration, management, manufacture, production, storage, distribution, finance, marketing and sale and/or relating to the rendering of any service.
33. To refine, treat and render merchantable and fit for use, natural deposits of salt, brime natron, soda, kieselguhr nitrate and derivatives.
34. To provide a leasing advisory/counselling-services to other entities and/form the leasing arm of other entities.
35. To investigate, search, survey, prospect, explore, extract, drill, dig, raise, pump, produce, refine, purify, separate, treat, process, blend, store, transport, distribute, market, sell, pack and otherwise deal in mineral oils, whether on shore or off-shore and their derivatives, by-products, mixtures ingaseous liquid or solid forms and to fabricate, purchase, construct, take on lease, rent, erect, maintain machineries, plants equipments, carriages structures, platform towers, (jackets) piles, decks, module frames and ancillary parts of complete-off shore and on-shore installations and pipelines related to the above activities, to take on lease, purchase or otherwise acquire lends and other places, including off-shore areas which seem capable of affording a supply of natural gas and mineral oils for conducting above activities.
36. To carry on the business of an Investment Company and to invest in and acquire and hold otherwise deal in shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any company or Private Industrial Enterprises or Government and indiamonds, jewellery, pearls, silver, gold, ornaments, akiks, paintings and antiques subject to provisions of law applicable.
37. To carry on business as producers, distributors, importers, exporters, exhibitors and financiers of cinematograph films and to manufacture, own, acquire, provide, secure, arrange or deal in films and photographic, sound recording, lighting, appliances, instruments, equipments and machines and to construct, establish, own, hire or otherwise acquire and to manage, let out for rent, fee, monetary gain or otherwise studios, laboratories, theatres, buildings, halls, open air theatres, and other buildings or work required for the purposes of production, distribution or exhibition of the films, operas, stage plays, dances, operattas, burlesques, vaudeville, revues, ballets, pantomimes, spectacular pieces, promenade concerts, circus or other performances and entertainments and to act as dealers, imports, exports of entertainment instruments and records, cinema and film projectors and cameras, wigs or materials related or connected with the aforesaid objects and businesses 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 right for the business of the Company and to act as agents for training, retaining, arranging and supplying artists, stars, art directors, script or story writers, technicians, extras and other personnel required by the Company or others for film, cinema or show business.
38. To carry on the business in India and elsewhere as manufacturers, producers, buyers, sellers, dealers, traders, suppliers, exporters, importers, factors, agents, consignors, consignees, distributors, advertisers, marketing agents, stockists, suppliers of any brand and of all classes, kinds and types of galies, detergent, cakes, toilet soaps, laundry soaps, marine soaps, industrial soaps, detergent powder, detergent liquid, cleaning powder, washing powder, washing materials, toilets' requisites and preparation.

39. To carry on the business as manufactures, suppliers, stockists, manufacturer's representatives, traders, importers, exporters, factors and agents of all classes and kinds of medicinal apparatuses, instruments, appliances, injections and tools required by physicians, surgeons, dectors, consultants, dentists and orthopedicians in their respective professions.
  40. To produce, manufacture, purchase, refine, prepare, process, import, export, sell and generally deal in cement, portland cement, white cement, alumina cement, limes and lime-stones and bye-products thereof, cement pipes/sheets, refractories, bricks and minerals.
  41. To carry on the business as manufacturers, processors, importers, exporters, dealers, sellers, buyers, consignors, consignees, agents, stockists, suppliers of all classes, kinds, types and nature of chemicals, dyes pigments and auxiliaries, intermediates including but without limiting the generality of the foregoing, heavy chemicals, fine chemicals, organic and inorganic chemicals, pharmaceutical, drug and medicinal chemicals, gum, allied chemicals and boiling agents for textiles, paints, cosmetics, pharmaceuticals paper, processing, leather, metals food pigments and other industries made from whatever substances including minerals.
  42. To work mines or quarries and to find, win, get, work, crush, smelt, manufacture or otherwise deal with chalk, clay, ores and generally to carry on the business of all branches.
  43. To carry on the business of manufacturers, dealers, traders, exporters, importers, consignors, consignees, agents, factors, brokers, whole-sellers, retailers of all kinds, types, sizes of wood and plywood with and/or without lamination of any type and kind thereon including other types of wood such as teak wood, flush door, plywood, figure wood, fibrous boards, duplex boards, triplex boards, colour boards, block boards, laminated boards, press boards, masonite boards, pulp boards, paste boards, glazed boards, life boards, gypartition boards, packing wood and articles/products, furnitures made therefrom whether for industrial, commercial and domestic purposes/uses.
  44. To carry on all kinds of agency business and as buying and selling agents of all articles things, commodities and products.
  45. To carry on the business as consultant in marketing and survey for whatsoever materials and projects for whomsoever.
- IV. The liability of the members is limited.
- V. The Authorised share capital is Rs. 8,00,00,000/- (Rupees Eight Crores divided in to 8,00,00,000/- (Eight Crores Only) Equity shares of Rs. 1/- (Rupees One only) each.

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

Name, Description, Addresses, and Occupation of the Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature & Address of the Witness
<b>1. SHRI ANJANBHAI RAJA</b> S/o. Shri Harshadbhai Raja 19, Nilpurna Society, Paldi, Ahmedabad-380 007. Occupation : Business Sd/-	200 (Two Hundred)		
<b>2. SHRI VIPULBHAI H. RAJA</b> S/o. Shri Harshadbhai Raja 4, Sattelite Bunglow, Sattelite Road, Ahmedabad-380 054. Occupation : Business Sd/-	200 (Two Hundred)		
<b>3. SMT. MINAL RAJA</b> W/o. Shri Anjanbhai Raja 19, Nilpurna Society, Palid, Ahmedabad-380 007. Occupation : Business Sd/-	200 (Two Hundred)		
<b>4. SMT. SONAL RAJA</b> W/o. Shri Vipulbhai Raja 4, Sattelite Bunglow, Sattelite Road, Ahmedabad-380 054. Occupation : Business Sd/-	200 (Two Hundred)		Common witness to both <b>SHRI HARISH GANDHI</b> S/o. Shri Vadilal Gandhi 104, Shreeji Complex, Nr. Ellisbridge, Post Office, Ahmedabad-380 006. Chartered Accountant Sd/-
<b>5. SHRI BHAVIN D. MASHRUWALA</b> S/o. Shri D. R. Mashruwala 21, Ashwamegh Bunglows-II, Outer 132, Ring Road of Sattelite Road, Ahmedabad-380 015. Occupation : Business Sd/-	200 (Two Hundred)		
<b>6. SHRI NIRAJ D. SHAH</b> S/o. Shri Dipakbhai Shah 433/6/B, 'VARSHDIP' Netaji Road, Ellisbridge, Ahmedabad - 380 006. Occupation : Business Sd/-	200 (Two Hundred)		
<b>7. SMT. PURNIMA D. MASHRUWALA</b> W/o. Shri D. R. Mashruwala 21, Ashwamegh Bunglows-II, Outer 132, Ring Road of Sattelite Road, Ahmedabad-380 015. Occupation : Business Sd/-	200 (Two Hundred)		
<b>Total</b>	1400 (Fourteen Hundred)		

Place : Ahmedabad

Dated this 17th day of February, 1994.