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**MEMORANDUM OF ASSOCIATION  
AND  
ARTICLES OF ASSOCIATION  
OF  
CEENIK EXPORTS (INDIA) LIMITED**

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No. 11— 85007

(Section 18(1) of the Companies Act, 1956)

**CERTIFICATE OF REGISTRATION OF  
SPECIAL RESOLUTION PASSED FOR  
ALTERATION OF OBJECTS**

M/s. CEENIK EXPORTS (INDIA) LIMITED.

having by Special Resolution passed on 08/09/2000  
altered the provisions of its Memorandum of Association  
with respect to its objects, and a copy of the said resolution  
having been filed with this office on 06/10/2000


I hereby certify that the Special Resolution passed on 08/09/2000  
together with the printed copy of the Memorandum of  
Association, as altered, has this days been registered.

Given under my hand at MUMBAI

this FIRST day of NOVEMBER

~~One thousand Nine hundred and ninety~~ TWO THOUSAND



  
( B. CHANDRA )  
DY. ASST/ADDL/REGISTRAR OF COMPANIES.  
MAHARASHTRA, MUMBAI.

No. 11-85007



सत्यमेव जयते

कारबार प्रारम्भ करने के लिए प्रमाण-पत्र  
Certificate for Commencement of Business  
कम्पनी अधिनियम, 1956 की धारा 149(3) के अनुसार  
Pursuant of Section 149(3) of the Companies Act, 1956

मैं निम्नलिखित प्रमाणित करता हूँ कि

जो कम्पनी अधिनियम, 1956 के अधीन तारीख को नियमित की गई  
हो और जिसने आज दिहित प्रकृत में सम्बन्ध रूप से सर्यापित घोषणा फाइल कर दी है कि  
उक्त अधिनियम की धारा 140(1) (क) से लेकर (घ) तक/140(2) (क) से लेकर (ग)  
तक की शर्तों का अनुपालन किया गया है, कारबार प्रारम्भ करने की इच्छा है।  
I hereby certify that the **CEENIK EXPORTS (INDIA) LIMITED**

which was incorporated under the Companies Act, 1956, on the **TWENTYSEVENTH** day  
of **JANUARY** 19 **95** and which has this day filed a duly verified decla-  
ration in this prescribed form that the conditions of Section 149(1)(a) to (d)/149(2)(a) to (c)  
of the said Act, have been complied with is entitled to commence business.

मेरे हस्ताक्षर से यह तारीख को  
दिया गया। **BOMBAY**  
Given under my hand at **SIXTH** day of **FEBRUARY**  
and **NINETYFIVE** 19 **95** thousand nine hundred

**(T. P. SHAMI)**  
कम्पनियों का रजिस्ट्रार  
ADDL. Registrar of Companies

जो नं० सी-10  
J.S.C-10

प्रमाणित-230-मिथिल/85-86 प्रमाणित-(सी-71)-14-7-88-5,000.  
Mithil C-230 CIVIL/85-86 प्रमाणित-(सी-71)-14-7-88-5,000.





प्रारूप० आई० आर०  
Form I. R.

निगमन का प्रमाण-पत्र

### CERTIFICATE OF INCORPORATION

ता०.....का सं०.....

No.11-85007.....of 19 95.....

मैं एतद्वारा प्रमाणित करता हूँ कि आज.....

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that CEENIK EXPORTS (INDIA) LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता०..... को दिया गया।

Given under my hand at ... BOMBAY this ... TWENTYSEVENTH day of ... JANUARY ... One thousand nine hundred and NINETYFIVE



(S.R.V.V. SATYANARAYANA)

कम्पनियों का रजिस्ट्रार

Add. Registrar of Companies  
Maharashtra

**THE COMPANIES ACT, 1956**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**CEENIK EXPORTS (INDIA) LIMITED**

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MEMORANDUM OF ASSOCIATION made this 3rd day of December, One Thousand Nine Hundred Ninety-four BETWEEN (1) SHRI LACHMAN NANIKDAS HINGORANI son of Late Nanikdas Hingorani, at present residing at 7A, Jeevan Jagriti, Dr. Ambedkar Road, Bandra, Bombay - 400 050, hereinafter referred to as the Party of the First Part; (2) SMT. CHANDRA NANIKDAS HINGORANI, Wife of Late Nanikdas Hingorani, at present residing at 10A, Jeevan Jagriti, Dr. Ambedkar Road, Bandra, Bombay - 400 050, hereinafter referred to as the Party of the Second Part; (3) SMT. RENU LACHMAN HINGORANI, Wife of Lachman Nanikdas Hingorani, at present residing at 7A Jeevan Jagriti, Dr. Ambedkar Road, Bandra, Bombay - 400 050, hereinafter referred to as the Party of the Third Part; (4) SMT. KAVITA NARAIN HINGORANI, Wife of Narain N. Hingorani, at present residing at 10A, Jeevan Jagriti, Dr. Ambedkar Road, Bandra, Bombay - 400 050, hereinafter referred to as the Party of the Fourth Part; (5) SHRI HARESH RELLUMAL TECKCHANDANI, Son of Late Rellumal Teckchandani, at present residing at C-7, Swayakiran Society, 3rd Floor, Plot 104, J.P. Road, Model Town, Andheri (W), Bombay - 400 053, hereinafter referred to as the Party of the Fifth Part; (6) SMT. VIDYA RELLUMAL TECKCHANDANI, wife of Late Rellumal Teckchandani, at present residing at C-7, Swayakiran Society, 3rd Floor, Plot 104, J.P. Road, Model Town, Andheri (W) Bombay - 400 053, hereinafter referred to as the Party of the Sixth Part; and (7) SHRI ANIL S. MISHRA, Son of Surendra Mishra, at present residing at B/15, Sapta Sindhu, 3rd Floor, SVP Road, Borivali (W), Bombay 400 092, hereinafter referred to as the Party of the Seventh Part;

WHEREAS the parties hereto carrying on the business as partners in a partnership firm **M/s. CEENIK EXPORTS (INDIA)** (hereinafter referred to as "The firm") under a partnership Deed/Agreement which Deed/Agreement was modified from time to time for effecting charges as and when reconstitution in the firm took place.

AND WHEREAS all the parties hereto have executed a consolidated partnership deed dated 26/9/1994, and that the firm has been carrying on the business of Export Garments, Readymade wear Knitted wear. Whether cotton, blended, woollen, or otherwise, textiles and fabrics of all kinds with its registered and factory at 129-A/1, Shah & Nahar Industrial Estate, Lower Parel, Bombay 400 013, and permanent capital of Rs.50 lacs contributed by the parties in the proportion indicated herein and the said partnership having been duly registered under the provisions of the Indian Partnership Act, 1932 with the Registrar of Firms, Maharashtra, Bombay.

AND WHEREAS the parties hereto have mutually adjusted their respective rights and accounts in the said partnership so as to register into and as Joint Stock Company for continuing and carrying on the said business of the firm uninterrupted having a permanent capital of Rs.50,00,000/- (Rupees Fifty Lacs only) divided into 5,00,000 (Five Lacs) Equity Shares of Rs.10/- each.

AND WHEREAS the Party of the First Part has become partner of the firm vide agreement dated 28/7/1994, the Party of the Second Part has become partner of the firm vide agreement dated 28/7/1994, the Party of the Third Part has become partner of the firm vide agreement dated 28/7/1994, the Party of the Fourth Part has become partner of the firm vide agreement dated 26/9/1994, the Party of the Fifth Part has become partner of the firm vide agreement dated 26/9/1994, the Party of the Sixth Part has become partner of the firm vide agreement dated 26/9/1994, the Party of the Seventh Part has become partner of the firm vide agreement dated 26/9/1994.

AND WHEREAS the parties hereto have mutually settled their shareholding as amongst themselves as the members of the said Joint Stock Company as follow :

| S.No. | Name                              | No. of Equity Shares of Rs.10/ per share |
|-------|-----------------------------------|--|
| 1.    | SHRI LACHMAN NANIKDAS HINGORANI   | 1,00,000                                 |
| 2.    | SMT.CHANDRA NANIKDAS HINGORANI    | 2,98,000                                 |
| 3.    | SMT.RENU LACHMAN HINGORANI        | 1,00,000                                 |
| 4.    | SMT.KAVITA NARAIN HINGORANI       | 500                                      |
| 5.    | SHRI HARESH RELLUMAL TECKCHANDANI | 500                                      |
| 6.    | SMT.VIDYA RELLUMAL TECKCHANDANI   | 500                                      |
| 7.    | SHRI ANIL S. MISHRA               | 500                                      |
|       |                                   | 5,00,000                                 |

AND WHEREAS the said Joint Stock Company has been registered on the principle of having for its members the holders of the aforesaid shares and accordingly the members of the Joint Stock Company are only the persons mentioned herein-above and the shareholders hereto have for the better and efficient management and improvement of the said business agreed that the said Joint Stock Company be governed by the following objects, rules and regulations and shall continue to carry

on and carry inter alia the business hithertofore carried on in the said partnership firm in the name and style of M/s. CEENIK EXPORTS (INDIA) and for the purpose shall be entitled to the said firm and its business as a going concern together with all its assets and liabilities including Inter alia all licences, permits, authorisations, registrations, pending, contracts and all other rights, benefits and advantages as also outgoings, whether provided for and/or contingent and whether tangible or intangible and whatsoever and howsoever.

AND WHEREAS the parties hereto have expressed their desire vide unanimous resolutions dated 3rd December 1994 (enclosed and marked Exhibit "A") to register the firm as a limited company within the meaning of Section 566 of the Companies Act as a Company limited by shares under the provisions of Part IX of the Companies Act, 1956.

NOW THIS MEMORANDUM WITNESSETH AND 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 the present unless there be 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 **CEENIK EXPORTS (INDIA) LIMITED**.

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

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

1. To act as investors, traders, hedgers, arbitrageurs, and to undertake proprietary trading in derivative instruments, including equity derivatives, commodity derivatives, currency derivatives, interest rate derivatives, and other structured or hybrid financial products.
2. To carry on the business of real estate development and to acquire, purchase, lease, rent, license, sub-let, manage, maintain, and otherwise deal in residential, commercial, industrial, and mixed-use properties, including land, buildings, offices, warehouses, retail spaces, and infrastructure assets.
3. To purchase, acquire, develop, construct, reconstruct, renovate, redevelop, improve, alter, maintain, lease, license, sell, exchange, transfer, mortgage, or otherwise deal in immovable properties of every kind and description.
4. To undertake, execute, and carry out redevelopment projects, including slum redevelopment, society redevelopment, rehabilitation projects, urban renewal

projects, township projects, and infrastructure development projects, either independently or jointly with landowners, housing societies, developers, contractors, financial institutions, or government and semi-government authorities.

5. To enter into joint development agreements, collaboration arrangements, concessions, public-private partnership (PPP) projects, build-operate-transfer (BOT) projects, and other similar arrangements for development, construction, operation, management, and exploitation of real estate and infrastructure projects in India or abroad.

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

6. To enter into agreements, joint ventures, partnerships, or collaborations with individuals, firms, companies, financial institutions, or government bodies for carrying out the above activities.
7. To borrow, raise, or secure money or funds in such manner as the Company may deem fit, including by issue of securities, and to invest surplus funds in such investments as may be deemed appropriate.
8. To appoint brokers, agents, consultants, advisors, contractors, architects, engineers, or other professionals for efficient conduct of the Company's business.
9. To obtain all necessary approvals, licenses, registrations, and permissions from regulatory authorities, including securities regulators and real estate authorities.
10. To do all such other acts, deeds, and things as are incidental or conducive to the attainment of the above objects.

*\* Clause III. (A) Sub-Clauses 1, 2, 3, 4 & 5 amended by Special Resolution passed by the members via postal ballot.*

*Clause III. (B) Sub-Clauses 6, 7, 8, 9 & 10 amended by Special Resolution passed by the members via postal ballot.*

11. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the 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.
12. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, Joint venture or reciprocal concession, or for limiting competition with any individual, person or company.
13. To undertake or participate in the formation, management supervision or control of the business operations of any other company, firm or person.
14. Subject to the provisions of the Companies Act, 1956, to receive money on deposit on loan and borrow or raise in such manner as the company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge on 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 other person or company as the case may be but shall not carry on the business of Banking as defined in the Banking Regulation Act, 1949.
15. To purchase, acquire or undertake or take over. the whole or any part of the business, profession, goodwill, property contracts, agreements, rights, privileges, effects and liabilities of any person, firm or company carrying on or proposing to carry on or ceasing to carry on any business, profession or activity which the company is authorised to carry on, and upon such terms and subject to such stipulations and conditions and at or for such price or consideration (if any) in money, shares, debentures, moneys worth or otherwise as may be deemed fit.
16. To enter into any arrangements with any Government or authorities that may seem conducive to the attainment of the company's objects or any of them, and to obtain from any such Government or authority any rights privileges, licences and concessions, which the company may consider necessary or desirable to obtain, and to carry out, exercise and comply with such contract, rights, privileges or concessions.
17. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, concessions, properties or rights.

18. To sell, mortgage, exchange, grant leases, licenses, easements and other right in respect of, improve, manage, develop and turn to account or deal with in any manner the whole of the property, assets, investments, undertakings, rights and effects of the Company or any part thereof for such consideration as may be thought fit, including shares, debentures or securities of any other company, whether partly paid up or fully paid up.
19. To establish or promote or concur in establishing or 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.
20. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
21. To procure the recognition of the company under the laws or regulations of any other country and to do all acts necessary for carrying on business or activity of the company in foreign country.
22. To donate or gift, in cash or kind, for any national, charitable, benevolent, public, or to any institution, club, society, research association, fund, university, college or any other person or body.
23. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise, and to exercise, carry out, and enjoy and charter, licence, power, authority, franchise, concession, right or privilege, which any government or authority, or any corporation or other public body may be empowered to grant, and to pay for, aid in, and contribute towards carrying on the same into effect.
24. To apply for, secure, acquire by grant, legislative, enactment, assignment, transfer, purchase or otherwise, and to exercise, carry out, and enjoy any charter, licence, power, authority, franchise, concession, right or privilege, which any government or authority, or any corporation or other public body may be empowered to grant, and to pay for, aid in, and contribute towards carrying on the same into effect.
25. To apply for, promote, and obtain any statute, order, regulation or other authorisation or enactment which may seem calculated directly or indirectly to benefit the company; and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the company's interests.
26. To apply for, purchase or otherwise acquire any patents, rights, copyrights, trade marks, formulae, licences, concessions and the like or any secret or other information, the acquisition of which may seem calculated directly or indirectly to benefit the company.
27. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation 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 of any company which is a subsidiary 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 or of any such other 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 interests 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 person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.

28. To establish, run or manage any industrial undertaking or activity.
29. To distribute amongst the members of the company in specie or kind any property of the company, or any proceeds of sale or disposal of any property of the company in the event of the winding up of the company.
30. To invest and deal with the moneys of the company not immediately required in any manner.
31. To adopt such means of making known and advertising the business and products of the company as may seem expedient.
32. To accept gifts, bequests, devises and donations from members and others and to make gifts bequests and devises to members and others, of money, assets and properties of any kind.
33. To carry out the objects of the company and do all or any of the above things in any part of the world and either as principal, agent, contractor or trustee or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others.

**C. OTHER OBJECTS :** —

34. To carry on all or any of the business of mining, refining and preparing for market, ores, minerals, metals and substances of every kind and description, and processing them and trading in them and their products and by-products.
35. To carry on all or any of the business of prospecting, exploring, opening and working mines, drill and sink shafts or wells and to pump, refine, raise, dig and quarry for oil, petroleum, gold, silver, diamonds, precious stones, coal, earth, limestone, iron, aluminium, titanium, vanadium, mica, apalite, chrome, copper, gypsum, lead, manganese, molybdenum, nickel, platinum, uranium, rutile, sulphur, tin, zinc, zircon, bauxite and tungsten and ores and minerals.
36. To carry on all or any of the business of manufacturers of and dealers in organic and inorganic chemicals, petrochemicals, fertilizers, manures, pesticides, soda ash, caustic soda, calcium carbide, ethel, alcohol, coaltar, hymedicines, ointments, essences, acids, toilet requisites, soaps, detergents, cosmetics, perfumes, dyes, paints, colours, pigments, varnishes, inks, explosives, ammunition, fuels, oils, greases, lubricants, vegetable oils and cotton seed oils.
37. To carry on all or any of the business of engineers, founders, smeltors, fabricators, smiths, metal workers, metallurgists, electric and chromium

platers, polishers, painters, tin smiths, lock smiths, iron mongers, alloy makers, and mechanists and manufacturers of and dealers in machinery, tools, instruments and equipments of all kinds used in mining, refining, manufacturing and processing of ores, mineral goods and materials.

38. To carry on all or any of the business of manufacturers of, dealers in, hirers, repairers, and warehouseers of aeroplanes, helicopters, cars, lorries, buses, vans, cycles, tractors, motor cycles, scooters, wagons, locomotives, earth moving equipments, ships, boats, barges, trawlers, submarines, and aircraft, vehicles and vessels of every description and their components and accessories.
39. To carry on all or any of the businesses of manufacturers of and dealers in forgings, castings, and stampings of all metals, tools, bolts, nuts, nails, rivets, hinges, hooks, handles, buckets, bath tubs, tanks, trunks, metal furniture, sewing machines, safes, chimneys, pipes, locks, dies, jigs, measuring tapes, automobile parts, agricultural implements, armaments, tanks, guns and parts and components of all kinds of machinery.
40. To carry on all or any of the business of manufacturing, processing and dealing in iron and steel, ferro alloys, special steels, aluminium, copper, lead, zinc, and their alloys and products and of manufacturing and dealing in industrial machinery, boilers, internal combustion engines, ball, roller and tapered bearings, tubes, cables, wires, pipes, cookers, printing machinery and textile machinery and their components and accessories.
41. To carry on all or any of the businesses of spinners, weavers, cloth, manufacturers, furriers, hosiers, dressmakers, tailors, hatters, outfitters, glovers, shoe makers, carpet makers and makers of jute goods, umbrellas, brushes.
42. To carry on all or any of the businesses of manufacturers of and dealers in glass, glass products, including sheet and plate glass, optical glass, glass wool, laboratory ware, bottles, jars, containers, thermos-bottles, enamelware and receptacles of all kinds.
43. To carry on all or any of the businesses of manufacturers of, dealers in, hirers and repairers of electrical machinery, equipment and appliances of all kinds and descriptions including motor batteries, dynamos, bulbs, armatures, magnets, conductors, insulators, transformers, converters, switch board, airconditioners, refrigerators, domestic appliances and electronic equipments including radars, computers, business machines, radios, television sets, tape recorders, gramophones, records tapes and telecommunication equipment and telephone equipment and their components and accessories, including transistors, resistors, condensers and coils.
44. To carry on all or any of the businesses of manufacturers and dealers in all types of rubber, leather, plastic, latex, celluloid, bakelite and similar goods and their accessories and fittings, including tyres, tubes, rolls, rollers, shoes and packaging items.
45. To carry on all or any of the businesses of manufacturers of and dealers and workers in cement, lime, plasters, ceramic, sanitary fittings, asbestos sheets, chinaware, whiting clay, gravel, sand, minerals, earth, coke, fuel and stone and builders requisites and conveniences of all kinds.

46. To carry on all or any of the businesses of makers of and dealers in scientific and industrial instruments of all kinds for indicating, recording, controlling, measuring and timing and machine tools, precision tools, surgical instruments, and appliances and artificial limbs, dental and optical equipment and goods, anatomical, orthopaedic and surgical appliances of all kinds and suppliers of all requisites for hospitals, patients and invalids.
47. To carry on all or any of the businesses of manufacturers of and dealers in pulp and paper of all kinds, and articles made from paper or pulp and materials used in the manufacture or treatment of paper, including packing goods and materials such as bags, cartons, containers, and boxes whether made of paper, plastic or any other materials and pens, pencils and ball pens.
48. To carry on all or any of the business of goldsmiths, silver smiths, jewellers, gem and diamond merchants and of manufacturing and dealing in clocks, watches, jewellery and cutlery and their components and accessories and of producing, acquiring and trading in metals, bullion, gold, ornaments, silver, silver utensils, diamonds, precious stones, paintings, coins, manuscripts, curios, antiques and objects of art.
49. To carry on all or any of the businesses of generating and distributing electricity, gas and heat and of manufacturing or dealing in all kinds of machinery, equipment and appliances required for generating, distributing, employing and consuming electricity and of acting as electrical engineers and contractors and of purifying and distributing water.
- \*50. To carry on all or any of the businesses. of constructing buildings, roads, bridges, dams, railways, ports and working as builders and contractors, architects, decorators and manufacturers and processors of and dealers in all kinds of building materials including bricks, tiles, marbles, hardware, cement, sanitary goods, road making materials and of acting as estate agents, brokers, managers of estates and properties and of acquiring premises on lease and giving them on sublease.
51. To carry on all or any of the businesses of cultivating, producing and dealing in agricultural products including foodgrains, cash crops, oil seeds, fruits, vines, vegetables, flowers, tea, coffee, cinchona, cotton, rubber, and the business of dairy farming, including making of condensed and powdered milk, cream, cheese, butter and other milk products and the business of poultry farming, live stock breeding and processing and canning of food articles, spices, fruits and vegetables and of cultivating and exploiting forests and utilising forest products.
52. To carry on all or any of the businesses of brewers, distillers, millers, bakers, butchers, confectioners and makers and manufacturers of and dealers in flour, rava, maida, biscuits, bread, sugar, gur, khandsari, molasses, syrups, food articles of all types and description, cigarettes and other articles made of or with tobacco and aerated, mineral and artificial water, alcohol, beer, ale, wines, whiskies and liquors of every description.

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\* *Special Resolution passed in Extra Ordinary General Meeting held on 17/03/2007 u/s 149(2A) for commencement of activity.*

53. To carry on all or any of the businesses of carriers of passengers and goods and merchandise by air, sea or surface transport and to maintain airways, shipping line, railways, roadways and other transport services and to act as clearing agents, forwarding agents, travel agents, charterers, tour agents and freight contractors.
54. To carry on all or any of the businesses as merchants, traders, commission agents, buying agents, selling agents, brokers, adatias, buyers, sellers, importers, exporters, dealers in, collectors, of or in any other capacity and to import, export, buy sell, barter, exchange, pledge, mortgage, advance upon or otherwise trade and deal in machinery, equipments, components, spare parts, goods, produce, articles and merchandise of any kind whatsoever and without prejudice to the generality of the foregoing, agricultural commodities, foodgrains, cash crops, cotton, tea, jute, coffee, fruits spices, vegetables, flowers, milk, milk products, meat, seeds, raw materials required by industries, semi-finished products of industries and finished products of industries including machinery, equipment, chemicals, intermediates, electrical goods, textile yarns, garments, furniture, minerals, ores and oils as wholesalers or retailers on the basis of ready delivery or forward contracts or on commission basis.
- \*55. To purchase, hold, take on lease or exchange, take on mortgage and give on mortgage, hire or otherwise acquire and hold or deal in any movable or immovable property including lands, buildings, houses, flats, bungalows, shops, offices, godowns, patents, licences and any rights, interests, and privileges therein and to develop.
56. To carry on all or any of the business of producing, distributing and exhibiting films, of manufacturing and dealing in cameras, cinematographic machinery and materials and photographic equipments and materials.
57. To carry on all or any of the businesses of running hotels, restaurants, lodging houses, milk and snack bars, laundries, libraries, swimming pools, night clubs, hair dressing and beauty saloons, chemist shops, cold storages, cinemas, amusement centres, wine and beer shops, departmental stores, hospitals, clinics, nursing homes, maternity and family planning units, pathological laboratories, optician shops, message houses, concert and dancing halls, discotheques, schools, colleges, and training institutions, circuses, sports clubs, skating halls, boating and paddling pools, garage and service stations, repair shops, petrol pumps, gymnasiums, safe deposit vaults, warehouses, godowns, car parks, hangers and race courses.
58. To carry on all or any of the business of finance brokers, of insurance and acting as insurance brokers and agents of underwriters, consultants, assessors, valuers, surveyors, mortgage brokers and undertaking the provision of hire purchase and credit sale finance and of acting as factors and brokers in any line or activity, Provided that nothing contained here shall enable the company to carry on the business of Banking as defined in the Banking Regulations Act, 1949.

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*\*Special Resolution passed in Extra Ordinary General Meeting held on 17/03/2007 u/s 149(2A) for commencement of activity.*

59. To carry on all or any of the businesses and professions of providing services of all types including technical, administrative, marketing and other office services and providing services, of technicians, scientists, artists, administrators, salesmen economists, accountants, tax experts and of acting as recruitment agents, advertising agents, organisers of conferences, auctioneers, trustees, executors, administrators, attorneys, nominees, receivers, secretaries and agents (and to exercise the power of custodians, trustees and trust corporations) and to working as professional consultants, on technical, financial, management, productivity, taxation, employment, investment, marketing, banking and economic problem and matters.
60. To carry on all or any of the businesses of procuring, developing and supplying technical know-how, patents, inventions, drawings, designs, and other scientific formulae and processes for the manufacture or processing of goods and materials and for the installation or erection of machinery or plant for such manufacturing and processing and for the working of mines, oil wells and other sources of minerals and deposits and for search and discovery and testing of mineral deposits and for carrying out any operations relating to agriculture, animal husbandry, dairy or poultry farming, forestry and fishing and of tendering services in connection with the provision of such technical know-how.
61. To carry on all or any of the businesses of guaranteeing the performance of any contract or obligation of any company, firm or persons and of guaranteeing the payment and repayment of the capital and principal of dividend, interest or premium payable on any stock, shares and securities, debentures, debenture stock, mortgage, loan and other securities issued by any company, corporation, firm or persons, including (without prejudice to the said generality) bank overdrafts, bills of exchange and promissory notes and generally of giving guarantees and indemnities and guaranteeing the fidelity of persons filling situations of trust or confidence or due performance of duties.
62. To carry on all or any of the business of under-taking or arranging for the writing and publication of books, magazines, journals or pamphlets on subjects relating to trade, commerce, industry, agriculture, medicine, banking, insurance, investment, taxation, finance, economics, law and other subjects.
63. To carry on the business of dealers and in metals, bullion, gold, silver, diamonds, precious stones, ornaments, and jewellery and paintings and coins and manuscripts and objects of art, antiquities and films, shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscriptions, tender, purchase, exchange, or otherwise on the basis of forward contracts or ready delivery and to subscribe for the same or to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership.
64. To promote, organise, manage, or deal with Unit Trusts, and to hold, dispose of or deal with their shares and securities whether of fixed or variable return.
65. To make and enter into forward and speculative transactions and to accept and or cut double or single options, in jute, hessian, cloth, gunny

bags, wheat, cotton, linseed, shares, securities, gold, silver, bullion, yarn, textile, textile products and any other goods, things or commodities.

66. To undertake, aid or promote research in economic, fiscal, commercial, financial, agricultural, medical, industrial, mining, technical and scientific problems and matter.
67. To become member of other bodies of persons and associations, including societies, clubs, and companies limited by guarantee, whether formed for profit or for non-profit activities.
68. To carry on the businesses of undertaking and setting up projects on turn key basis.
69. To undertake, carry out, promote and sponsor programmes for rural development including any programme for producing the social and economic welfare or the uplift of the people in any rural area and to incur any expenditure on any programme or rural development and to assist execution and promotion thereof either directly or through any agency or in any other manner. Without prejudice to the generality of the foregoing. "Programme of rural development" shall also include any programme for promoting the social and economic welfare or the uplift of the people in any rural area which the Directors may consider likely to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural area under section 35CC of the Income-Tax Act, 1961, or any other law relating to the rural development for the time being in force or as may be regarded by the Directors as rural areas, and in order to implement any of the above mentioned objects or purposes without consideration or at such fair or concessional value and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institutions or Funds or any other agency devoted to the work of rural development.
70. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social economic or moral uplift of the public and in such manner and by such means in order to implement any or the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any public institutions or trusts or funds or any other agency devoted to the work of rural development.
71. Subject to the provisions of the Companies Act, to contribute to any political party or to any individual or body for any political or semi-political nature which in the opinion of the Company will directly or indirectly result in the promotion or advancement of the business or objects of the Company, or generally in the type of business in which the Company may be engaged or interested.

72. To provide for the welfare of Director or employees or employees of the Company or its predecessors in business and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses or dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses or profits sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds, profits sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
  73. To carry on business of or as agriculture, agricultural produce or products, horticulture or horticultural produce or products, food or fruit processing or preservation, dairy, dairy farming, dairy produce and products, forestry, forest produce or products.
  74. To run, assist, promote, sponsor or in any other way or manner application of new techniques, technologies scientific methods, manners or processes including bio-technology of tissue culture or gene transfer in the field of agriculture, horticulture, forestry dairy and dairy farming.
  75. To carry on the activities of farming in all its branches.
  76. To carry on the business of timber growers and the sale of timber and trees of every kind.
  77. To acquire or erect glasshouses and any other premises for the promotion of speedy growth of crops, vegetables, fruit or flowers and to sell the produce thereof by wholesale or retail.
  78. To carry on any other business, profession and trade and to do all such other things as in the opinion of the Board of Directors can be things as in the opinion of the Board of Directors can be carried on or done advantageously in connection with its business profession or trades or calculated directly or indirectly to enhance the value of or render profitable any of the Company's business properties or rights.
- IV. The Liability of the member is Limited.
  - V. The Authorised Share Capital of the Company is Rs.7,50,00,000/- (Rupees Seven Crores Fifty Lakhs only) divided into 75,00,000 (Seventy Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each, with powers to increase or reduce the capital, to divide the capital into several classes and attach thereto respectively such 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 be provided by the regulations of the Company and to consolidate or subdivide the shares and issue share of higher or lower denominations in accordance with the Regulation of the Company and legislative provisions for the time being in force in that behalf.
  - VI. The rules and regulations governing the company from the date of its registration by the Registrar of Companies, Maharashtra shall be laid down in the Articles & Association as executed the day by the signatories to this memorandum.
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We the several persons, whose names, addresses and descriptions are subscribed are desirous of being formed into a Company in pursuance of this **Memorandum of Association** and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names:

| Name, Address, Description and Occupation of Subscriber.   | No. of Equity Shares taken by each Subscriber | Signature of Subscriber | Name, Address Description and Occupation of Witness   |
|--|---|-------------------------|---|
| <b>LACHMAN NANIKDAS HINGORANI</b><br>S/o. Late Nanikads Hingorani<br>7A, Jeevan Jagruti<br>Dr. Ambedkar Road,<br>Bandra,<br>Bombay - 400 050.<br><br><b>Occupation : Business</b>    | 1,00,000                                      | Sd/-                    | Sd/-<br><b>VIJAY AGARWAL</b><br>S/o. Shri Gopi Kishan Agarwal<br>503, Jolly Bhavan No.1,<br>New Marine Lines,<br>Bombay - 400 020.<br><br><b>CHARTERED ACCOUNTANT</b> |
| <b>CHANDRA NANIKDAS HINGORANI</b><br>W/o. Late Nanikdas Hingorani<br>10-A, Jeevan Jagruti,<br>Dr. Ambedkar Road,<br>Bandra,<br>Bombay - 400 050.<br><br><b>Occupation : Business</b> | 2,98,000                                      | Sd/-                    |   |
| <b>RENU LACHMAN HINGORANI</b><br>W/o. Lachman N. Hingorani<br>7A, Jeevan Jagruti,<br>Dr. Ambedkar Road,<br>Bandra,<br>Bombay - 400 050.<br><br><b>Occupation : Business</b>          | 1,00,000                                      | Sd/-                    |   |
| <b>KAVITA NARAIN HINGORANI</b><br>W/o. Narain N. Hingorani<br>10-A, Jeevan Jagruti,<br>Dr. Ambedkar Road,<br>Bandra,<br>Bombay - 400 050.<br><br><b>Occupation : Business</b>        | 500   | Sd/-                    |   |

Contd.....

| Name, Address, Description and Occupation of Subscriber   | No. of Equity Shares taken by each Subscriber | Signature of Subscriber | Name, Address Description and Occupation of Witness   |
|---|---|-------------------------|---|
| <p><b>HARESH RELLUMAL TECKCHANDANI</b><br/>S/o. Late Rellumal Teckchandani<br/>C. T. Suryakiran Society,<br/>3rd Floor, Plot 104, J. P. Road,<br/>Model Town,<br/>Andheri (W),<br/>Bombay - 400 053</p> <p><b>Occupation : Business</b></p> | 500   | Sd/-                    |   |
| <p><b>VIDYA RELLUMAL TECKCHANDANI</b><br/>W/o. Late Rellumal Teckchandani<br/>C. 7. Suryakiran Society,<br/>3rd Floor, J. P. Road,<br/>Model Town,<br/>Andheri (W),<br/>Bombay - 400 053.</p> <p><b>Occupation : Business</b></p>           | 500   | Sd/-                    |   |
| <p><b>ANIL S. MISHRA</b><br/>S/o. Surendra Mishra<br/>B/15 Sapta Sandhu,<br/>3rd Floor, SVP Road,<br/>Borivli (W),<br/>Bombay - 400 092.</p> <p><b>Occupation : Service</b></p>   | 500   | Sd/-                    |   |
| <b>TOTAL</b>  | 5,00,000                                      |                         | <p style="text-align: center;">Sd/-<br/><b>VIJAY AGARWAL</b><br/>S/o. Shri Gopi Kishan Agarwal<br/>503, Jolly Bhavan No.1,<br/>New Marine Lines,<br/>Bombay - 400 020.</p> <p style="text-align: center;"><b>CHARTERED ACCOUNTANT</b></p> |

Date : 07.12.1994

Place : Bombay

## EXHIBIT 'A'

TRUE COPY of the Minutes of the Partners Meeting of CEENIK EXPORTS (INDIA) at the Registered Office at 129-A/I, Shah & Nahar Industrial Estate, Lower Parel, Bombay - 400 013 on the 3rd December 1994 at 11 A.M.

**PRESENT**

1. SHRI LACHMAN NANIKDAS HINGORANI
2. SMT. CHANDRA NANIKDAS HINGORANI
3. 'SMT. RENU LACHMAN HINGORANI
4. SMT. KAVITA NARAIN HINGORANI
5. SHRI HARESH RELLUMAL TECKCHANDANI
6. SMT. VIDYA RELLUMAL TECKCHANDANI
7. SHRI ANIL S. MISHRA

Mr. Lachman Hingorani was voted the Chairman of the Meeting. The Chairman then proposed and seconded by Smt. Chandra Nanikdas Hingorani that Partnership firm M/s. Ceenik Exports (India) should be registered as a Public Limited Company Limited by shares under Part - IX of the Companies Act, 1956. After discussion, the following resolution was passed :

"UNANIMOUSLY RESOLVED THAT the Partnership firm **M/s. CEENIK EXPORTS (INDIA)** be registered into and as under Part - IX of the Companies Act, 1956 as Company limited by shares and that Shri Lachman Hingorani and Smt. Renu Lachman Hingorani be and are hereby authorised to take all the necessary steps in this regard"

"RESOLVED FURTHER THAT the partnership firm **M/s. CEENIK EXPORTS (INDIA)** on registration into and as under Part IX of the Companies Act, 1956 be governed by the Memorandum of Association and Articles of Association as adopted on such registration and that Table A to Schedule I of the Companies Act, 1956 be adopted in the Articles of Association as aforesaid and to the extent as specifically clarified in the said Articles of Association"

The meeting was terminated with a vote of thanks to the Chair.

CHAIRMAN

Bombay

Dated : 3.12.1994