

(The Companies Act, 2013)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

CAPITAL INDIA FINANCE LIMITED

(Formerly known as Bhilwara Tex-Fin Limited)

- I. **The Name of the Company is CAPITAL INDIA FINANCE LIMITED.**
- II. **The Registered Office of the Company will be situated in the NCT of Delhi.**
- III. **The objects for which the company is established are:**
 - A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To provide financial services of all kinds, including fund based financial services like textile industrial leasing, hire purchase, bridge finance, venture capital funding, housing finance, mutual funds (domestic and offshore) factoring (export and domestic) and short and long-term investment, corporate financing of all kinds and to provide non-fund based financial services like Project Planning, Investment Planning, Estate Planning, Tax Planning, Tax Planning consultancy, Counselling Services and facilities of every description capable of being provided by an investment and fund Manager to promote formation and mobilization of capital, identification and transfer of technology, new financial instruments, share-registration, correspondent banking, underwriting, portfolio management of all types including funds of non-resident Indians (NRIS), subject to rules prescribed in SEBI Act. Credit information and Risk evaluation, Issue Market Managers, syndication of leases (for lessors and lessees), and loans, dealing in forex and inter-bank broking in forex subject to approvals of RBI, Stock Broking, dealing in treasury products, credit card and maintenance of data bases using computers networking on national grid and to provide a package of investment/ merchant banking services either individually or in collaboration with merchant banking institutions in India and abroad by acting as managers, underwriters issue houses and brokers to any public/ rights issue of securities, to carry on the business of an investment Company or an investment Trust Company to undertake and transact Trust and Agency investment, to and for that purpose to lend or invest money and negotiate loans in any form or manner, to draw accept, endorse, discount, buy, sell and deal in bill of exchange, hundies, promissory notes and any other negotiable instruments and securities form, promote subsidise and assist companies syndicates and partnerships and to undertake any business, transaction or operation commonly carried on or undertaken by capitalists, promoters, financiers and underwriters, provide "Acceptance House" and "Conforming House" services,
 2. To carry on business, profession or vocation of acting as consultants, advisors for all matters and problems arising out of, relating to or touching upon the field of finance, local or international investment, real estate, foreign exchange, taxation, law, import, export, administration organization, management, staff selection, techno- economics, costing, Commencement and expansion of trade, commerce and industries, purchasing techniques, production, storage, purchases, sales, marketing, distribution, advertising, publicity, material and cost control and rendering of services to individuals,

firms, bodies corporate, institutions concerns and associations.

3. To act as money changers, brokers, dealers, agents, buyers, and sellers of all in foreign exchange in the form of currencies, travellers cheques, bonds, notes, instruments, papers subject to approval of Reserve Bank of India, to take positions hold and trade on the movements of foreign currencies on behalf of customers or otherwise, to hold, operate and transact in foreign currencies and/or exchange by maintaining foreign currency bank accounts or otherwise, and to Issue or act as agents for travellers cheques, credit cards, phone cards and all Instruments in any currency subject to all rules, regulations and approvals as may be necessary and to undertake the business of money transfer within India and cross border, money remittance within India and cross border, or foreign currency prepaid cards with multicurrency and INR wallets with all its variations or extensions which are in existence or which may come into existence. within India and outside and as a principal or as an agent for any other person carrying on such business, subject to terms and conditions mentioned in the permission / license as may be required to be obtained from Reserve Bank of India or from any other authority.¹
4. To carry on the business of all kinds of travel agency (through online and off-line modes) for offering, to body corporates, individuals, families, large groups, businesses, in-house employees, any other persons or group of persons, various travel, accommodation and tourism services such as:
 - i. Booking of Tickets for travel or transit by flights, trains, buses, cabs, cruises, ships, boats, helicopters, or any other mode of transport (including but not limited to baggage and port handling, check in and assistance for Boarding, marhaba services, pass class upgrades);
 - ii. Booking of accommodation facilities such as room nights in hotels, cottages, lodges, apartments, motels, bungalows, villas, guest houses, farmhouses, home stays, room upgrades, bed and breakfast stays, house boats, cruises, tents, or any other mode of accommodation including laundry services;
 - iii. Arranging transportation of passengers, goods, animals both domestic and International, provide boarding and lodging, arrange passport / immigration, clearances, assist in visa clearances and custom clearances;
 - iv. Booking of various category of holidays, pilgrimages, corporate events (venue, conferences, and seminars etc.), which may include travel, stay, food, sight-seeing and any other activity, in India and abroad, for inbound, outbound and domestic travelers;
 - v. Facilitating the visa application (including visa documentation, pickup, delivery, assistance for passport, visa consultation and facilitation) by customers for travel to and from foreign countries;
 - vi. To generally engage in the business of development and promotion of tourism and to provide various facilities to national and international tourists as may be incidental or necessary for the accomplishment of above objects;
 - vii. To provide information about travel insurance to customers and assist the customers to procure such insurance from the insurance companies;
 - viii. To assist with contracting, sightseeing tickets and transfers, on tour land arrangements, tour manager, escorts, on tour meal arrangements for all Domestic and International Tour Package;
 - ix. To facilitate local buses, luxury buses / coaches for ground sightseeing, intercity transfers, bus tours, local car / private cars, self-drive, taxi arrangements, limousine for any purpose including domestic and international airport pickup and drop;
 - x. To operate charter flights for domestic as well as international travels under both inclusive and non-inclusive tour package schemes;
 - xi. To offer technology platforms to any travel service provider, accommodation provider, and any other service provider including insurance companies, to enable them to conduct their business in various ways;
 - xii. To make investments in businesses or entities related to travel, tourism and hospitality sector, such as travel agencies, alternate accommodations, leisure activity businesses,

¹Amended vide special resolution passed by the shareholders of the Company through postal ballot on July 2, 2021.

- event management entities, co-working spaces, corporate travel portals or agencies, e-commerce technology companies and hotels; and
- xiii. To provide information/other services for any of the aforesaid objects.²

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

1. To obtain sanction, permission, licence and quotas of the Government for export and to do all things that may be necessary to obtain recognition as an “export house” in connection with the main business of the Company.
2. To open, maintain and control shops, departmental stores, showrooms, distribution centres, retail outlets, agencies, sub-agencies and depots in India or any part of the world for the purpose of carrying on the business for the attainment of the main objects of the Company.
3. To purchase or otherwise acquire, own, import, all materials, substances, appliances, machines, containers and other articles and apparatus and things capable of being used in any of the aforesaid business and to own, lease and otherwise acquire and use facilities of whatever kind as may be convenient useful or conducive to the effective working of the said business or any part thereof.
4. To acquire, build, construct, alter, maintain, enlarge, pull down, remove or replace, and to work, manage and control any building, offices, mills, shops, engines, electric works, and other works and conveniences which may seem necessary to can out the objects of the Company, and to join with any other person or company in doing any of these things.
5. To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire any estate or interest whatsoever and to hold, develop, work, cultivate, concessions, grants, decrees, licences, privileges, claims, options, leases, property, real or personal or rights or powers of any kind which may appear to be necessary or convenient for the business of the Company.
6. To create subscription fund, sinking fund, insurance fund or any other special funds, whether for repairing, improving, extending or maintaining any property of the Company or for any other purposes conducive to the interest of the Company.
7. Subject to Section 292 and 293 of the Companies Act - 1956, to sell, exchange, montage, convey, assign, manage, let on lease, royally or tribute, grant licences, easements, options and other rights over and dispose off the whole or any part of the undertaking, properly, assets, rights and effects of the Company for such considerations as may be thought fit and in particular for stock, shares, whether fully or partly paid-up, or other securities of any company having objects in whole or in part similar to those of the company or as may be approved by the shareholders.
8. Subject to the applicable provisions of the Companies Act - 1956, to distribute among the members in specie or in kind any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of its winding up but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

² Amendment proposed to be passed vide special resolution at the 27th Annual General Meeting of the Members of the Company

9. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full or in part or otherwise.
10. To do all or any of the main objects either as principals, agents, trustees, contractors, or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise and to guarantee the performance of any contract or obligations and the payment of money or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly to further the objects of the Company.
11. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debentures, debenture stock contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not for the attainment of the main objects of the Company.
12. Subject to the provision of Section 372 of the Companies Act - 1956, to invest in investments other than in Company's own shares any moneys of the Company not immediately required in such investments and in such manner as may be thought proper and to hold such investments as may be necessary for the purpose of the Company.
13. Subject to the provisions of Sections 58A, 292 and 293 of the Companies Act, 1956 and the regulations made thereunder and the directions issued by the Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing by mortgage charge or lien upon all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by a similar mortgage, charge or lien, to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company.
14. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and other negotiable or transferable instruments or securities fully paid up provided the company shall not carry on any banking business.
15. To apply for purchase or otherwise acquire and protect prolong and renew in any part of the world, any patent rights, brevets d'invention, trademarks, designs, licences, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to their used for any information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use exercise develop or grant licences or privileges in respect of the property rights and information so acquired and to deal with the Same by way of outright sale or purchase or by payment of commission or royalties or by receipt thereof and in any manner.
16. To expend money in experimenting upon and testing and in improving, or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.

17. To establish, provide, maintain, conduct, manage, promote and participate in the promotion, organisation, development and management of research and other laboratories, training collages, schools, libraries and other institutions, associations, organisations and establishments for the promotion or dissemination of knowledge, training, education and instruction of students and others who may desire to avail themselves of the same and for research in any branch of knowledge and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith as may be necessary in connection with the main objects or business of the Company.
18. To pay for preliminary expenses of the Company and takeover pre- incorporation contracts, if any.
19. To procure the registration or recognition of the Company in or under the laws of any place outside India.
20. To acquire and undertake all or any part of the business, property and liabilities of any persons or company caning on or proposing to carry on any business which this Company is authorised to carry on or possesses of property suitable for the purposes of the Company.
21. Subject to the restriction of the MRTTP Act - 1969, to form, incorporate, float or promote any company or companies, whether in India or abroad, having amongst its or their objects the acquisition of all or any of the assets or control, management or development of the Company or any other object or objects which in the opinion of the Company could directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered in the formation or promotion of the company or the conduct of its business or in or about the promotion of any other company in which the Company may have an interest or in the issue of any securities of the Company or any company promoted by this Company.
22. Subject to the provisions of Section 391 to 394 of the Companies Act, 1956, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person or persons or company or companies carrying on or engaged in any business or transactions which this Company is authorised to carry on.
23. To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion of industry or trade subject to Section 293A and 293B of Companies Act, 1956.
24. To enter into any arrangements and take all necessary or proper steps with Governments or with other authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered directly or indirectly to prejudice the interest of the Company or its members and to assist the promotion, whether directly or indirectly, of any legislation which may seem advantageous to the Company and to obtain from any such Government, authority and company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.

25. To adopt such means of making known the services undertaken by the Company as also the processes employed therein and the articles, goods, products, appliances manufactured or dealt in, by or at the disposal of the Company as may seem expedient and in particular by advertising in all ways available including in the press, by circulars, by purchase and exhibition of works of art or interest, by broadcasting, sky-writing, bill-boards, hoardings, motion and talkie pictures, seminars, by publication of books and periodicals and by granting prizes rewards and donations; to encourage, organize and promote exhibitions, competitions, and demonstrations of any kind or variety, cinemas, dramatic performances, clubs, associations, organisations, movements or associate activities of any kind or variety likely to promote the interest of the Company.
26. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise, to vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company to accept gifts and to give gifts and donations, to create trusts for the welfare of employees, members, directors and/or their dependents, heirs and children, and for any deserving object and for other persons.
27. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce and particularly with the trade, including any association, institution or fund for the protection of the interests of masters, owners and employers against loss by bad debt, strike, fire, accidents or combination or otherwise or for the benefit of any clerks workmen or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular for friendly co-operative and other societies, reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, churches, chapels, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose whatsoever, including to national and other funds and institutions.
28. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or super-annuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or is allied to or associated with the Company or with any such subsidiary Company, or Who are or were at any time Directors or officers of the company as aforesaid and the wives, widows, families and dependents of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well being of the Company or of any such other company as aforesaid, and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
29. Subject to section 293A and 293B of the Act, to subscribe to or otherwise aid benevolent, charitable, national or other institutions or objects of a public character which have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise.
30. To open current, cash, credit, overdraft, or other bank accounts and to draw, make, accept, endorse, discount and execute all kinds of negotiable and transferable instruments and securities.

31. To appoint agents and constitute agencies and or to establish branches of the Company in India or elsewhere, in connection with the business of the Company.
32. To do all or any of the main objects at such places as the Directors may from time to time determine, either alone or in conjunction with others, or as factors, trustees, or agents for others, or by or through factors, trustees, or agents and also to do all such other things as are conducive to the attainment of the main objects or any of them.
33. To engage in research and provide technical know-how into all aspects of industrial, personnel and business management and administration; to collect, prepare and distribute information and statistics relating to any type of business or industry and to provide, propose and carry out such methods, procedures and measures.
34. To acquire from or sell to any person or body, corporate or unincorporate, whether in India or elsewhere, technical and managerial information, know-how, processes, engineering, manufacturing, operating and commercial data plans, layouts and blue prints useful for the design, erection and operation of any plant or process of manufacture and to acquire and grant licences or other rights and benefits and to render any kind of management and consultancy service.
35. To carry on the general business of providing comparative information about the characteristics, interests or other attributes of individuals, communities, organisations, countries or other social units and of any articles or commodities or economic trends or persons and to design, invent, prepare, own, make use of, sell or otherwise dispose off and to deal in computers, data processing machines, tapes, cards, memory equipment or any other equipment and materials of every kind and description useful in connection with this business; to licence or otherwise authorise others to engage in the foregoing, and to engage in research and development in areas related to involving the foregoing.
36. To act as agents or managers in carrying on any business, concern and undertaking and to employ experts to investigate and examine into the condition, management, prospects, value and circumstances of any business, concern and undertaking and of any assets, property or rights of any kind.
37. To carry on the business of mechanical engineers, general engineers, machinists, fitters, millwrights, founders, wire drawers, tube makers, metallurgists, saddlers, galvanizers, japanners, annealers, enamellers, electroplaters and painters and of manufactures, dealers, importers, exporters, assemblers, factors, stockists, builders, repairers, assemblers and contractors of locomotives and rolling stock of all descriptions, boilers, hydraulic machines, machine tools, carriages, cars, and other vehicles and appliances and machinery of all types and to carry on the business of engineering consultants.
38. To carry on the business of electrical engineers, electricians, engineers, contractors, manufacturers, constructors, suppliers of and dealers in electrical and other appliances, cables, wirelines, dry cells, accumulators, lamps, and works.
39. To act as contractors for design, supply, fabrication, laying, installing and supplying of electrical transmission and distribution systems, sub-stations, installation of electrical equipments and panels, and to undertake turnkey projects for power generation and distribution systems, and to act as contractors for design and installation of railway electrification systems and electrical installations, and to design and erect structures and towers, and undertake civil

construction of buildings, bridges, tanks, pipelines for sewerage, water, oil and gas and to undertake erection of structures connected with oil and gas drilling.

40. To carry on business as consulting and research engineers, chemists, industrial analysts, metallurgists of production, chemical and analytical investigators, pathologists, criminological investigators.
41. To act as consultants to all types of industrial concerns and to undertake scientific research work on any problems relating to quality control, processing or manufacture, invention or discovery of any industrial product.
42. To carry on the business of designing, manufacturing, fabricating, investigating, inspecting, analysing, testing and certification of any plant, machinery, equipment, tools, wagons, goods carriers, vehicles, carriages, transformers, building materials, metals, consumer products, engineering goods and all kinds of products, articles or goods, whether natural or manufactured and to experiment upon, manufacture, refine, manipulate or otherwise deal with all or any of the same; to manufacture, buy, sell, refine, manipulate, import, export or otherwise deal in any merchandise, minerals, commodities, manufactured and partly manufactured articles, things, goods, wares, produce and products necessary for or incidental to the experimentation, manipulation, testing, inspection, analysis, research and manufacture hereinabove mentioned or for the purposes stated above.
43. To carry on the business of manufacturers of and dealers in heavy and light engineering goods, parts, accessories, ancillaries, stores and spares and to engineer, develop, design, assemble, manufacture, produce, import and export, buy, sell and otherwise deal in industrial, mining, agricultural and other machines and all types of tools, plants, equipments, instruments, appliances and hardware of all kinds, general fittings and accessories of all description made of ferrous and non-ferrous metal, alloy, glass, synthetic and other fibres, chemicals and PVC compounds, and plastics.
44. To carry on the business of manufacture, fabricate, assemble and deal in automobile parts and agricultural implements of all kinds and descriptions, automotive and other gears, transmission axles, universal joints, sprung leaves, head lamps, sealed beams, clutch facing and brake lining component parts, spare parts, accessories and fittings of all kinds for the said articles and things used in connection with the manufacture thereof, alloy springs, steel billets, flats and bars, nuts and bolts, pressed and other engineering items and other related items for motor cars, motor trucks, buses, tractors, vans, jeeps, lorries, motor launches sea-planes, motor cycles, cycles and vehicles and conveyances of all kinds.
45. To engineer, develop, design, assemble, manufacture, produce, import, export, buy, sell, operate, run, let on hire and otherwise deal in all kinds of earth moving and agricultural machine, petrol and diesel engines, tools, plants, tractors, equipment, spares, appliances, implements, accessories, mobile or otherwise, and heavy vehicles and machines for agricultural and land reclamation, drainage, irrigation, waterworks, engineering, forest clearing, pumping and other purposes, spraying machines, vehicles and equipments, whether mobile or otherwise, and mobile workshops and garage equipments for repair and service stations and tubewells, pumps, floating or otherwise, motors and irrigation machinery and transportation equipment for movement of its products or stores, machines or personnel and as general purpose freight carriers.
46. To manufacture, produce or otherwise engage in the manufacture or production of or deal in electrical kilowatt hour meters, magnets, electromagnets, power cables, industrial jewels, ammeters, voltmeters and other types of measuring instruments, electrical or non-electrical,

die castings, screws, nuts and bolts, tungsten filaments, transformers of all types, circuit breakers, punched card machines, computers and calculators and their accessories, hoists, elevators, trolleys and coaches, winches, power generators, magnetic separators, winders, air compressors, welders, fans of all types, switches and motors of all types, drills, electric grinders, air conditioners, refrigerators, washing machines, television and wireless apparatus, video cassette recorders, video cassette players, radio receivers and transmitters, electronic instruments, diodes, transistors and allied items, watches and clocks.

47. To manufacture, assemble, market, buy, sell, lease, import, export, produce, or otherwise deal in computer software, data processing, word processing, computers, computer systems, computer goods and components, computer hardware, computer peripherals and accessories, all kinds of business machines, all kinds of office equipment, systems and components, all kinds of data communication and telecommunication equipment, systems and components, and any applications of the above.
48. To manufacture, produce, assemble, distribute, stock, barter, exchange, pledge, repair, use, buy, sell, import and export and otherwise deal in all types of scientific instruments and their accessories, testing instruments, process control instruments, electrical and electronic instruments, nautical, aeronautical and survey instruments, optical and ophthalmic instruments, general laboratory medical and surgical instruments, apparatuses, scientific and laboratory glassware, photographic, chemical and other instruments, apparatuses, appliances, equipments, devices, contrivances, their accessories and components.
49. To buy, sell, design, manufacture, process and deal in any product relating to optics, including fibre glass optics, lenses, and laser equipment.
50. To carry on the business of farming, horticulture, floriculture, sericulture, dairies, cultivators of all kinds of food grains, seeds and fruits, proprietors of orchards, traders, exporters, dealers and sellers of the products of fanning, dairy, horticulture, floriculture, sericulture, pisciculture and fishing, and manufacturers of drinks, alcoholic or otherwise, including beverages produced from such products or otherwise; to carry on the business of cultivators, growers, manufacturers, millers, grinders, rollers, processors, cold stores, canners and preservers, and dealers of food grains and other agricultural, dairy, horticultural and poultry products, fruits, vegetables, herbs, medicines flowers, drinks, fluids, gas and fresh, and preservable products and to extract by-products and derivatives, whether edibles, pharmaceuticals, medicines or of any other kind and food preparations of every kind and description, and to carry an the business of manufacture of and trading in preserved, dehydrated, canned or converted agricultural products, fruits and vegetables, provisions, foods, dairy and portly products and articles and other derivatives of all kinds and descriptions and to set up and run machinery for processing and preserving the same.
51. To establish experimental farms and research stations anywhere in India for conducting experiments, tests and research for developing better qualities of food grains and agricultural products and for developing milch strain in cattle by cross breeding or otherwise, and increasing egg laying capacity in poultry and also for finding out ways and means of improving other agricultural crops, produce, seeds, fodder crops and cattle feed of all kinds.
52. To undertake the business of distribution and application of chemicals, fertilizers and pesticides, aerial or otherwise.
53. To manufacture, process, chemically or electrically or by any other means, refine, extract, hydrolyse, manipulate, mix, deodorise, grind, bleach, hydrogenate, buy, sell, import, export, produce or otherwise deal in dairy products, seeds and agricultural products, food products,

dietetic products and preparations, patent drugs and proprietary articles of all kinds, whether basic or derived, and in all forms and in particular protein food of all kinds.

54. To erect, build, maintain and let out on hire or rent, cold storage rooms and provide for refrigeration and to can, on the undertake, storage, packing, removal, carrying, delivery, purchase, sale and exchange of fruits and vegetables including potatoes and all kinds of agricultural and other goods and generally to carry on the business of cold storage company in all its branches.
55. To carry on the business of manufacturing, processing, buying, refining, selling, importing, exporting and otherwise dealing it wholesale and retail in all kinds of vanaspati oils, dehydrated vegetable oils, oils made or processed from seeds, cotton seeds, coconut, and products of plantations, horticulture, agriculture and forest produce or by-products thereof, oil seeds, vegetable ghee, oleaginous and saponaceous substances and all kinds of by-products or ingredients thereof.
56. To establish, install and run flour mills, oil presses, mills and solvent extraction plants, and store, sell buy or deal in grains of all kinds, rice, cereals and other produce of every description, and to erect, construct and maintain groceries and store houses.
57. To cultivate tea, coffee, cocoa, cinchona, rubber and other produce and carry on the business of planters in all its branches and to carry on and do the business of cultivators, winners and buyers of every kind of vegetable, mineral, or other products of the soil, to prepare, manufacture and render marketable any such product, and to sell, dispose of and deal in any such produce, either in its prepared, manufactured or raw state, and either by wholesale or retail.
58. To carry on business as brewers, distillers and manufacturers of and merchants and dealers in vinegar, acetic acid, glucose, wines, spirits, porter, malts, hops, grain, meal, yeast, aerated water, carbonic acid, gas, mustard, pickles, sauces, condiments of all kinds, cocoa, coffee, cocoa and butter preserves.
59. To carry on business as manufacturers of and dealers in, importers and exporters of chemicals, filaments, pigments, dyestuff and dyeing auxiliaries drugs, essences, cordials, acids, alkalis, tanins, pharmaceutical, sising, medicinal, chemical, petrochemical, industrial and other preparations, and articles of any kind whatsoever, waxes, natural and synthetic, industrial solvents and pasting, agents and special chemical substances, oils paints, pigments and varnishes, organic or mineral intermediates, paints and colour grinders.
60. To grow, take on lease, acquire, develop, deal in plantations and forests, and to process in all aspects timber, wood plywood and all kinds of wood and to make products wherein wood is a constituent part and to design, develop, fabricate any products involving the substantial use of wood.
61. To carry on the business of manufacturers of and dealers in all kinds and classes of paper and pulp including sulphite and sulphate wood pulp, mechanical pulp and soda pulp and papers including transparent, vellum, writing, printing, glazed, absorbent, newsprint, wrapping, tissue, cover, blotting, filter, bank or bond, badami, brown, buff or coloured, lined, azure laid, grass or water proof, hand made parchment, drawing, craft, carton, envelope, and of straw duplex and triplex boards and all kinds of articles in the manufacture of which any form of pulp, paper or board s used and also to deal in or manufacture artificial leather of all varieties, grades and colour.

62. To carry on business as general, commercial, colour craft and process printers, lithographers, photographers, engravers, die-makers, publishers of newspapers, books, magazines, art and musical production, plan and et- art printers, press and .advertising agents, contractors, suppliers, book binders, and stationers and dealers in all kinds of supplies and equipment for mercantile and other uses including photocopying, xeroxing, photostating, electrostating, cyclostating, ammonia printing or any other process which may be required in copying work.
63. To carry on all or any of the businesses as buyers, seller, importers, exporters, distributors, agents, brokers, stockists, commission agents, auctioneers and valuers, and dealers of postage stamps, investment portfolios and related philatelic materials for collection and to process loose stamps into made up display packets for sale and services related therewith.
64. To manufacture stamp albums, stock books, tweezers, watermark detectors, stamp hinges, colour guides, perforation gauges, stamp mounts and other related philatelic accessories.
65. To carry on the business of manufacturers, producers, processors, refiners, exporters and importers, agents, buyers, sellers and dealers in all chemical and petro-chemical products such as coal tar products and their intermediates, dyes, drugs, medicines and pharmaceuticals, petroleum and its products, by-products and derivatives, all types of petrochemicals and their by-products, all types of heavy chemicals such as sulphuric and other acids, caustic soda, soda ash, all types of textile chemicals and sizing and finishing materials, cement and allied products, photographic chemicals, clay and boards including straw boards, glycerine and allied products, soap and perfume, all industrial and pharmaceutical organic and inorganic chemicals, fertilizers, insecticides, pesticides fungicides and allied products, manures, bone products, glue, alumic products, fats and waxes and their products, hides, skins and leather.
66. To manufacture, produce, refine, prepare, purchase, store, sell and to trade and deal in all kinds of mineral oils and all products and by products thereof including wax, paraffin, soap, paint, varnish, washing and toilet soap, lubricants, illuminants, butter substitutes, oil cloth, candles, glycerine and stearine.
67. To carry on the business of manufacturers and dealers, importers and exporters of natural and synthetic resins, moulding powders, adhesives and cements, oil paints, distempers, cellular paints, colours, varnishes enamels, gold and silver leaf and enamels, and spirits.
68. To carry on development and research work and to manufacture, calcine, refine, process, import, export, buy, sell and deal in petroleum coke, calcined coke, coal tar, anthracite and any other type of coal and to draw out, manufacture and deal in coal tar, coal products and other by- products as may be possible and to utilise waste gases for industrial uses and purposes.
69. To promote, establish, acquire and run or otherwise carry on the business of any plastic or rubber industry or business of manufacture of materials for use in such industries such as wax, paper, Bakelite, plywood celluloid products, chemicals of all sorts and other articles or things and similar or allied products or processes and to sell, purchase or otherwise acquire or deal in materials or things in connection with such trade and industry.
70. To manufacture, buy, sell or deal in laminates, whether decorative or industrial, laminate sheets, cotton fabrics impregnated with epoxy coating for electrical industry, cotton fabrics with plastics of coating for furnishings and polyester fabrics.

71. To manufacture, export and import, sell and to carry on business in tyres and tubes and vehicles.
72. To purchase, hold, acquire mines, mining leases, licenses, rights, claims, metalliferous lands and real estate, and to explore, search, work, exercise, develop, treat, refine, and to turn to account ores, all sorts of minerals, working deposits and sub-soil minerals, and to crush, win, set, quarry, smelt, calcine, refine, dress, preserve, manufacture and prepare for market, ore, metal and mineral substances of all kinds, and to carry on metallurgical operations in all its branches.
73. To carry on the business of manufacturers of and dealers and workers in cement, cement machineries, lime, plasters, whiting, clay, gravel, sand, minerals, earth, stone, builders requisites.
74. To manufacture, prepare, import, export, buy, sell and otherwise deal in all kinds of glass, glassware, glass goods, mirrors, looking glass, scientific glass wares, sheet and plate glass, bangles, false pearls, bottles, phials and all kinds of articles prepared of glass and to carry on the business of glass patent solvers, glass embossers, ecclesiastical lead workers, tablet, show card and show case manufacturers.
75. To carry on the business of manufacturers of refractories, bricks, tiles, potters, earthenware and ceramic products of all kinds.
76. To carry on the business of manufacturers, importers, exporters, and dealers in tanks, drums, containers and other articles of every kind of all varieties and descriptions for caning or storing oils, water and any other materials, solid or liquid.
77. To carry on the business of manufacturers, processors, designers, buyers, sellers, exporters, importers, and/or otherwise dealers in all kinds of card board packing, corrugated packing, pillow packing, plastic packing, polyethylene packing, gunny bags, polyethylene films, containers, bottles and hollo wares, whether made of plastics, any man-made fibres, leather or other materials including high and low density polyethylene, polyethylene, P.V.C. and chemical and other man-made fibrous materials, and to manufacture, process, buy, sell, import, export or otherwise deal in all or any of such products, their raw materials, stores, packing materials, products and allied commodities.
78. To carry on all or any of the business of constructional engineers, architects, builders, contractors, decorators, electricians, wood workers and paviours and to acquire, develop, buy, sell, real estate, multi-storeyed or other building and group housing schemes.
79. To purchase, sell, develop, take in exchange or on lease, hire or Otherwise acquire, whether for investment or sale or working the same, any real or personal estate, including lands, mines, business buildings, factories, mills, houses, cottages, shops, depots, warehouses, machinery, plants, stock in trade, mineral rights, concessions, privileges, licences, easement or interest in or with respect to such property in consideration for gross sum or rent or partly in one way and partly in the other or for any other consideration; to carry on business as proprietor of flats and buildings and to let on lease or otherwise apartments therein, and to provide for the conveniences commonly provided in flats, suites and residential and business quarters; to purchase and sell for any person freehold or other house property, building or land for commercial or residential purposes or any share or shares and interest or interests

therein and to transact on commercial basis or otherwise the general business of real estate agents and brokers.

80. To construct cinematograph theatres, and other buildings and works and convenience's for the purpose thereof and to manage, maintain and carry on the said theatres and to let out other buildings when so erected or constructed; to carry on the business of proprietors and managers of theatres (cinemas, picture places and concert halls) and to provide for the production, representation, and performance (whether by mechanical means or otherwise) of operas, stage plays, operettas, burlesques, vaudevilles, revues, ballets, pantomimes, spectacular pieces, promenades, and other concerts and other musical and dramatic performances and entertainments; to manufacture films and other appliances and machines in connection with mechanical reproduction or transmission of pictures, movement, music and sounds, and to organise and conduct theatrical production and entertainments of all kinds.
81. To carry on business as tourist agents, travel agents and contractors, and to facilitate travelling and to provide conveniences for tourists and travellers and promote the provision of conveniences of all kinds in the way of through tickets, circular tickets, sleeping cars or berths, reserved places, hotel and lodging accommodation, guides, safe deposits, enquiry bureaus, libraries, lavatories, reading rooms, baggage transport and otherwise.
82. To carry on the business of and act as agents, manufacturers, distributors, representatives, traders, stockists, importers, exporters, entitlement negotiators, suppliers and commission agents of products and commodities and materials in any form or shape manufactured or supplied by any company, firm, association of persons, body, whether incorporate or not, individual, government, semi-government, or any local authority, and for that purpose manufacture, buy, sell, exchange, market, pledge, distribute, or otherwise manufacture and deal in commodities, goods, articles, materials and things of every description and kind including automobile parts, ball and roller bearings, beverages, chemicals, cigarettes, cotton, cycle parts, electronic goods, fertilisers, food (canned or otherwise), glass material, liquor, nylon, synthetics, packing materials, pulp and paper products, PVC resins, rubber goods, steel castings, tea, telecommunication systems, textiles, ready-made garments, timber products, and any other materials and sub- stances of all types and varieties and their products, by-products and compounds of any and every description and kind.
83. To carry on, in any mode, the business of storekeepers in all its branches and in particular to buy, sell, manufacture and deal in goods, stores, consumable articles, chattels, and effects of all kinds, both wholesale or retail.
84. To carry on business as importers and exporters of goods or merchandise of any description or to act as shippers, commission agents, forwarding and clearing agents.
85. To carry on the business of manufacturers, producers, cumbers, bleachers, finishers, processors, dyers, spinners, weavers, knitwear, laminators, balers and pressers, importers, exporters, buyers, seller of ant dealers in all kinds of ready-made garments, yarns and fibres, whether synthetic or artificial like nylon, polyester, acrylics, rayon, silk, artificial silk and any other fibres of fabric materials including jute, hemp silk, cotton wool, mesta, nylon terene, terelyne, staple fibre or other synthetics fibre allied products, by products and substitutes for all or any of them and utilise any waste arising from any such manufacture, production or process.
86. To manufacture, sell, purchase, export, import, and/or other else deal in all types of textile

chemicals, textile colours and other chemicals, including acids of all varieties and description.

87. To work as Merchant Banker.
88. To act as investors, traders, agents, factors, brokers, wharfingers, exporters, importers, shippers, transport agents, surveyors, liquidators, builders, underwriters, estate agents and advertising agents.
89. To carry on the business as manufacturers, producers, makers, processors, importers, exporters and dealers in all kinds of steel, in particular steel ingots and billets, rolled steels, tool and alloy steels, special steels, spring steels, high speed steels, high alloy constructional steels, die steels, stainless steels and steels of all other types or 'nature, in all dimensions and sections.
90. To carry on the business of iron masters, iron founders, steel makers, iron and steels converters, metal workers, smiths, smelters of ore, tinplate makers, tool makers, mill wrights, machinists, brass founders, wire drawers, moulders, metallurgist and to buy, sell, manufacture, repair convert, alter, let on hire and deal in machinery, implements, rolling stock and hard ware of all kinds.
91. To carry on the business of manufacturers, importers and exporters of and dealers in forged, pressed structural and rolled products of all kinds; woods bars, wires, sheets and all kinds of ferrous and nonferrous metal products and to manufacture, produce, export, import and deal in sheet metal articles of all kinds.
92. To buy, sell, manufacture and deal in rolled steel products, construction materials, steel electrodes foundry products, ferrous and nonferrous w res, rods, and coils and articles and products of all kinds made of iron steel, spring steel, low, medium or high alloy steels and ferrous and nonferrous metals.
93. To prepare, process, manufacture, assemble, fabricate, repair, cast, fit, press; machine, treat, weld, harden, plate, temper, anneal an kind of plants, tools, machineries, moulds, accessories, spare parts, tools and implements.
94. To carry on the business as manufacturers, producers, importers, exporters purchasers, sellers and dealers in all kinds of metal castings, including alloy castings, iron and/or steel casting and special steel casting chilled and malleable castings, copper, brass and aluminium casting castings of all descriptions and of any metals and to process and deal in all or any other products or goods of a character similar analogous to the foregoing or any of them or connected therewith.
95. To purchase, take on lease, or otherwise acquire, any mines, mining rights, and metalliferous land in India or elsewhere, and any interest therein, and to explore, work exercise, develop, and turn to account the same to crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate, and prepare for market ore, metal clay, and mineral substances of all kinds, and to carry on any other mining and metallurgical operations.
96. To buy, sell, manufacture, and deal in minerals, plant, machinery, implements, conveniences, provisions, and things for metallurgical operations.

97. To manufacture, import, export, buy, sell, let on hire, exchange, alter, improve, manipulate, prepare for the market or otherwise deal in or distribute all kinds of minerals, plants, machineries, machine parts, tools apparatus and chemicals.
98. To carry on business as importers and exporters of good and merchandise of any description and to act as shippers, commission agents, forwarding and clearing agents thereof and also provide consultancy, advisory services.
99. To carry on the business of trading, purchasing, storing, marketing, selling, distribution, dealing, importing, exporting, warehousing, pressing and dealing in all kinds of marketable items and all sorts of their products, by products, spares, accessories and materials on retail basis as well as on wholesale.
100. To design, engineer, develop, sell, buy, service, manufacture and deal in and repair and maintain machine tools, precision tools, automatic and semi-automatic tools and their accessories of all kinds and made for any material whatsoever.
101. To carry on the business of transport, cartage and haulage contractors, garage proprietors, owners and charters of road vehicles, aircrafts, ship, tugs, barges, and boats of every description, lighterman, carriers of goods and passengers by road, rail, water or air, carmen, cartage contractors, stevedores, wharfingers, cargo superintendents, packers, hauliers, warehousemen, storekeepers, and jobmasters.
102. To buy, sell and deal in shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture stocks, bonds, obligations and securities, issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, municipal, local, or otherwise, whether at borne or abroad, to acquire any such shares, stocks, debenture stocks, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee for subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof; to issue shares, stocks, debentures, debentures stocks, bonds, obligations and securities of all kinds and to frame, constitute and secure the same as may seem expedient with full power to make the same transferable by delivery or by instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise on the undertaking of the Company or upon any specific property and rights present and future of the Company (including, if thought fit, the uncalled capital).
103. To carry on the business of financiers and for that purpose to give and take loans, with or without security, and on such terms and conditions as the Company may in its absolute discretion deem fit, to any person or persons to enable them to purchase either by themselves or jointly with other person or persons, provided that the Company shall not carry on any banking business within the meaning of Banking Regulations Act, 1949.
104. To carry on the business of hiring, leasing, hire purchase or any financing business and to acquire, provide on lease, hire purchase or otherwise all types of industrial, office or domestic plant, equipment, machinery, vehicles, buildings, real estate and any or all other types of assets in India and abroad.
105. To undertake, manage, finance, promote, sponsors and associate or otherwise carry on either individually or in association in any manner with any other person or government authority,

programmes of rural and agricultural development in India including any programme for promoting the social and economic welfare of or the uplift of the public in any rural areas, and, without prejudice to the generality of the foregoing, to subscribe, donate, establish, provide, maintain, conduct, subsidize, undertake, associate with, carry on and promote studies, research, experimental work and application of technology in any field of human endeavour by establishing, endowing or assisting workshops, laboratories, schools, hospitals, first aid centres and other technical, scientific, agricultural, or any other institutions and bodies for the development of education, medicine, human welfare, agriculture, horticulture, animal husbandry, dairy product, cottage, small scale and any other industry and in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fare 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 bodies or central or state government or any public institution or trusts or funds or any other persons(s) as the directors may approve and to undertake any other projects in any field of activity (either directly or in association with others or to contribute in any manner) which is granted recognition by the Income Tax Act or any other law by the Government of India including but not restricted to promotion of family planning, promotion of pollution control, ecology development and preservation and environmental development.

106. To carry on the business of hotel, restaurant, cafe, tavern, beer house, restaurant room, boarding and lodging house keepers, licensed victuallers, wine, beer and spirit merchants, maltsters, manufacturers of aerated minerals and artificial waters and oilier drinks, purveyors, caterers for public amusements, general coach cab, carriage and motorcar proprietors, livery, staple and garage keeper, jobmasters, importers and brokers of food, live and dead stock, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper room, libraries, grounds and places of amusements and recreation, sport, entertainment and instruction of all kinds, tobacco and cigar merchants.
107. To carry on the business of vegetables, fruits, meats, eggs, poultry and foods of every description and to undertake poultry raising, fishery, piggery and dairy farming and to carry on and undertake any or all other pursuits, such as kennel, goat, sheep rearing and be-keeping and to sell, breed import, export, improve and prepare deal and trade in cattle, pigs, poultry, and live and dead stock of every description, milk, cream, butter, cheese, egg, pork, prawn, table delicacies and any other commodities, goods or things of animal origin.
108. To purchase and otherwise deal in all kinds fishing and canning equipments, implements, tools, stores, accessories, requisites, chemicals, feeds, manure, preservatives, protectives,

and things required for the purpose of fishing, farming and canning business.

109. To establish and run tanneries, leather finishing units to purchase, sell, import, export, repair, manufacture or otherwise deal in all types of leather tanning machines, leather sewing and cutting, finishing machines, tool and implements, footwear manufacturing machinery, to purchase, sell, import, export, treat, dye, finish all types of skins, leather and hides.
110. To design develop fashion footwears and apparels .and license business thereof any, to carry on consultancy business in India or elsewhere and to import technical, commercial and managerial know how in regard to inter alia leather good, footwear and its components and to run establish promote, finance and carry on research & development in leather goods industry any other related activities.
111. To act as Merchant Banking Services by acting as Issue House, Registrars and Share Transfer Agents, Financial Advisors, technical Consultants, System Analysts and Data Processors and to carry on the business of Underwriters, Sub-underwriters, Brokers, Managers, Advisors, consultants to Issue of shares, debentures, bands, fixed deposits and other securities and Syndication of Loans, Project Finance, Working Capital Facilities and Deferred payment facilities.

IV. The liability of the members is limited

- V. *The Authorized Share Capital of the Company is Rs. 2,14,00,00,000/- (Rupees Two Hundred Fourteen Crores only) divided into 20,40,00,000 (Twenty Crores Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each and 1,00,00,000 (One Crore) Preference Shares of Rs. 10/- (Rupees Ten only) each.

**Amended vide ordinary resolution passed by the shareholders of the Company through postal ballot process and the same is effective from 27th day January 2018.*

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of the 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, Addresses, Occupation and Description of the Subscribers and their Fathers Names	No. of Equity shares taken by each Subscriber	Signature of Subscriber	Name, Addresses, Occupation and Description of the Witness
1. Santosh Lal Baldwa S/o Kanhiyalaji Baldwa R/o 13, Gandhi Nagar Bhilwara Occupation Business	1 (One)	Sd/-	I witness the signatures of all the subscriber Sd/- (PRAMOD KUMAR BOOB) S/o Mr. K. S. Boob Chartered Accountant A-7, NCB Staff Colony Jaipur – 302 006
2. Rajendra Prasad Baldwa S/o Dr. Santosh Lal Baldwa R/o 13, Gandhi Nagar Bhilwara Occupation Business	1 (One)	Sd/-	
3. Satish Chandra Baldwa S/o Dr. S. L. Baldwa R/o 13, Gandhi Nagar Bhilwara - 311 001 Occupation Business	1 (One)	Sd/-	
4. Arun Kumar Baldwa S/o Dr. Santosh Lal Baldwa R/o 13, Gandhi Nagar Bhilwara Occupation Business	1 (One)	Sd/-	
5. Shakuntala Baldwa W/o Shri R. P. Baldwa R/o 13, Gandhi Nagar Bhilwara Occupation Housewife	1 (One)	Sd/-	
6. Trishla Baldwa W/o Shri S.C. Baldwa R/o 13, Gandhi Nagar Bhilwara Occupation Housewife	1 (One)	Sd/-	
7. Kavita Baldwa W/o Shri A. K. Baldwa R/o 13, Gandhi Nagar Bhilwara Occupation Housewife	1 (One)	Sd/-	
TOTAL	7 (Seven) Shares		

Place: Jaipur

Date: 31-10-94