

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**TEXMO PIPES AND PRODUCTS LIMITED**

**(A Company Under Part IX of The Companies Act, 1956)**

**THIS DEED OF MEMORANDUM OF ASSOCIATION** made and entered this 26<sup>th</sup> day of June' 2008 among -

1. Shri Sanjay Agrawal, S/o Shri Chhaganlalji Agrawal Aged 43 years Resident of Near City Kotwali, Chowk Bazar, Burhanpur (MP) Here-in-after called the party of the FIRST PART.
2. Smt Rashmi Devi Agrawal W/o Shri Sanjay Agrawal Aged 40 years Resident of Near City Kotwali, Chowk Bazar, Burhanpur (MP) Here-in-after called the party of the SECOND PART.
3. Shri Vijay Prasad Pappu S/o, Shri P.M.B.Rao Aged 48 years Resident of 43, Adarsh Colony, Burhanpur (MP) Here-in-after called the party of the THIRD PART.
4. Shri Mohanlal Shah S/o, Shri Sohanlal Shah Aged 45 years Resident of Budhwara, Burhanpur (MP) Here-in-after called the party of the FOURTH PART.
5. Shri Rajesh Agrawal S/o, Shri Babanlal Agrawal Aged 36 years Resident of Near Shani Mandir, Shah Bazar, Burhanpur (MP) Here-in-after called the party of the FIFTH PART.
6. Shri Mehmood Khan S/o, Shri Magshood Khan Aged 42 years Resident of 40, Shah Bazar, Burhanpur (MP) Here-in-after called the party of the SIXTH PART.
7. Shri Ananda Nago Umale S/o, Shri Nago Umale Aged 56 years Resident of Panchaseel Nagar, WD No.19, At Post Bahadarpur, Tehl & Dist: Burhanpur (MP) Here-in-after called the party of the SEVENTH PART.

**AND WHEREAS** the parties hereto have been carrying on business in partnership under the name and style of **M/S SHREE MOHIT INDUSTRIES** herein after referred to the said firm or company on the terms and condition contained in the partnership deed dated 13-05-1999 read with the Deed of Modification 01-08-1999 dated 01-04-2001 and 25-06-2008 with its principal place of business at Burhanpur.

**AND WHEREAS** all the parties hereto who are the members of the said Co-partnership business and for the sake of smooth working, better and effective management, improvement, advancement and expansion of business, have agreed that all the members of the Co-partnership or joint stock company (having its meaning as defined by Section 566 of the Companies Act, 1956) will abide by and be subject to the declarations and regulations contained in the Memorandum and Articles of Association.

**AND WHEREAS** the Parties hereto in the said Co-partnership or Joint Stock Company have mutually settled the shareholdings of the subscribed capital amongst themselves as members of the said Joint Stock Company in the following manner :-

<b>Name of Party</b>	<b>No. of equity Share of Rs.10/- each</b>	<b>Amount in Rs.</b>
1. Shri Sanjay Agrawal	30,00,000	3,00,00,000/-
2. Smt Rashmi Devi Agrawal	29,94,000	2,99,40,000/-
3. Shri Vijay Prasad Pappu	1,200	12,000/-
4. Shri Mohanlal Shah	1,200	12,000/-
5. Shri Rajesh Agrawal	1,200	12,000/-
6. Shri Mehmood Khan	1,200	12,000/-
7. Shri Ananda Nago Umale	1,200	12,000/-
	<b>60,00,000 SHARES</b>	<b>6,00,00,000/-</b>

NOW THIS MEMORANDUM WITNESSES, IT IS HEREBY AGREED BY AND BETWEEN THE PARTIES HERETO THAT THEIR RIGHTS AND OBLIGATIONS BE GOVERNED BY THE FOLLOWING REGULATIONS, THAT IS TO SAY :

In these presents, unless thereby something in the subject or context inconsistent therewith the expression "Company" means the Joint Stock company and the Partnership herein referred to and after registration of the company, the company so incorporated.

**I. The name of the Company is TEXMO PIPES AND PRODUCTS LIMITED.**

**II. The Registered Office of the Company will be situated in the State of Madhya Pradesh.**

**III. The Objects for which the Company is established are :**

**(A) MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON INCORPORATION:**

1. To establish, own, run, manage and to carry on the business as manufacturers, producers, developers, traders, buyers, sellers, exporters, importers, operators, engineers, fabricators, contractors, sub contractors, brokers, assemblers, packers, re-packers, jobbers, designers, laminators, merchants, resellers, dealers, distributors, converters, recyclers and/or in any other capacity in which the business may be carried on all kinds of goods used for the purpose of irrigation, water transportation, sanitary systems, drainage system, cable ducting or for any other purpose wherein it can be used conveniently such as pipes, tubes, hoses, sprinklers, Polyethylene pipes for sprinkler irrigation system, drippers, accessories, fittings HDPE material for moulding and extrusion and all other ancillary and auxiliary materials or derivatives or articles or things which can be made of by using rigid PVC, polythene, LDPE, HDPE, PP, LLDPE, plastic resins, plastic granules, polymers, monomers, polypropylene, thermoplastics, foam, adhesives, synthetic resins, emulsions, fiberglass, PVC Compound, PVC Dryblend, PVC Premix and the like by whatever name called or their derivatives/mixtures and to do all incidental acts and things necessary for the attainment of the above objects.
2. To construct, build, develop, maintain, operate, own and transfer infrastructure facilities including water supply projects, irrigation projects, inland water ways and inland ports, water treatment systems, solid waste management systems, sanitation and sewerage systems, or any other public facilities of a similar nature; any project for generation and/or distribution of electricity or any other form of power and any project for providing telecommunication services.

3. To manufacturing, processing, spinning, weaving, selling, buying, importing, exporting or otherwise to deal in low and high density polythene polypropylene high molecular, high density polythene film, Sacks, Woven Sacks, bags, HDPE Bags, sheeting, laying of flat tubings and or to convert any of the polythene polypropylene HM/HDPE products into any size or shape for use in packing and wrapping of all varieties of goods and to print all plastic, high density/low density polythene, polypropylene HM/HDPE products whether rigid or flexible for packing wrapping and for use as stationery articles, publicity and display and for daily domestic or commercial/industrial use
4. To carry on the business as manufacturers, importers, exporters, dealers (both wholesalers and retailers) processors, stockists, agents, distributors, traders in all kinds of PVC, HDPE, LLDPE, PLB Cable, Duct Pipe, Hose Pipe, PVC Pipe fittings, sanitary items, tiles made from granite, marbles, ceramic, partition, panel rods, plywood doors, windows made from aluminum, PVC wood, rails, grills, door closures, mirrors, fitting glasses, sanitary fittings, basin, shower, commode, pipe fittings, tap fittings, geysers, water filters, electric fittings and accessories fans, lamps, security items and sanitary items.

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

1. To carry on the business as manufacturers of iron, steel or other metal pipes, seamless pipes, sheets, rods and other products of iron, steel or other metals now known or that may hereafter be invented as also to carry on the business of ironmasters, iron founders, metal workers, steel makers and steel converters and to purchase or otherwise acquire, set up, erect, maintain, reconstruct and adapt any offices, workshops, plant, machinery and other things found necessary or convenient for the purpose of the Company.
2. To carry on the business of buying, selling, importing, exporting, assembling, distributing, dealing and acting as agents in steel, iron, hardware, iron mongery, turnery, tools, metals and metalware of all kinds, utensils, ornaments, stationery, fancy goods, articles and commodities of personal and household use and consumption and generally all manufactured goods, materials and products, glassware, crockery, electrical goods, apparatus of all kinds, timber, bricks, stone, cement, marble, tiles, plumber's materials (pipes, bath tubs, basins, sanitary fittings) building material of all kinds, stoves, cookers, lanterns, lamps, watches, clocks, binoculars, microscopes, surgical instruments and appliances, ophthalmic goods, lenses, cameras, photographic materials of all kinds, X-Ray apparatus, radios, wireless sets and musical instruments, all kinds of proprietary and patent articles, mineral waters, wines, cordials, liquors, beer, soups, broths and other restorative or food and provisions of all kinds, tobacco, cigars, cigarettes, cosmetics, soaps, powders and perfumes.
3. To carry on the business of designing, setting up, erecting, maintaining, repairing, improving and operating or managing in India or abroad, pipes, pipelines, cross country piping systems, jetties, single buoy moorings, all other kinds of onshore and offshore port facilities, storage and distribution terminals, storage, loading and unloading facilities for the storage and transportation of natural gas, crude oil, petroleum products including but not limited to liquified petroleum gas, petrol, naphtha, high speed diesel, aviation turbine fuel, superior kerosene oil and all products as may be conveniently transported through pipelines and, for the purpose, enter into any technical or financial collaboration as may be desired.
4. To give consultancy services of all kinds for manufacture, erection installation of galvanised plants, re-rolling mills or any other equipment, accessories and components relating thereto.
5. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for sale and resale any goods from time to time belonging to the Company.
6. To employ experts to investigate and examine into the conditions, prospects, value character and circumstances of any business concerns and undertaking and generally of any assets, property or rights.

7. To purchase, take on lease or exchange, hire or otherwise acquire any immovable or movable property, any rights or privileges which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the Company and in particular any land, buildings, easement, machinery, plant and stock in trade and either to retain any property to be acquired for the purpose of the Company's business or to turn the same to account as may seem expedient.
8. To build, construct, alter, improve, maintain, enlarge, pull down, remove or replace and to develop work, manage, carry out and control any land, buildings, offices, factories, mills, shops, machineries, engines of any roads, ways, tramways, railways, branches or bridges, sidings, wells, reservoirs, water courses, wharves, ships, boats, vessels, warehouses, electric works, shops, stores, godown, docks, piers, jetties, chawls and other works and convenience which may seem calculated directly or indirectly to advance the Company's interest and to contribute to subsidise or otherwise assist or take part in the construction, improvement, maintenance, development and to form with any other person or company in doing any of these things.
9. Subject to the provisions of the Companies Act, 1956, to improve, manage, develop, exchange, transfer, lease, mortgage, enfranchise, dispose of (movable or immovable) turn to account, maintain or otherwise deal with all or any part of the property and rights, concessions as the Company may think fit and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of the Company.
10. To let on lease or on hire-purchase or to lend or otherwise dispose of any property belonging to the Company, and to finance the purchase of any article or articles whether made by the Company or not by way of loans or by the purchase of any such other article or articles and the letting thereof on the hire-purchase system or otherwise however but the Company will not do Banking Business as defined under the Banking Regulation Act, 1949.
11. To amalgamate, enter into any partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession, or for limiting competition, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted as directly or indirectly to benefit the Company or to acquire and carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the Company or connected there with or which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property and to give or accepts by way of consideration for any of the acts or things aforesaid, or property acquired, any shares, debentures or debenture stock of securities that may be agreed upon and to hold and retain or sell, mortgage, and deal with any shares debentures, debentures stocks or securities so received, subject to the provisions of Monopolies and Restrictive Trade Practices Act, 1969.
12. To takeover, buy, lease out, taken on lease or on management contract, sick manufacturing commercial service units for restoring economically sustainable operations by injection of proper management.
13. To takeover, acquire and undertake whole or any part of the business, property and liabilities of any business which the company is authorised to carry on or possessed of property suitable for the purpose of this company, or which can be carried on in conjunction therewith is capable of being conducted so as directly or indirectly to benefit the Company.
14. To establish or promote or concur in establishing promoting any Company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures of other securities of any such other Company.

15. To apply for, promote and obtain any Act, privilege, concession, license authorisation if any, of and / or from any Government, State or Municipality, provisional order or license or any authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company for effect or for extending any of the powers of the Company for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.
16. To apply for purchase, or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets invention, used trade marks, designs, licenses concessions and the like conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention 'which may seem capable of being for any of the purposes of the Company or acquisition of which seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights, subject to law in force.
17. To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops for scientific and technical research, and experiments and to undertake and carry out all scientific and technical researches experiments and tests of all kinds and to promote studies and research, both scientific and technical, investigations and invention by providing, subsidizing endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and toward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the company is authorised to carry on.
18. Subject to the provisions of Section 293-A of the Companies Act, 1956 to make donations to such persons or institutions either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's object or otherwise expedient and in particular, to remunerate any person or corporation introducing business to this Company and also to subscribe, contribute or otherwise assist or guarantee money to or for charitable, scientific, religious or benevolent, national, public, general or other object.
19. To refer or agree to refer any claim, demand dispute or any other question, by or against the Company or in which the Company is interest or concerned and whether between the Company and the member or members or his Or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India and to observe and perform and to do all acts, deeds, mailers and things to carry out or enforce the awards.
20. Subject to the provisions of the Companies Act, 1956 to pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its Capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
21. To pay all preliminary expenses of any Company promoted by the Company or any Company in which the Company is or may contemplate being interested including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
22. To pay for any rights or property acquired by the Company and to remunerate any person or Company for services rendered Or to be rendered in placing of shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or

promotion of the Company or the acquisition of property by the Company or the conduct of its business whether by cash payment or by the allotment of shares, debentures or other securities of the Company, credited as paid up in full or part or otherwise.

23. To adopt such lawful means of making known the business of the Company as seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of work of art of interest, by publication of books and periodicals and by granting prizes, rewards and donations by lawful means but not to political parties.
24. Subject to the provisions of Section 58-A of the Companies Act, 1956 and the rules made thereunder and Directives from R.B.I. 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 and future), including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or any person or Company of any obligation undertaken by the Company or any person or Company as the case may be provided that nothing contained therein will empower the Company to carry on Banking business as defined under the Banking Regulations Act, 1949.
25. To invest the funds of the Company in such a manner and upon such securities as shall from time to time though necessary or for the benefit of the Company and to create any reserve fund sinking fund, insurance fund, depreciation fund or provident fund thereout.
26. To undertake and execute any trusts the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
27. Subject to the provisions of the Banking Regulation Act, 1949 and the directives, issued from time to time, by the Reserve Bank of India or any other relevant authority to draw, make, accept, endorse, discount, execute and issue bills of Exchange, promissory notes, bills of lading, warrants, debentures, fixed deposits and other negotiable or transferable instruments or securities and to give security bonds and for the said purpose execute all deeds, documents and articles in connection with the business of the Company.
28. Subject to the provisions of the Banking Regulation Act, 1949 and the directives, issued from time to time by the Reserve Bank of India or any other relevant authority to lend and advance moneys or give credit to such person or companies and on such terms as may seem expedient and in particulars, to customers and other having dealing with the Company and to guarantee the performance of any contract or obligation and the payment of moneys of or by any such persons or companies and generally to give guarantees and indemnities but the company will not do Banking business as defined under the Banking Regulation Act, 1949.
29. Subject to the provisions of any law for the time being in force in that behalf, to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or super annuation and/or provident fund for the benefit of and give or procure the giving of donations, gratuities, pension, allowances or emoluments to any persons who are or were at any time in the employment of services of the Company or is allied to be associated with the Company or with any such subsidiary company or who are or were at any time Directors or Officers of the Company or of any such other Company as aforesaid and the wives, widows, families and dependants of any such persons, and also establish and subsidise and subscribe to 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 interests and well being of any such other company as aforesaid and make payment to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

30. To distribute among the members in specie any property of the Company, it any, in the event of winding up of the company or any proceeds of sale or disposal of any property of the Company.
31. To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to insure, and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
32. To carry out in any part of the world the Company's object as principals, agents, factor, trustee, contractor or otherwise either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, state or government or colony or dependency thereof, subject to laws, rules and regulations of those countries.
33. To establish branches or appoint agencies in or outside India for or in connection with any of the objects of the company and in particular in relation to the investment of money, the sale or property and the collection and receipt of money subject to the Acts and prescribed rules of those countries.
34. To exercise all or any of its corporate powers, rights and privileges and to conduct its business In all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof and subject to the Acts and prescribed rules of those countries in any or all foreign countries, and for these purposes to have and maintain and to discontinue any number of offices and agencies therein as may be convenient.
35. To buy or sell know how or enter collaboration, do research development works and make pilot plants for use or sale.
36. To construct, carry out, maintain, improve, manage work, control hydraulic works, gas works, electric works, factories warehouses and other works and conveniences which may seem directly or indirectly conducive to any of the Company's object and contribute to subsidies or otherwise assist to take part in such maintenance, management working control and superintendence.
37. To borrow or raise money with or without security and/or secure the payment of money by mortgage or by the issue of debentures or debenture stock perpetual, terminable or otherwise bonds, mortgages hypothecation lien or any other security founded or based or charged upon all or any of the property or right of the company or in such other manner as the Company shall think fit and for the purpose aforesaid to charge all or any of the Company's property or assets movable or immovable, liquid or otherwise present and future to secure any securities of the company by a trust deed or other assurance and to redeem purchase or pay off any such security but the company shall not do Banking business as defined in Banking Regulation Act, 1949.
38. To establish or acquire and carry on trading stations, factories, stores and depots in India or elsewhere and to purchase, lease or otherwise acquire, carry on, develop and improve any business of real or personal property in India or elsewhere of any undivided or other interest whatsoever therein respectively.

39. To aid pecuniarily or otherwise any association, body or movement having for any object the solution, settlement or surmounting or industrial or labour problems or troubles or the promotion of industry or trade union, but shall not act as Trade Union.
40. To provide for the welfare, make gift, or grant bonuses to any Directors or employees or ex-employees of the Company or its predecessors in business and the wives, widows and families or the dependants in connections of such persons by building or contributing to the building of house or dwellings or quarters or by grant of money pensions, gratuities, allowances, bonus, profits shares from time to time, subscribing or contributing to provident fund other associations, institutions, funds, profit sharing or other schemes or trust and by providing or subscribing or Contributing to provident and other associations, institutions, funds profit sharing or other schemes or trusts & by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries medical and other assistance the Company shall think fit.
41. To establish, purchase or otherwise acquire, run, conduct and operate cold storage warehouse, Dry Storage-warehouse, Bonded warehouses for the preservation, storage and treatment of merchandise, machinery, food products, farm products, cereals and seeds and all other articles whether manufactured or not both the foreign and indigenous production or manufacture.
42. To employ to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and under taking and generally of any assets, property or rights.
43. To raise funds by issue of share capital, securing loans, from government and other sources, including financial institutions and banks on reasonable rate of interest to arrange for their utilization and proper repayments to obtains the grants, subsidies available from the Central and/or state governments to achieve the objects of the Company.
44. To collaborate with foreign persons, firms, companies for acquiring of offering technical know-how or to employ basis or otherwise and to loan on suitable terms to company's technicians or experts or outside India for developing the industry and to out to foreign countries the Company's own technicians, plants, machinery, tools for developing industries in foreign countries on joint venture basis or on other participation or otherwise and to send out the Company's people to foreign countries for further training.
45. To provide industrial finance by way of advance, deposit or lend money, securities and properties to or with any Company, body corporate firm, person or association whether with and to extent permissible under the provisions contained in section 370 and 372 of the Companies Act, 1956 with or without security and on such terms as may be determined from time to time, provided that the Company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949.
46. To acquire from time to time and to manufacture and deal in all such merchandise, goods, chattels, and effects as may be necessary or convenient for any business for the time being carried on by the company
47. To purchase, charter, hire, construct, equip and maintain ships, boats, barges lighters, vessels, mills, warehouses, godowns, docks, piers, jetties, and wharves, and any other conveniences or erections suitable for any of the purposes of the Company.
48. To take or otherwise acquire and hold shares, stocks, debentures or other interests in any other Company having objects altogether or in part similar to those of this company or carrying on any business capable of being conducted so as directly or indirectly to benefit this company.
49. To be interest in promote and/or undertake the formation and establishment of such institution business and/or companies (industrial, agricultural, trading, manufacturing or otherwise and



particularly oil-mills, flour mills, paper mills, co-operative societies and other factories) as may be considered to be conducive to the profit and interest of the Company and also to acquire, promote and foster, subsidise or acquire interest in any industry or undertaking in any country or countries whatsoever.

50. To remunerate any person or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in the Company's capital or any debentures, debenture stock, or other securities of the company or the acquisition of property by the Company, or the conduct of its business.

### **C. OTHER OBJECTS:**

1. To manufacture and deal in all chemicals both organic and inorganic including caustic soda, chlorine, soda ash, ammonia activated carbon, citric acid, sulphuric acid and all petro-chemicals.
2. To carry on the business of general manufacturers and to manufacture, buy, sell and deal in apparatus, machinery materials and articles.
3. To explore, prospect, take on lease or on royalty basis or otherwise acquire mines, mining rights and lands or any interest therein and to quarry, mines, dress, reduce, draw, export, caline, smelt, refine, manufacture, process and otherwise acquire, buy, sell and otherwise dispose off and deal in all types, qualities and descriptions of ores, metal and mineral substances.
4. To cultivate, grow, produce and deal in any vegetable products and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farmers, millers, purveyors and vendors of milk, cream, cheese, butter, poultry and provisions of all kinds, growers of and dealers in corn, hay and straw seeds men and to buy, sell and trade in any other business associated with the foregoing or any other interests of the Company.
5. To own, acquire, run taxi cabs, lorries, cars, trucks, station wagons, motors, ships, vessels, boats and other vehicles of whatsoever kind from one place to another (whatsoever) for the purpose of carrying, conveying, transporting goods, animals, passengers merchandise or other things.
6. To carry on the business as a manufacturer and dealers of all kinds of brass, aluminium, stainless steel or other metal/alloy utensils, Hospital wares, surgical instruments, and other appliances of all kinds of sheets and circles.
7. To carry on the business as manufacturer, importers, exporters, fabricators, assemblers and dealers in automobiles and implements of all kinds and description and other, gears, transmission, axles universal joints, springs, springs levers head lamps, sealed beams, components, parts, spare parts, accessories and fitting of all kinds for the said articles and things used in connection with the manufacturing thereof alloy, steel, billets, hots and bard and other Engineering items and other related items for motor cars, motor trucks, buses, tractors, jeep, vans, lorries, motor launchers, aeroplanes, seaplanes, motor cycles, scooters, moped vehicles and conveyances of all kinds.
8. To carry on business in India as manufacturers, producers, dealers, importers, exporters and refiners of drugs, medicines, chemicals, pharmaceuticals and antibiotic products and preparation of all kinds and all dyes, dyestuffs, paints, varnishes, colours and industrial and ingredients of every kind and other articles, components or other things of any description whether analogous to the foregoing or not.
9. To carry on the business of water proofers and manufacturers of Indian rubber, leather, imitation leather, cloth, linoleum, tarpaulin, hospital sheeting and surgical bandages.

10. To manufacture, build, fabricate, repair, refit service survey, transport, clean, own purchase, import, charger, hire acquire, sell, exchange, let, operate, trade or deal in all carriers, craft, vessels, articles or things (including buses automobiles, trailers, compressors, generators, road rollers, scooters, auto rickshaw, moped, motor cycle, cycles, fork lifts, prime movers, cranes, bulldozers, tractors earth moving machinery, trucks, ships, yachts, boats, tugs, barges, lighters, ferries, hovercrafts warship, aeroplanes, helicopters elevators, escalators lifts, hoists, material and container handling equipment and other craft, vessels, articles or things whether propolled by electricity, petrol, oil .kerosene, gas, diesel, atomic energy or any other form of motive or other power or whether on such power is required for propelling the carriers vessels craft articles and things which are involved in the movement of men, material and things of every description.
11. To carry on the business of manufacturers, traders, dealers, selling agents, buying agents, exporters, importers and commission agents of containers, bags, sacks, packaging materials, tins, drums and storing equipment of all kinds whether made of steel, iron, wood, plastic, polythene or any other material and whether required for industrial, commercial, household, shipping.
12. To take charge of and act as agents for life, fire, marine, accidents or any other kind of insurance companies.
13. To manufacture, deal in and process all kinds of medical and surgical instruments and appliances industrial instruments including meters, weighing machines and devices for including recording and regulating pressure, temperature, rate flow weights and levels, scientific instruments, mathematical surveying and drawing instruments, as well as items produced in miscellaneous mechanical and engineering industries like plastic molded goods, hand tools, small tools and the like and razor blades.
14. To manufacture, buy, sell, import, export, hire, exchange, assemble, repair, after, improve or otherwise deal in all types of electronic goods, instruments appliances and apparatus of every kind and description including electric motor, transformers, fans, generators, switch gears, televisions, VCRs of all types and design.
15. To deal in precious stones diamonds pearls, jewellery, watches, clock, chronometers, gold and solver plates, electro plates, cutlery, presents and gifts, coins, cups, metals shields, courious articles of virtue, art and antiquities, dressing bags, hand bags and bronzes.
16. To acquire or set up and run hospitals, clinics, nursing homes, maternity and family planning units or pathological laboratories.
17. To layout, develop, construct, build erect, demolish, after, repair, remodel or do any other work in connection with any building or building scheme, roads, highways, bridges, canals, wells, dames, power plants, wharves, ports, reservoirs, embankments, tramways, railways, irrigations reclamations, improvements, sanitary, water gas, electric light, telephone telegraphic and power supply works, or any other structural or architectural work of any kind whatsoever and for such purpose to prepare estimates, designs, plans, specification or models and do such other or any act that may be requisite thereof.
18. To carry on the business as manufacturers of industrial and mining machinery, plant and equipment, agricultural machinery and implements and for the above purposes to acquire, maintain, run factories, laboratories, research centres, workshop of otherwise.
19. To carry on business of manufacturing starches an for other products from cereals like maize, wheat, rice and from tubers like potatoes, arrow root topical or from any other starch containing substance whatsoever and the sale of starches.

20. To carry on the business of manufacturers of and dealers in sheet glass, plate glass, wired glass, fibre glass, safety glass toughened glass and mirrors and all sorts of glass and glassware and all other articles and things and ingredients.
21. To carry on the business in India and abroad as manufacturer of and dealers in all kinds and classes of paper, board and pulp, including writing paper, printing paper, newspaper, absorbent paper, news printing, wrapping paper, tissue paper, cover paper, blotting paper, filter paper antique paper ivory finish paper, coated paper, art paper, antique paper, bank or bond paper, badami or brown or buff paper, bible paper, cartridge paper, cloth lined paper, azure laid paper, gummed paper, hand made paper, water proof paper, etc. paste board, fibre board, cardboard, vulcanised board, mill board, grey board, lacquered board, glazed board, corrugated board, box board, post cards and book binding clothes soda pulp, mechanical pulp, sulphite pulp.
22. To buy and/or sell, export, import, and deal in all kinds of leather, leather garments, leather shoes, leather shoe uppers, leather baggage, leather gift articles, leather furnishings, leather wallets, leather belts, leather gloves and all goods items things and substances capable of being made out of leather and other leather goods of every description.
23. To render technical consultancy and services including management consultancy in connection with the use, purchase, sale, import, export, distribution, design of all leather, leather goods or every description.
24. To carry on the business of merchants, garage proprietors, or livestock stable keepers job masters farmers, dairymen, importers and brokers of food, live and dead stock and foreign produce of all descriptions, perfumes, chemicals, laundries, reading writing and newspaper rooms, libraries, ground and places of amusements recreation sports, entertainment and instruction of all kinds, tobacco and cigar merchants, travel agents, bank mukadams for railways, shipping, airways and road transport contractors, companies or bodies and carriers by land, water and air, barging, property and freight contractors, forwarding agents clearing agents, stevedores, ship chandlers, caterers and insurers of ship proprietors, cinema exhibitors, producers and distributors and merchants, and to carry on the business of swimming pools, plying of launches and boats.
25. To carry on the business of manufacturers of and dealers in sugar, gur, khnadsari, sugar-candy, chocolates, toffees and other allied products.
26. To carry on the business of tobacconists in all its branches and to sell, make up and manufacture tobacco, cigars, cigarettes snuffs, usually sold by tobacconists.
27. To carry on the business of tobacconists in all its branches and to sell, make up an manufacture tobacco, cigars, cigarettes, snuffs, usually sold by tobacconists.
28. To carry on the business of manufacturers of dealers in calculating machines, computers, cleaners, sewing and printing machines, air conditioning equipments, air conditioners, refrigerators, coolers, ice cream manufacturing machinery, typewriters and to maintain air conditioned godowns for storage of goods.
29. To manufacture and deal in refrigerators, coolants, ice manufacturers add heavy water, mineral water.
30. To carry on the business of production, distribution or exhibition of films and motion pictures including the running of theatres, cinemas, studios and cinematographic shows and exhibition.
31. To cultivate tea, coffee, cinchona, rubber and to carry on the business of planters, in all its branches to carry on and to do business of cultivating, wineers and buyers of every kind of vegetables, minerals to prepare, manufacture and render marketable any such product and to sell, dispose of and deal in any such produce, either in the prepared, manufactured or raw state and either by sale or retail.

32. To carry on manufacture and sale of patent medicines and preparations and generally to carry on the business of manufacturers, buyers and sellers of and dealers in all kinds of medicines and medicals preparations and drugs whatsoever and obtain patents for them.
33. To carry on the business of manufacturers or traders or exporters or importers or general dealers in all kinds of soaps, cosmetics, perfumes and toilet requisites.
34. To carry on the business of distribution for petroleum companies to run service station for the repairs and serving of automobiles and to manufacture or deal in fuel oils.
35. to carry on the business of electrical engineers, electricians, contractors, manufacturers, constructors, suppliers of and dealers in electric and other appliances, electric motors, fans, lamps, furnaces, household appliances, batteries, cables, wire lines, dry cells, accumulators, lamps and to manufacture and deal in all apparatus and things required or capable of being used in connection with the generation, distribution, supply accumulation and employment of electricity, including in the terms of electricity all powers that may be directly or indirectly there from or may be incidentally hereafter discovered in dealing with electricity.
36. To carry on the business of timber and lumber merchants, timber yard and saw mill proprietors, and buy, sell, prepare for the market, import, export and deal in timber and wood of all kinds and in the manufacture of which timber or wood is used, to carry on the business of logging and lumbering, purchasing, acquiring and leasing timber berths, and so far as may be deemed expedient the business of general merchants.
37. To take on lease, exchange or otherwise deal in lands, buildings, hereditaments of any tenure of freehold for residential or business purposes.
38. To carry on the business of printers and to trade or manufacture and/or market all kind of printing equipment and/or machinery.
39. To carry on the profession of consultants on management, taxation, financial, employment, engineering industrial and technical matters to industry and business of an to act as employment agents to carry on the business of printing and publishing books, magazines, journals and newspapers and to act as agents in connection therewith, to undertake or arrange for the writing and publication of books, magazines, journals or pamphlets on subjects relating to trade, commerce, industry, agriculture, banking, insurance, investment, taxation, finance, economic law and other subjects.
40. To acquire or set up and run school, colleges, training and professional institutions and music and dance centres.
41. (A) To invest the capital or other funds of the Company in the purchase or acquisition of or rights in movable and/or immovable properties and registration of all types of instruments or to finance their acquisition by leasing or hire capital, to promote or finance the promotion of joint stock companies, to invest in or to under write or to manage the public issues and/or to trade in shares or other securities, advisory and counseling services, to finance/assist industrial and other enterprises in India or abroad to undertake consultancy assignments, factoring consumer financing and foreign exchange broking and securities dealing.

- (B) To carry on the business of a leasing company, hire purchase company, finance company, to undertake and/or arrange or syndicate all types of leasing and hire purchase business relating to all kinds of machineries, plants, equipments, ships, vehicles, aircrafts, rolling stock, computers, storage tanks, toll roads, communication satellites and communication lines, factories, movable and/or immovable properties, land, building, real estate factories.
42. (A) To plant, grow, Cultivate, produce and raise sugarcane of all kinds and varieties, maize, sugar beets, cotton, coconuts and all other plants, trees, greet manures, crops and natural products of any kind or otherwise to cultivate and land and also to process such products and manufacture various products therefrom and to deal in such products.
- (B) To purchase, manufacture, produce, boil, refine, prepare, import, export, sell and generally to deal in sugar, sugar candy, jiggery, sugar-beets, sugar cane, molasses, syrups, melada, alcohol, spirit and all products there of, by products thereof and food including fruits such as confectionary, glucose, sugar candy, canned fruit, golden syrup, aerated water, bagasses boards, paper pulp, paper butyl, alcohol acetone, carbon dioxide, hydrogen, canwax and fertilisers and food products generally.
43. To carry on business as exporters, manufacturers, importers, buyers and seller of and dealers in all chemicals, petrochemical and plastics including without prejudice to the said generality and in particular soda ash, caustic soda, sulphuric acid, super phosphate, ammonium chloride, dicalcium phosphate, alcohol, cosmetics, chlorine products, both organic and inorganic such as polyvinyl chloride; carbontetrachloride, trichloroethylene, perchloroethylene, ethylene dichloride, carbon disulphide, barium chloride, Aluminium trichloride, titanium tetrachloride, alkalis, acids, cordials drugs, tannins, essences and pharmaceutical, photographic sizing medical, chemical, industrial and other preparations and articles of any nature and kinds whatsoever, minerals and other waters, cements, oils paints pigments and varnishes, compounds, drugs, dye stuff, organic or mineral intermediates and dealers in proprietary articles, of all kinds and chemicals surgical and scientific apparatus, instruments goods and materials.
44. To put up plant for and to deal in purchase and sell, export or dehydration of vegetables, fruits and other items and to do the business of canning of fruits, vegetables, pickles and to prepare, manufacture process such other items from fruits, vegetables and other things.
45. To carry on the business of running (whether under license or otherwise), operating managing, advising on and supplying telecommunication systems and systems of all kinds for the conveyance by and means of sounds-visual images and signals of all kinds (including without prejudice to the generality of the foregoing telecommunication services) and services and facilities which incorporate use or are used in conjunction with, in connection with or ancillary to telecommunication systems or telecommunication apparatus and equipment thereto.
46. To carry on the business of manufacturing, running, operating, managing, advising on and supplying data processing and information retrieval systems, (whether or not remotely located and including but not limited to videotex, teletax and teletext system) and systems utilising the capture, storage, processing, transmission on receipt of messages and signals (including but not limited to data sounds and visual images by with the aid of in conjunction with, or in way utilising, computers, or similar equipments, and computer, programmes and databases and to carry on the business of operating, managing, advising on, supplying and dealing in services and facilities of all kinds which incorporate use or are used in conjunction with, in connection with or ancillary to systems so such description as aforesaid or any of any apparatus and equipment comprised therein.

47. To provide remotely located office services and systems (including without prejudice to the generality of the foregoing telephone answering, calling and related services and computer bureaus) and remotely located services and systems for the control of machinery utilising telecommunication or data processing facilities to act as business and office managers, secretaries, messengers, telephone operators, commercial agents, mail order bureaus, market researchers and to provide services in connection with the reception, processing and forwarding of signals and information by telephone, telemessages, telegram, telex, letter, wireless telegraphy and (without limitations) any other means of communication and the processing, ordering and payment for and dispatch and delivery of goods, articles and services of all kind by any means whatsoever.
48. To carry on all or any of the business of operators, providers of and advisers in connection with, security and alarm facilities, systems apparatus and services of all kinds, including intruder, fire and smoke alarm systems and patrols and surveillance of property.
49. To carry on all or any of the business of running hotels, restaurants, lodging houses, milk and snack bars, laundries, libraries, swimming pools, night clubs, hair dressing and beauty saloons, chemists shops, studios, exhibition halls, amusement centres, wine, beer shops, department stores, optician shops, massage houses, concern and dancing halls, boating and padding pools, repair shops, petrol pumps, gymnasiums, safe deposit vaults, warehouses, godowns, car parks, hangers and race courses.
50.
  - (A) To carry on all or any of the following business namely, manufacturers of artificial silk fibres, yarns and fabrics, other varieties of synthetic fibres and yarn fabrics, such as nylons, cotton spinners, and doublers, flex, hemp and jute and wool merchants, wool combers, worsted stuff manufacturers, bleachers and dyers, and chemicals required in the production of synthetic fibres and yarn.
  - (B) To purchase, comb, prepare, spin, dye and deal in artificial silk and other synthetic fibres and yarns cotton, flax, hemp jute, wool, silk and fibrous substances.
  - (C) To weave, knit and otherwise manufacture, buy and sell and deal in artificial silk and other synthetic fibres and yarns, lines, cloth and other goods and fabrics, whether textile, felted, netted or looped.
51. To give guarantees and carry on and transact kind of guarantee, counter, guarantee business and in particular to guarantee the payment of any principal moneys, interest of other moneys secured by or payable under any debentures bonds, debenture stock, mortgages, charges, contracts, obligations and securities and the payment of dividends or and the payment of capital of stocks and shares.
52. To carry on business of manufacturers of dealers in, warehousemen, retailers, stockists, brokers, commission agents, importers and general traders of all kinds of steel founders, steel makers, convertors, makers of scientific, industrial surgical instruments, mechanical engineers, agricultural surgical instruments, mechanical engineers, agricultural implements and other machineries for establishing steel, cold and hot rolling mills and rollers in their respective branches, metallurgical and other non ferrous founders, furnace proprietors, metals and alloy makers and in refiners, galvanized sheets/strips either plain or corrugated in all gauges and sizes, all types of steel, pig iron, billets, slabs, rounds, bars, flats, sections, produce zinc, zinc oxide, zinc chloride and to supply, erect, install tabular structure, transmission towers, poles, pipe lines and all other Iron and steel products.

53. To carry on business of manufacturers of processors of dealers in and importers, and general traders of hardware, materials, builders, contractors, architects, decorates, merchants and dealers in stone, sand, lime bricks, cement, ferrous and non ferrous and other cement materials, timber, asbestos, gypsum, coal, jute hessian cloth, gunning bags, paper bags, lime plasters, whiting, clay, bauxite, soapstone, arches paints, fixing materials, gravel, tiles of any descriptions, pipes, pottery, earthen ware, artificial stones and all materials and things and accessories pertaining thereto and all other building materials.
54. To carry on the business of manufactures of dealers in importers and general traders of agricultural crops and farm products of every kind and description inclusive of edible and non edible oilseed products.
- IV. The liability of the member is limited.
- <sup>1</sup> V. The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each with rights, privileges or conditions attaching thereto as provided by the regulations of the company for the time being with power to increase and reduce the capital of the company and to divide the shares in the capital into several classes and attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being provided in the regulations of the Company.

The Parties are entitled to take paid-up share capital (on registration) as under :

<b>Name of Party</b>	<b>No. of Equity Shares of Rs. 10 Each</b>	<b>Amount in Rs.</b>
1. Shri Sanjay Agrawal	30,00,000	3,00,00,000/-
2. Smt Rashmi Devi Agrawal	29,94,000	2,99,40,000/-
3. Shri Vijay Prasad Pappu	1,200	12,000/-
4. Shri Mohanlal Shah	1,200	12,000/-
5. Shri Rajesh Agrawal	1,200	12,000/-
6. Shri Mehmood Khan	1,200	12,000/-
7. Shri Ananda Nago Umale	1,200	12,000/-
	<b>60,00,000 SHARES</b>	<b>6,00,00,000/-</b>

<sup>1</sup> Altered by Special Resolution passed at the Extra Ordinary General Meeting held on 28<sup>th</sup> October, 2010.

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

S. No.	Names, Addresses, Descriptions and Occupation of Subscribers	No. of Equity Shares taken by each Subscriber	Signature of Subscribers	Signature, Name, Address, Description & Occupation of Witnesses
1.	Sanjay Agrawal S/o. Shri Chhaganlal Agrawal Chowk Bazar, Near City PS, Burhanpur DOB – 10-06-1964 Business	30,00,000 (Thirty Lakhs Only)	Sd/-	Witness to all the subscribers SD/- Geetika Agrawal Company Secretary 3, Anand Nagar, Tower Chauraha Behind Sapna Sangeeta Indore (M.P.) 452001
2.	Rashmi Agrawal W/o Sh. Sanjay Aggrawal Chowk Bazar, Near City PS Burhanpur DOB – 27-05-1967 Business	29,94,000 (Twenty Nine Lac Ninety Four Thousand)	Sd/-	
3.	Vijay Prasad Pappu S/o. Sh Mani Bhushanrao Pappu 43, Adarsh Colony, Burhanpur DOB – 30-06-1959 Business	1,200 (One Thousand Two Hundred)	Sd/-	
4.	Mohanlal Shah S/o. Sohanlal Shah Bhudhwara, Burhanpur DOB – 09-06-1962 Business	1,200 (One Thousand Two Hundred)	Sd/-	
5.	Rajesh Agrawal S/o Babanlal Agrawal Near Shani Mandir, Shah Bazar Burhanpur (M.P.) DOB – 10-08-1950 Business	1,200 (One Thousand Two Hundred)	Sd/-	
6.	Mehmood Khan S/o Magshood Khan 40, Shah Bazar, Burhanpur DOB – 13-02-1965 Business	1,200 (One Thousand Two Hundred)	Sd/-	
7.	Ananda Nago Umale S/o Nago Umale Panchseel Nagar WD No. 19, Burhanpur DOB – 01-07-1952 Business	1,200 (One Thousand Two Hundred)	Sd/-	
<b>TOTAL NUMBER OF EQUITY SHARES</b>		<b>60,00,000</b>	<b>(Sixty Lacs Equity Shares)</b>	

**Date** : 02-07-2008

**Place** : Indore