

Conversion of the Company from Private Limited to Public Limited as approved by Shareholders at their EGM held on 06/06/2011.

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

PYXIS FINVEST LIMITED*

- I. The name of the Company is PYXIS FINVEST LIMITED*.
- II. The Registered office of the Company will be situated in the State of **MAHARASHTRA** i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.
- 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 act as Investors, guarantors and financiers with the object of financing industrial and other enterprises to lend or deal in money either with or without interest or security, including in current or deposit account with any bank or banks, other person or persons upon such terms conditions and manner as may from time to time be determined and to receive money or deposit or loan upon such terms and conditions as the company may approve, provided that the company shall not do any banking business as defined under the Banking Regulations Act, 1949 and to insure or guarantee the payment or performance of any debt contract or obligation or become security for any person, firm or company for any purpose, and to act as agents for collection, receipt or company for any purpose, and to act as agents for the collection, receipt or payment of money or otherwise and generally to give guarantee and indemnities and to invest the capital or other funds of the company in the purchase or acquisition or rights in movable or immovable properties to use the capital funds, assets of the company as security for borrowing and the acquisition of or right in movable or immovable property, shares, stocks, debentures, debenture stocks, bonds, mortgages, obligations and other securities and to carry on business of an investment company or an investment trust company and to subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, debentures, debenture stocks, bonds and to form, promote, subsidize and assist companies, syndicates j'ld partnerships and not to carry on chit funds business.

*Note: *Name of the Company changed vide Special Resolution passed at the Extra Ordinary General Meeting of the Company held on 20th January, 2016*



2. To provide financial services, advice and facilities of any and every description, including (but without limiting the generality of the foregoing words) all those capable of being provided by merchant bankers, stock brokers, stock jobbers, investment and pension fund managers and advisers, promoters and managers of unit trusts and other investment media, trustees, debenture, investment consultant, trustees, insurance brokers, underwriters, issuing houses, monetary agents, investment consultants and financiers and to promote the formation and mobilisation of capital, to manage capital savings and investment, to negotiate loans of every description, to raise venture capital or manage the issue of shares or other securities, to undertake portfolio management, advisory and counselling services, to provide loan syndication, to revolve investments and to carry on business or foreign exchange broking, dealing in securities, licenses, import and export entitlement certificates, scrip's and other similar instruments, and to act as registrars and transfer agents of shares and securities and to issue, accept and register all types of instruments.
3. To act as consultants and to advice and assist on all aspects of corporate, commercial and industrial management or activity and to make evaluations, feasibility studies, project reports, forecasts and surveys and to give expert advice, and suggest ways and means for improving efficiency in factories, mines, trades, plantations, business organisations, and industries of all kinds and supply to and to provide, maintain and operate service facilities, conveniences, bureaus and the like for the benefit of any person, company, corporate body, firm, trust, association, society or organisation whatsoever and generally to act as service organisation or for providing generally administrative, secretarial, advisory, commercial, financial, management consultancy, technical, accountancy, quality control, legal and other services to persons, companies, corporate bodies, firms, trusts, associations or organisations whatsoever and to undertake the supervision of any business or organisation and to undertake turnkey projects.
4. To carry on the business of financing, leasing and hire-purchase financing and to finance the acquisition or to acquire and provide on lease or hire-purchase or deferred payment basis all types of vehicles, plants, machinery, equipment, tools, hardware dies, mould appliances, implements, instruments or apparatus, installations and fitting for domestic, industrial, commercial, trading, office or agricultural use and goods, articles and commodities of all kinds and description and to subsidise, finance or assist in subsidising or financing the sale and maintenance of any goods or installations, to acquire and discount hire-purchase or others agreements or any rights under them (whether proprietary or contractual), to undertake bill discounting, to purchase, finance, discount, rediscount bills of exchange, promissory notes and other negotiable instruments and securities to act as a discount and acceptance house, to borrow, to lend and generally to carry on the business of financing, factoring, consumer financing, housing finance and to act as factor or in any other capacity and to import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in goods, produce and merchandise.

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

- 52 To acquire, purchase, protect, prolong and renew, whether in India or/and abroad any patent, patent rights, brevets, designs, invention, copyrights, licenses, protections, trade marks, innovations, secret devices or processes and concessions which may appear likely to be advantageous or useful to the Company, and to use and turn to account, and/or to manufacture under or grant licenses or privileges in respect of the same and to spend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

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- 3.6 To purchase, take-over, amalgamate or otherwise acquire and undertake the whole or any part of the business, property, goodwill, trade marks, patent rights and liabilities of any individual, firm, company or corporation whether in India or abroad carrying on any business which this company is authorised to carry on or proposes to carry on or to purchase or acquire any property or rights suitable for any of the business of the Company.
- 3.7 To draw, make, issue, accept and to endorse, discount and negotiate cheques, promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warrants, warehouse keeper's certificates and other negotiable or commercial or mercantile instruments connected with the business of the Company.
- 3.8 To borrow or raise money, or to receive money other than public deposit at interest, or otherwise subject to any rules, if any, prescribed by the Reserve Bank of India, in such manner as the Company may think fit, and in particular by the issue of debentures or debenture stock, including debentures or debenture-stock, convertible into shares of this or any other company, or perpetual annuities and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future including its uncalled capital, by special assignment or otherwise, or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may deem expedient and to purchase, redeem and pay off such securities.
- 3.9 To lend, advance, invest apply for and acquire or otherwise employ moneys belonging to or entrusted to or at the disposal of the Company upon securities and/or in shares or without securities upon such terms as may be thought proper and from time to time and to vary such transactions in such manner as the Company may think fit.
- 3.10 To sell, mortgage, assign or lease out, transfer, sub-let or otherwise and in any way or other manner, deal with or dispose of the undertaking, or property of the Company whether movable or immovable, or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, licenses, permission rights or securities of any other company having objects altogether or in parts similar to those of the Company.
- 3.11 To lend and advance money on mortgage of immovable property or on hypothecation or pledge of movable property or with or without security to such person, firm, company body corporate whether or not registered in India or abroad and on such terms as may deem expedient and in particular to customers of and persons having dealing with the Company, provided that the Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949.
- 3.12 To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debentures, debentures-stock, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority supreme, municipal, local or otherwise or of any person whomsoever, whether incorporated, or not and generally to guarantee or become sureties for the performance of any contracts or obligations.



16. ~~B~~ 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 property of the Company, or redemption of debentures or preference shares or for any other purpose conducive to the interests of the Company.
17. ~~V~~ To apply the asset 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 generally, including any association, institution or fund for the protection of the interests of masters, owners and employers, against loss by strikes, fire accidents, or otherwise or for the benefits to any employees, workmen or others at any time employed by the Company or any of its predecessors in business or their families or dependants and/or for the benefit of reading rooms, libraries, educational and charitable institutions, refractories, dining and recreation rooms, religious institutions, schools and hospitals and to grant gratuities pensions and allowances and to contribute to any Funds raised by public or local subscriptions for any purpose whatsoever.
18. ~~S~~ To provide for the welfare of the directors, officers, employees and ex-directors, ex-officers and employees of the Company and wives, widows, and families or the dependents or connections of such person, by building or contributing to the building of house dwelling or chawls, or by grants of money, pensions allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, institutions, funds, profit sharing or other schemes or trust, and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable benevolent, religious, scientific, national, public or other institutions, and objects which shall have any moral or other claims to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
19. ~~S~~ To establish and support or aid in or otherwise contribute to the establishment and support of association, institutions, provident and other funds, trusts and conveniences calculated to benefit of employees or the ex-employees of the Company or its predecessors in business or the dependants of such persons and to grant pensions and allowances and to make payment towards insurance.
20. ~~M~~ To place, to reserve or to distribute bonus shares among the members, or otherwise to apply, as the Company may from time to time think fit, any monies received by way of premium shares or debentures issued at a premium by the Company and monies arising from the sale by the company of forfeited shares.
21. ~~S~~ To pay all expenses of and incidental to the formation, promotion, registration and establishment of the Company and the issue of its capital, including any underwriting or other commission, brokers fees and charges in connection therewith, and to remunerate or make donations to (by cash or other assets or by the allotment of fully or partly paid shares, or by a call or option on shares, debentures, debenture-stock or securities of this or any other Company or in any other

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manner whether out of the Company's capital or profits or otherwise) any person or persons for services rendered or to be rendered in introducing any property or business to the Company, or in placing assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stock or other securities of the Company or in or about the promotion of or the Company or the conduct of its business, or for any other reason which the Company may think proper.

- ~~1916~~ To pay for properties, rights, licenses, concessions, privileges acquired or to be acquired by the Company either in shares or partly in shares and partly in cash, or otherwise, and to give shares or stock of this Company in exchange for shares or stock of this Company in exchange for shares or stock of any company or person.
- ~~2017~~ To deal, enter into agreement with Banks, Insurance Companies, Railways, water works, electric, gas and other power supply companies, port and dock authorities and all government, semi-Government, local or other authorities and public or private bodies in regard to carrying out of the objects of the Company.
- ~~2118~~ To appoint experts such as technical advisers, bankers, architects, engineers, accountants, solicitors, lawyers, consultants, auditors and such other person as employees, agents or advisors of the Company, as the Directors may think fit and pay the necessary expenses for the same.
- ~~2219~~ To undertake and execute any trust, the undertaking of which may seem desirable or gratuitously or otherwise.
- ~~2320~~ To design, develop and produce teaching aids, expert systems, engineering work stations, process control and real time systems and to provide any kind of information management services including data entry, software package development, performing benchmark tests, selling computer time, executing turnkey projects, recruiting and training personnel and rendering advice on any information processing aspects.
- ~~2421~~ To establish, maintain, reconstitute and discontinue any agencies and branch offices and to give franchise in and outside India for carrying on the business of the Company and to procure registration or recognition of the Company and to carry on business in any part of the world and to take such steps as may be necessary to give the Company such rights and privileges in any part of the world as are procured by local companies or partnership as may be thought desirable.
- ~~2522~~ To acquire, import or export, from or to (as the case may be) any person, firm or body corporate or un-incorporate, whether in India or elsewhere, technical know-how, technical information, process and for that purpose to enter into agreement or contract with Indian or Foreign individual, firm, companies or other assistance for carrying out the main objects of the Company.
- ~~2623~~ To buy, and to act as dealers, brokers, commission agents, importers, and consultants for any raw materials, accessories equipments and other things required and necessary for the attainment of the objects for which the Company has been incorporated.

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- ~~27~~ 24. To enter into collaboration both financial and/or technical, for supply and/or acquiring of technology know-how, designs, drawings, software, managerial support, man power training and quality control as well as continuous technology up-gradation.
- 28 25. To advertise and adopt means of making known the business activities of the Company or any articles or goods traded in or dealt with by the Company in any way as may be expedient including the posting of bills in relation thereto and the issue of circulars, books, pamphlet and price-lists and conducting of competitions, exhibitions and giving of prizes, rewards and donations.
- 29 26. To open and keep a register or registers in any State in India or abroad wherever it may be deemed necessary and expedient so to do and to allocate any number of shares in the Company to such register or registers.
- 30 27. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business which this Company is authorised to carry on or engage in or any business or undertaking or transaction, and to lend money, to guarantee the contracts of or otherwise assist any person, firm or company and to take or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, hold, re-issue with or without guarantee such shares and securities.
- 31 28. To purchase or otherwise acquire and undertake the whole or any part of the property, rights and liabilities of any person, firm or company carrying on any business which this Company is authorised to carry on and to purchase, acquire, apply for, hold, sell, share, stock, debentures or debenture stock of any such person, firm or company and to conduct, make or carry into effect any arrangement in regard to the winding up of the business of any such person, firm or company.
- 32 29. 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.
- 33 30. To amalgamate with any Company or Companies having objects altogether or in part similar to those of this Company.
- 34 31. To remunerate (by cash or other assets or by the allotment of fully or partly paid shares or by call on shares, debentures, debenture-stock or securities of this or any other company or in any other manner) whether out of the Company's capital, profits or otherwise to any person or firm or company for services rendered or to be rendered in introducing any property or business to the Company or placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stock or other securities of the Company or for any other reason which the Company may think proper.
- 35 32. To open accounts with any bank or banks and to pay into and to withdraw moneys from such account or accounts.

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- ~~36-35~~: To improve, manage, work, develop, alter, lease, let, sublet, mortgage, turn to account, abandon or otherwise deal with all or any part of the properties, rights and concessions of the Company.
- ~~37-34~~: Subject to the provisions of the Companies Act, 1956, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects or any public, general or useful objects.
- ~~38-35~~: To distribute any of the properties of the Company amongst the members in specie or kind upon the winding up of the Company, subject to the provisions of the Companies Act, 1956.
- ~~39-36~~: To train or pay for the training in India or abroad of any member, Director or employee of the Company or any other person in the interest of the Company and for the furtherance of the Company's business or objects or to conduct by itself or with or through any other person, firm, Company Association of persons, institution or any other body corporate or body corporates, seminars, conferences, training programmes or such other activities for the above purposes.
- ~~40-37~~: To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the people in any rural area and to incur any expenditure or any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner without prejudice to the generality of the foregoing programme or rural development shall also include any programme for promoting the social and economic welfare of or the uplift of the people in any rural area which the Directors consider it likely to promote, and assist rural development and that the term, rural area shall include such areas as may be regarded as rural areas under the Income-Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural area and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or local body or authority of Central or State Government or any public institutions or trusts or funds as the Directors may approve.
- ~~41-38~~: To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what Directors may consider to be social and moral responsibilities of the public or any section of the public and also any activity which the Directors consider likely to promote national welfare or social economic or moral uplift of the people or any section of the people by such manner and such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote, sponsor any activity for publication of any books, literature, news papers or for organising lectures or seminars likely to advance these objects or for giving merit awards, scholarships, loans or any other assistance to deserving students or other persons to enable them to pursue their studies or academic pursuits or researches and for establishing, conducting academic pursuits or assisting any institutions, funds, trust having any one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner and the Directors may, at their discretion in order to implement any of above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the Company to or in favour of any public or local body or authority of Central or State Government or any public institution or Trust or funds as the Directors may approve.

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- 42-39- To give donation, subscription or contribution to or otherwise assist in any manner the national funds, regional funds, relief funds or such other purposes, subject to the provisions of the Companies Act, 1956.
- 43-40- To insure any of the properties, undertakings, contracts, guarantees or obligation of the Company of every nature and kind in any manner whatsoever.
- 44-41- To vest any real or personal property rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- 45-42- To take into consideration and to approve and confirm and or carry out all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further enter into any arrangement, agreement or contract with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.
- 46-43- Subject to applicable laws the Company has power to make and receive gifts either in cash or other movable properties.
- 47-44- To establish, maintain, conduct, provide, procure, or make available services as consultants, advisers or otherwise of every kind including commercial, statistical, financial, accountancy, medical, legal, social or other services and to take such steps as may be necessary for the purpose and to undertake for consideration on behalf of any client the work of examining, inspecting and carrying out tests on any products and to issue certificates in respect of such product to attain the Main Object of the Company.
- 48-45- To design, develop, process, compile, service, renovate, remode, construct, assemble, render technical know-how to run education centre, coaching classes, consultancy services concerning computer scientific knowledge and to compile, make available, render, assist in the field of electronics, mechanical, engineering, media, entertainment, marketing, economic and research and also to render services and know-how in systems and management relating to computers, computer machinery, computer installation, data processing and computer science.
- 49-46- ^{or} To do the above things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any part of the world, and as principal agents, contractors, trustees or otherwise, and by or through trustees, attorneys, agents, or otherwise, and either alone or in conjunction with others and to establish offices, agencies, branches for carrying any of the aforesaid objects in India or elsewhere in the world and to undertake the management of the Company or companies having objects altogether or in part similar to those of the Company.

(C) OTHER OBJECTS :

- 50-47- To produce, distribute and exhibit, advertising films, documentary films, feature films, public service films and television films in India and abroad.

Section



- 51-48. To carry on the business of film apparatus manufacturers, managers of cinema houses, theatres, picture places, studios and to carry on the business of letting or subletting the use of cinema hall, theatres, picture places, studios or other machinery, apparatus, building or structure of the Company for purposes of use, exhibition, display of films.
- 52-49. To manufacture films and other appliances and machines in connection with mechanical reproduction or transmission of pictures, movement music and sounds and to organise conduct theatrical productions and entertainments of all kinds and to act as sound engineers.
- 53-50. To carry on business as proprietors and publishers of news-papers, journals, magazines, books and other literary works and undertakings, in all languages whether on payment of royalty or not.
- 54-51. To carry on the business of advertising contractors, agents, to acquire and dispose of advertising time, space or opportunities in any media through Internet or other device, to undertake advertising and promotional campaigns of every nature and to carry on business of printers, publishers, decorators in connection with the general advertising business and to do any other act or carry out any other contract for the promotion, continuance and advancement of the said business.
- 55-52. To manufacture, brew, distill, process, dehydrate, can, package, buy sell and deal in confectionery, dry and preserved fruits, juices, vegetables, packing materials, bread flour, biscuits, baking materials, beer, wines, alcohol and molasses, vanaspati, ghee, vegetable oils, processed food products ice cream, candy milk and milk products, sweets and all other eatables and byproducts including fish, prawns and other edible produce of the water.
- 56-53. To carry on the business of the agriculture, planters, cultivators, farmers and to plant, cultivate and purchase all kinds of food grains and food stuffs, oil seeds, vegetables, fruits, grass, timber, bamboo, straw, cotton, jute, rubber, sugarcane, tea flowers, coffee, coconuts, cashew nuts, tobacco and other articles that are the produce of land or soil and to sell purchase and deal in the same as principals or agents and to carry on business as dealers in and producers of dairy, farms and garden produce of all kinds, and in particular, milk, cream, butter, ghee, cheese, poultry and eggs, fruit and vegetables.
- 57-54. To cultivate, grow, produce agricultural and vegetable products, seeds, flowers, fruits, trees, tubers, plants, medicinal plants, tea, coffee, cocoa, rubber, tannin materials and all produces of soil; to carry on the business as agriculturist, horticulturists, cultivators, planters, gardeners, seedman, graziers, winners or miners, prepare, manufacture, turn to account, process, refine and render marketable any such produce (alone or together with any other material or materials) whether in the manufactured, processed, frozen, raw or any other state, and by-products derived therefrom; and to obtain or procure in any manner any such produce through other cultivators, procurers, dealers or agents and to advise, assist, co-operate and to enter into any manner of arrangements or agreements with such cultivators and others in relation thereto; and to generally develop and otherwise deal in any land and properties.
- 58-55. To carry on business as dairy producers, sericulturists, fruit growers, orchard developers, poultry farmers, honey combers, and to turn all such products into manufactured, canned, refrigerated, packed or otherwise consumable or usable products, and to carry on business as brewers, distillers and wine merchants.

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- 59-58. To carry on business as manufacturers of and dealers in all types of containers, receptacles, boxes, cartons, cases, drums, cages, bins, jars, carboys bags, tubes, crates, packing cases, cans, bottles, vials and fittings thereof every kind and to manufacture and deal in plastic, bakelite, celluloid, glass, jute, paper, wood, plywood, hard-board, straw-board and boards of all other description and any other material whether chemically treated or not, used for the manufacture of any of the aforesaid articles, and to carry on packaging and canning business.
- 60-57. To carry on business as tourists agents, travel agents and contractors, and to facilitate travelling and to provide for domestic and foreign tourists promote the provisions or convenience of all kinds in the way of through tickets, circular tickets, sleeping cars or berths reserved places, safe deposits enquiry bureaus, libraries, lavatories, reading rooms, baggages, transport or otherwise and to charter steamships and airplanes for fixed periods or for particular voyage and flights.
- 61-58. To act as agents to railways, shippings, airlines and other carriers and to carry on the business of booking and reserving accommodations seats, compartments and berths on railways, steamships, motorships and boats, aeroplanes, minibuses, motorbuses and carriages of all description and to issue tickets for the same and to hire taxis, motor cars and all kinds of public vehicles and transport and to charter launches and boats and to book, reserve and secure for and on behalf of constituents of the Company rooms and boarding and/or lodging accommodations in hotels, restaurants and boarding houses and to handle cargoes, goods, luggage or baggages.
- 62-59. To hire, buy, sell, manufacture, repair, alter, exchange, export, import, let on hire and deal, in kinds of vehicles, carriers or conveyances of land, water or air.
- 63-60. To carry on all the business of Hotels, Restaurants, caterers, confectioneries, cafes, road house, refreshment rooms, holiday resorts, Time share basis resorts, taverns, pubs, night clubs, cabarets and swimming pools and Turkish Baths and lodging or apartments house keepers, licensed victuallers, wine, beer and spirit, merchants, brewers, distillers, bakers and confectioners, importers and manufacturers of aerated minerals and artificial water drinks purveyors and caterers.
- 64-61. To carry on the business of issuance of Credit Cards, Hotel Cards, Travel Cards and other special purpose Cards and extend credit to members of such Cards scheme and to provide other related services to the members of such schemes through internet or such other device.
- 65-52. To carry on the business of setting up facilities for safe Deposit Vaults and to provide such Vaults to such persons as may need them and to provide other services as may be necessary to such persons.
- 66-53. To manufacture, import, export, deal in or prepare for market, revise, clean, restore, recondition, repair, remodel, treat and otherwise manipulate and deal in and turn to account by process or means whatsoever all by-products, refuse and waste and other products capable of being manufactured or produced out of or with the use of all or any raw materials, ingredients, substances or commodities used in the manufacture of all or any of the products which the Company is entitled to manufacture or deal in and to make such other use of the same as may be thought fit.



- ~~67-64~~ To carry on all or any of the business of manufacturers, installers, maintainers, repairers of and dealers in electrical and electronic appliances and apparatus of every description, and of and in radio, television and telecommunication requisites and supplies, and electrical and electronic apparatus, appliances, equipment and stores of all kinds including audio cassettes, video cassettes, micro-cassettes, tape recorders, video cassette recorder equipment etc.
- ~~68-65~~ To carry on the business of constructing buildings and selling, buildings on cash or otherwise or on ownership of co-operative basis or hire-purchase basis or any other basis, system or arrangement.
- ~~69-66~~ To deal in, manage, organise all sports events and sports articles, goods and for that purpose lease, hire, construct, provide, operate, equip, and maintain land, buildings, theatres, sports complex, health clubs, health spas, studios, concert halls, stadiums, tracks, arenas, golf and putting courses, bowling alleys, tennis courts, skating rinks, swimming baths, water sports, hot air balloon, flying club, bungee jumping, para sailing, sky diving, yacht renting/leasing, gymnasiums, boating, water sports and paddling pools, marines, piers, landing stages, jetties, coach and car parks, sideshows, fairground apparatus, marquees, tents, vehicles, boats chairs, machines, and all other structures, apparatus, equipments and articles.
- ~~70-67~~ To carry on the business of manufacturing of and dealers in chemicals of any nature and kind whatsoever and as wholesale or retail chemists, druggists, analytical or pharmaceutical, chemists, dyers, oils and colour men, importers, exporters and manufacturers of and dealers in heavy chemicals, alkalies, acids, drugs, tanins, essences, pharmaceutical, sizing, medical, chemical, industrial and other preparations of articles of any nature and kind whatsoever; mineral and other waters, soap, cement, oils, fats, paints, varnishes, compound, rubber chemicals or preparation of drugs, dyestuffs, organic or mineral, intermediaries, paints and colour grinders and polishes of any kind whatsoever.
- ~~71-68~~ To act as recognised Trading House, for that purpose indent, buy, sell, deal, import, export raw materials, commodities, products including agricultural, marine meat, poultry and dairy products, metals, jewellery, pearls, stone, mineral goods, articles, spare parts, appliances, machinery equipments that may be authorised or permitted by Government through trade policies and also act as an Export House.
- ~~72-69~~ To carry on all kinds of agency business and to take part in managements, supervision or control of business or operations of any other companies, associations, firms and/or persons and to act as the agents, or other of any such company, associations, firm and/or persons, and in connection therewith to appoint and remunerate any director, accounts and other experts or agents.
- ~~73-70~~ To undertake, carryout, promote, sponsor, assist as Principal, agents, affiliates, licentiates, permit or right holders, intermediaries, lessees, sponsors or any other entities by whatever name called or in any other manner, for the purpose of promotion and growth of all kinds of arts, including music, dance, paintings, sculptures, and artists and to deal in, manage, organise, manage, operate all kinds of exhibition, beauty contests, talent contests, fashion shows, modelling, events of entertainments, stage shows, orchestras, competitions, and marketing shows and to manufacture, purchase, sell, import, export and/or deal in all kinds of music instruments, paintings and antiques.

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- 74-74. To carry on the business in India and abroad of producing, manufacturing, sponsoring, processing, distributing, buying, selling, importing, leasing hiring, duplicating, copying and otherwise dealing in all kinds of computers, hardware, software, floppy discs having application in diverse fields including technical and entertainment fields and also to undertake and engage in micro processors, chips, circuits, printers, electronic and mechanical typewriters and agents to undertake to perform subcontracts and to do all or part of the above activities.
- 75-75. To carry on business as manufacturers of or producers in weighing systems, analytical and precision balances, top loading balances, measuring and control instruments, thermodynamically instruments, automatic weighing systems, data transfer systems, weighing and batching plants, scientific, educational, laboratory, electronic, electromechanical and mechanical instruments and balances, calculators and components thereof and all parts and equipment and accessories thereto.
- 76-76. To carry on the business of Banking, Insurance, and dealing in Foreign exchange currencies, travelling cheques and of the monetary negotiable instruments include rendering advice and consultancy in the care of Banking insurance, foreign exchange related transactions.
- 77-77. To carry on the business of shares and stockbrokers, underwriters, registrar and transfer agents, issue house, clearing house, dealers of bills, forex commercial paper or securities and to provide assistance in subscription of shares and securities of all kinds.
- 78-78. To acquire or set up and run schools, colleges, training centers, and professional institutions for music, dance, art, or culture, education or higher studies and to organise concerts, plays, shows, and cultural events in India or abroad.
- 79-79. To carry on the business as Consultants, Organisers, Advisors, in Public Relations, Advertising, Publishing, Media Publicity including radio and electronic media in all its branches.
- 80-80. To carry on business of insurance consultants, valuers, and advisors.
- 81-81. To carry on the business of advertisement contractors, organisers, designers of publicity campaigns display specialists advertising in all its branches, printing of publicity materials, cutouts, banners, handouts and to acquire purchase, or hire hoarding, neon signs, kiosks or any kind of electronic media for advertising and publicity purpose.
- 82-82. To carry on the business including manufacture of and research and development in data processing equipment, processing control equipment, fire alarms, vending machines, automation of plants, communication and control equipment of all kinds, motor controls, displays, instruments, pollution control instruments, time sequence controls process systems, and also develop new components, spares and instruments for the same.
- 83-83. To carry on the business of the collecting, crushing, purchasing, processing, manufacturing, producing, refining, blending, hardening, hydrogenating fats, splitting, oil fractionating, pre-processing, extracting by mechanical, chemical, or by solvent extraction process, from all or any



items such as, rice bran, rape seed, mohua seeds, coconut, palm kernel, sesamum seed, linseed, sai seed, mustard seed, neem seed, castor seed, cotton seed, and other seeds of plant origin, soyabean, kardi seed, groundnut, water-melon seed, karungu seed, sunflower seed, citronella, minthola and cakes or oils, and to act as importers, exporters, dealers, distributors, trader, agents, purchasers, sellers, representatives, collaborators, merchandisers of oil seeds, oil cakes, deoiled cakes, rice, rice bran, corn, soyabean seeds, cotton seeds, soaps, oil fatty acids, flour, detergent, chemical oils, perfumes, soyalectin, vanaspall, edible oils, refined oils, cooking medium, glycerin, lubricating oil, hydrogenated oils, spice oils, spices, herbs, dehydrated oils, synthetic oils, varnishes, cattle feed, textured proteins, peanut products, and oil based products.

84 To carry on business of exploring, processing, upgrading, treating, cleaning, blending, manufacturing, importing, exporting, dealing in salt, minerals, and substances of every kind and description and to acquire, run, takeover, purchase, let on hire or lease of salt or mineral works.

85 To carry on business of hotels, inns, lodging, houses, motels, apartment house, restaurants, refreshments, tea rooms, cafes and milk, snack bars, clubs, taverns, beer house and housekeepers, licensed victuallers, wine, beer and spirit merchants, brewers, malsters, distillers, importers and manufacturers of aerated, mineral and artificial waters and other drinks, and as caterers and contractors in all their respective branches and as managers and/or proprietors of theaters, cinemas, dance-halls, concert halls, stadiums, billiards rooms, and all places of entertainment.

86 To acquire, operate, develop take on lease, manage or improve mines, quarries of any description whatsoever and in particular mines of iron, mineral, coal, clay, bauxite ores, cobalt, benoitite nickel, tin, gold, precious metals stones as owner, contractors or agents and to import, export, trade or deal in all kinds of minerals and mineral products, stones, tiles and slabs and mine products.

87 To undertake, and carry on all or any of the trades and business of shippers, shipowners, shipbrokers, shipping agents, shipping managers, tug-owners, warehousemen, wharfingers, salvors, ship builders, ship repairers manufacturers of and dealers in nautical instruments and ship's rigging, gear, fittings, and equipments of every description and to establish maintain, and operate shipping, transport and services (public and private) and all ancillary services and for this purpose, or as an independent undertaking, to purchase, take in exchange, charter, hire, build, construct or otherwise acquire, and to own work, manage and trade with steam sailing motor, ships, trawlers, drifters, tugs and vessels or any shares, or interest in ships, vessels including shares stocks or securities of companies, possessed or interested or let out in hire or hire purchase, fitout, refit, improve, insure, alter, sell exchange any of the ships and to own, construct, repair, maintain, or otherwise possess, operate, hire let on hire docks and warehouses.

88 To carry on the business of manufacturers, stockists, dealers, importers, exporters agents of dyeing, bleaching, mercerising, printing, combing preparing, spinning, weaving, and otherwise dealing in yarn, linen, cloth, textiles and other goods and fabrics made from raw materials like cotton, silk, rayon, synthetic, fibres, or filaments, flax, jute and other material.



- 89⁸⁸ To carry on business as drapers and Hoosiers, fashion articles, dress agents, tailors, dressmakers, clothiers, milliners, spinners, weavers, hatters, gloves, boot and shoe manufacturers, embroiders, hemstitchers, platters knitters, lacemakers, costumers, furriers, stencilers, painters, dyers, cleaners, washers renovators, men's, women's and Children's and school outfitters, naval, military, colonial, tropical and general outfitters.
- 90⁸⁷ To carry the business as manufacturers, dealers, importers and exporters of all kinds of leather, leather cloth, hides, skins, chagrin, artificial leather, rubber, silk cloth, linoleum, leather cloth and products therefore.
- 91⁸⁶ To manufacture, develop, prepare, assemble, repair, alter, improve, buy, sell, exchange hire, let on hire, import, export, dispose of or otherwise deal in electrical and electronic goods, Instruments, appliances, cables, including Radio, television, cassette recorders, compact discs and cameras, telephone instruments, wireless sets, pagers, cellular phones, glass shells or domestic appliances, apparatus, accessories, tools, machinery of all kinds and nature.
- 92⁸⁵ To carry on the business of manufacturers of and dealers in metal labels, badges, name plates, block, scales, sign boards, conversions, calendars, electroplating, anodising any equipments and materials.
- 93⁸⁴ To carry on the business of civil engineers, mechanical engineers, structural engineers, automobile engineers, electrical engineers, electronic engineers, chemical engineers and engineers in all branches of work whatsoever known to engineering, steel makers, fabricators iron founders, welders, tool-makers, brass, tin copper, aluminum and other metal founders, sheet metal workers, boiler, machinists, iron and steel converters, smiths, metallurgists, castings, pressings, forgings, stampings, steelmakers, wire-filters, galvanisers, electro plants, electroplaters, painters, jappanners, silver-platers, nickel platters, varnishers, painters, vulcanisers, packing case makers, containers, drums, valves cylinders pressure vessels, in all their respective branches, and to buy, sell export, import, manufacture, maintain, repair, convert, alter, let on hire and deal in plant equipments, plants and machinery of all kinds, and their avallianies.
- 94⁸³ To carry on the trade or business of iron masters, iron founders, iron workers, iron mongers, brass founders, metallurgists, machinists, steel makers, steel converters, steel workers, tin plate makers, refiners and rollers, blast furnace proprietors, metal and alloy makers, colliery proprietors, coke manufacturers, refiners, processors and dealers of aluminum, tin ferromangeneese, all types of alloys and ferrous and non ferrous metals and their by-products.
- 95⁸² To design, develop, build, own, operate, maintain, generate, distribute, let on hire or lease electricity, power energy from tidal, wind, solar, ocean, canal, tidal, biogas and all kinds of conventional, or non conventional sources of energy, to act as licenses, contractors, lessees, agents, distributors, of government, semi government, corporate body, corporation, municipal authority, board or trust whether incorporated in india or abroad for the supply of energy in any form and to deal in erection, fabrication, repair, alter or transfer of technology of power plants, wind mills hydro turbines, thermal turbines, solar modules, panels and energy saving devices in india or abroad.



- 96 93. To carry on the business of importing, exporting, prospecting, boring, extracting, pumping, drawing, transporting, refining, distilling and dealing in all types of gases including carbon dioxide, ammonia gas, refinery gas, petroleum, mineral oils and fuels and to manufacture all kinds of petrol products, chemicals, minerals or gas based products, by products and to construct, lay down and maintain pipelines, pumping stations, work stations and other appliances for the transportation of gases, petroleum chemicals, minerals and related products.
- 97 94. To carry on the business of running hospitals, nursing homes, clinics, dispensaries, maternity homes, child welfare and family planning centers diagnostic centers, pathological laboratories, and x-ray, clinics.
- 98 95. To carry on business as consultants, advisors and counsellors in the fields of Management, Financial Investment, Issue Management, Marketing or Foreign Exchange to individuals or companies, associations, firms, body corporates overseas corporate bodies, financial institutions, Banks, Trusts, whether incorporated in India or abroad, to conduct feasibility studies, market surveys, to prepare Techno Economic Report, Project Report to provide consultancy relating to licenses, patents, trade marks, corporate, commercial laws, valuation, copyrights, designs, detailed engineering, financial and technical collaboration, joint ventures transfer of technology human resources development, take-over, merger, amalgamation and to provide professional services in any field connected with Financial, Investment Accountancy, Industrial or commercial activities in India or any part of the world.
- 99 96. To carry on the business of manufacturers of and dealers in paper, packaging materials such as bags, cartons, containers, and boxes whether made of paper, plastic, aluminum foils, laminated, flexible packaging, card board containers, corrugated boxes, cases, wrappers and packing materials.
- 100 97. To carry on all or any of the business of manufacturers, buyers, sellers, and distributors, importers, exporters, agents or dealers (whether by wholesale, retail or otherwise) in all kinds of cosmetic and toilet preparations or requisites fragrances and perfumery products of all kinds, including lotion, powders, lipsticks, astringents, aromatics, shaving creams, deodorants, ointments, clearing agents, perfumes, creams, unguents, hair dressings, washers, shampoos, pomades, dyes, skin preparations, soaps, detergents and other washing materials, oils, oleaginous, vaporaceous, appocaneous, substances, beauty specialists preparations aids and accessories of every description, whether medicated, antiseptic or not, ingredients or accessories thereof and other materials, or things capable of being used in connection with such.
- 101 98. To carry on business as manufacturers and importers of and wholesale dealers in and retailers of china potteries, porcelain, glassware, earthen ware, terra-cotta, bottles, flasks, stoppers, vases, stained glass, plate glass, shelves, table tops, mirrors glassware, flash lights, tube lights, mercury bulbs, glass shells, fittings, filaments and similar goods.
- 102 99. To promote, take-over, undertake, explore, prospect, mines of diamond, precious and semi-precious gemstones within and outside in India and to import, export, trade and deal in all kinds of Jewellery and Ornaments.



103 100. To produce, manufacture purchase refine, prepare process import export sell and deal in cement, portland cement, alumina, cement, lime and limestone and by-products thereof, cement pipes, sheets, and other building materials, refractories and bricks.

104 101. To carry on business as timber merchants, sawmill proprietors, cask makers, joiners, carpenters and to buy, sell or prepare for market, import and export and deal in timber and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used.

105 102. To construct, built, acquire, buy, obtain on lease or let on hire, run maintain, render or obtain services or warehouses, godowns, storing places, bonded warehouses, cold storage and refrigeration and to do the business of warehouse keepers and to buy, acquire, run, become partners in or acquire interest in retail shops, wholesale business, departmental stores, stalls for all types of products and for the purpose to buy, sell, produce, manufacture, acquire, lease, hire, let on hire, import, export, distribute, obtain, agencies, distributorship or appoint agents, representatives, distributors, sell or otherwise deal in all products things, items, articles and the like.

106 103. To carry on all or any of the business of book sellers, book manufacture, book, periodicals, tickets, programmes, brochures, promotional literature and other publications whatsoever of all description, machine, letterpress and corporate printers, rollform and automatic printers, colour printers, lithographers, typefounders, stereotypes, electrotypes, photographic printers, engravers, diesinkers, designers, literary agents, stationers manufacturers of and dealers in engravings, prints, pictures and drawings, advertising agents and contractors, articles, sculptors, designers, decorators, illustrators photographers and dealers in photographic supplies and equipment of all kinds, film makers, producers and distributors, publicity agents, display specialist and other business which may seem to the Company capable of being carried on in connection with the above.

107 104. To manufacture, buy, sell, import, export, treat, prepare and deal in copper foils, copper clad laminates, printed circuits, copper coated rolls, and copper designs, rolls, nickel foil, nickel, chroma screens and copperised dyeing and printing materials.

108 105. To acquire, construct, carry out, equip, maintain, alter, improve develop, manage, work sell, let on hire, deal in and superintend electric, light and gas works and power plant, telegraph, telephone and wireless installations and all kinds of works, machinery apparatus, reservoirs, waterworks, tanks, bridges, colli lines and houses, markets, huts, roads, ways, bridges, canals, aqueducts, watercourses, dykes, drains, wharves, furnaces, crushing works, hydraulic works, workshops, factories, warehouses, sheds, dwelling, offices, shops, stores, building, and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the company and to contribute to, subsidise or otherwise aid by taking part in such operations.

109 106. To carry on the business of manufacturers and dealers in all kinds of mechanical, pneumatic, conveying and elevating equipment, hoist and cranes and weighing machines.



- 110 ~~107~~. To carry on the business of garage keepers and suppliers of and dealers in petrol, diesel, mobile oil, mineral oils, electricity, atomic and other motive power and parts and accessories to all kinds of vehicles.
- 111 ~~108~~. To carry on the business of producing, buying, selling, Trading and Exporting programmes for television, satellite television, cable television and radio programs and to establish links via satellites, downlink and uplink, through TVRO's, Reception Systems.
- 112 ~~109~~. To establish, maintain and manage, Television and or Radio Centres, Studios for production of Serials and export thereof.
- 113 ~~110~~. To own, hire, operate, install, run, satellites for commercial purposes like operating TV Channels, telecommunications and for research purposes and to manufacture equipments required for that purpose, to produce, process, buy, sell, import and deal in cine films, plates, pictures, paintings and video tapes and accessories and equipments connected therewith and to own, hire, operate, install, run, television and Radio broadcasting stations in India or elsewhere for commercial and research purposes.
- 114 ~~111~~. To carry on the business of running of cable TV Network at national and international standards, to carry on business of advertisement media through TV Network and other services which are connected with TV Network and to carry on the business of manufacturers, Traders, dealers, wholesalers, retailers, importers and exporters of all kinds of special machinery equipments and part thereof relating to the TV Cable network and other electronic items.
- 115 ~~112~~. To enter into negotiations with foreign companies and other persons and acquire by grant, purchase, lease, licence or other terms satellite transmission arrangements and other rights and benefits and to obtain financial and/or technical collaboration, technical information, know-how and expert advice on Television, Media and Production of films and Television programs.
- 116 ~~113~~. To carry on the business or vocation of acting as Advisers and Consultants on all matters including human resources, business development, personnel placement, soft skills training, human capital strategists, business organisations, support industry, business process re-engineering and management and to provide suggestions and consultancy services to Foreign and Indian Enterprises in all the field and trades.
- 117 ~~114~~. To act as Consultancy which facilitate the Industry business and other organisation in availing skilled and other services consultancy and advisory specially human resources, market services, accounting computer, secretarial, taxation, financial and investment matters.
- 118 ~~115~~. To undertake the business of establishing promoting, developing, providing, operating, handling and organising business of express delivery of documents, parcels and consignments from one place in India or abroad to another place by air, water and all surface mode of transport and to act as freight forwarders, customs clearing and forwarding agents and also to undertake warehousing, logistics and related services.

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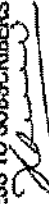
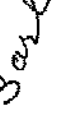
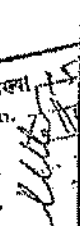
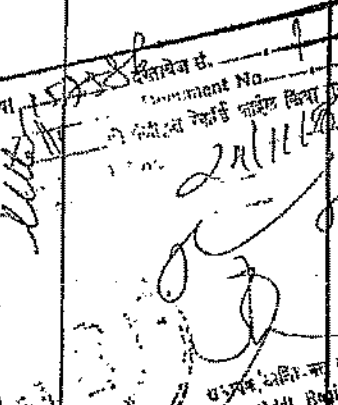
IV. The liability of the members are limited.

V. (a) The Authorised Share Capital of the Company is Rs.12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000 (One Crore Twenty Lakhs) Equity Shares of Rs. 10/- each.

(b) The minimum paid up share capital of the company shall be of Rs. 5,00,000/- (Rupees Five lakhs only).



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

Sr. No.	Name, Address, Description & Occupation of Subscribers	No. of Equity Shares taken by each Subscriber	Signature of the Subscribers	Signature, Name, Address Description and Occupation of the Witness.
1	Shri BHARAT BAGRI s/o Late CHANDRATANDASS BAGRI BAGRI NIWAS, 53/55, N.M. PATH, MUMBAI-400002 BUSINESS	10,000 (Ten thousand)	 Bharat Bagri	WITNESS TO SUBSCRIBERS NO: 1403  Hitesh Kothari Kothari H & Hoshi, Company Secretaries 40A, IIIrd Floor, Shantana Seth Bldg 380-382, J.S.S. Road, Chitra Bazar Mumbai-02. Oct: 17/11/2003 Secretary
2	Smt. Sarla Bagri w/o Shri Bharat Bagri "Bagri Niwas" 53/55 N.M. Path Mumbai-400002 Business	10,000 (Ten thousand)	 Sarla Bagri	
3	Shri Uttam Bagri s/o Bharat Bagri BAGRI NIWAS 53/55 N.M. PATH MUMBAI-400002 BUSINESS	10,000 (Ten thousand only)	 Uttam Bagri	
	Total	30,000 (Thirty thousand only)		 Registrar of Companies Mumbai 2003

PLACE: MUMBAI, DATED THIS 17 DAY OF November 2003

Signature 19

