
MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

IST LIMITED



COMPANY NO. **55-8316**

**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT UPON CHANGE OF NAME**

*In the Office of the Registrar of Companies, N.C.T. Of Delhi & Haryana
(under the Companies Act, 1956 (1 of 1956))*

IN THE MATTER OF **INDO SWISS TIME LIMITED**

I hereby certify that **INDO SWISS TIME LIMITED**

..... which was originally
incorporated on **TWENTY FOURTH** day of **SEPTEMBER**
One Thousand Nine Hundred **SEVENTY SIX** under the
Companies Act, 1956 (Act 1 of 1956) under the name **INDO SWISS TIME
LIMITED**.....

..... having duly passed the necessary
resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the
Central Government signified in writing having been accorded thereto under Section 21
read with Government of India, Department of Company Affairs Notification No. G.S.R.
507(E) dated 24-6-1985 by Registrar of Companies, N.C.T. of Delhi & Haryana, New Delhi
vide letter No. **21/55-8316/47** dated **10-1-1996** the name of the said Company
is this day changed to **IST LIMITED**

and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at NEW DELHI this **15TH**
day of **JANUARY** One Thousand Nine Hundred and Ninety **SIX.**



(D. R. CHATURVEDI)
ASST REGISTRAR OF COMPANIES,
N.C.T. OF DELHI AND HARYANA



FORM I.R.

CERTIFICATE OF INCORPORATION

No. 8316 of 1976-77

I hereby certify that.....INDO SWISS TIME LIMITED.....

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

Given under my hand at.....NEW DELHI.....

this.....THIRTY-FIRST.....(9th).....day of.....AUGUST.....(BHADRA).....

One thousand nine hundred and...SEVENTY-SIX (SAKA-1898)



Sd/-
S. KUMAR
Registrar of Companies
DELHI & HARYANA.

(THE COMPANIES ACT, 2013)
(PUBLIC COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION

OF

IST LIMITED

- I. The name of the Company is IST LIMITED.
- II. The Registered Office of the Company will be situated in the State of Haryana.
- III. THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE :
 - (A) "OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :
 1. To carry on the business of manufacturers, designers, assemblers, processors, importers, exporters, buyers, sellers of and dealers in India or elsewhere all kinds, types and description of watches, whether electronic, digital, automatic, electrical, quartz, transistorised, solar, mechanical, industrial and all kinds of parts and components, watch cases, watch crown and watch hands, watch metal, leather and/or PVC bands, and all other ancillary products, materials, goods and ingredients used or that could be used in the manufacture and assembly of watches and all kinds of tools, equipment and machinery, allied products and substitute for all or any of them and to treat and utilise any waste arising from any such assembly, or manufacturing.
 2. To carry on the business of merchants, agents, sub-agents, commission agents, stockists, distributors, brokers, selling and purchasing agents, wholesale and retail dealers in India or elsewhere in all or any kind or description of watches, watch parts, and ancillary articles.
 3. To act as stockists, distributors, buyers, sellers, importers and exporters, suppliers of all kinds of raw materials, components, and parts in India or elsewhere used or that could be used in assembly of watches and to supply such raw materials to any other person, firm, parties or body corporate for getting parts and components on conversion basis, as required to carry out the activities as mentioned in objects as mentioned above.
 4. To design build, construct, develop, own, operate, lease, hire, sell, market, support and maintain Information Technology Park/Software Technology Park/Hardware Technology Park in India or elsewhere either on its own or in partnership with any individual/firm/companies, in accordance with the laws of India.
 5. To carry on in India or elsewhere any of the business in the field of Internet Service Providers, Telecommunications; to provide services related to E-Commerce, Electronic Data Interchange, Networking, High End Voice, Data and Image Transfer Solutions, Web T.V., On Line Shopping, Creation of Web Sites and Web Solutions, CGI Interface, FTP Access, Usenet and Telnat, Internet Relay Chat, Domain Name Registration and Routing, Computer Storage Space Solutions. To Develop, design, conceptualize, improve, produce, reproduce, market, patent, distribute, buy, sell, licence, provide, import, export, implement, operate, support and maintain information technology and communication based products and services including those through the internet world wide computer network; voice data and image transfer in any form including digital data packets, storage media such as floppies, disk drives, magnetic tapes, publishing, multimedia. To provide services of consultancy and training, designing, coding and integrating systems for internet and internet

solutions, and to develop, configure or deal in computer hardware and systems including assemblies, sub - assemblies and other accessories, peripherals thereof, digital products, and the development and marketing of software and all types of products and services relating to computer industry.

6. To engage in E-Commerce and related services for all kinds of products and services including merchandise, financial products and services, distribution and collection services using the worldwide computer networks and web services available and to obtain/offer agencies, tie-ups, distributorships of organisations that develop and market internet related products and services any buy, sell, market, distribute or deal in such products and services and acquire or rent computer/ storage space on worldwide web or similar networks for this purpose.
7. To establish, promote, purchase, setup, or connect with and/or lease any database, network, data and information processing centres, call centers and bureaus either of its own or franchise centres for dissemination of knowledge and information related to the computer, communications and information technology industry in various forms including print, video, CD-ROM, electronic media and digital media, Internet, Intranet, Modems, Video Conferencing, E-mail, Voicemail, Voice Response Systems, Multiplexers, Line Drivers, Routers, Bridges, Hubs, VSATs, Radio Trunking, Networking, Telecom Software, Cable wireless Networks, ERP solutions and satellite communications.

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

1. To enter into arrangement and contracts with Indian or foreign individuals, companies or other organisations for technical, financial or any other collaboration or assistance for carrying out all or any of the objects of the Company.
2. To acquire from any person, firm or body corporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, layouts, blue prints useful for the design, erection and operation of plant required for any of the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.
3. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licences, easements, options and other rights over and in any other manner whatsoever, to transfer deal with or dispose of the undertaking, property, assets, rights, and effects of the company, or any part thereof for such consideration as the Company may think fit and in particular for shares, stocks, debentures whether fully or partly paid up or other securities of any other Company whether or not having objects altogether or in part similar to these of the Company.
4. To pay for any rights or property acquired by the Company and to remunerate any person or Company whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
5. To establish or promote or concur to be interested 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 whatsoever and to transfer to any such Company and property of this Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other Company and to subsidise or otherwise assist any such other Company.
6. To purchase, take on lease or licence or in exchange/hire or otherwise any real and/or personal property and any rights or privileges, which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the Company

and, in particular any land (free hold, lease hold or other tenure), building, easement, machinery, plant & stock-in-trade and on any such lands to erect buildings, factories, sheds, godowns, or other structures for the works and purposes of the Company, and also for the residence and amenity of its employees, staff and other workmen and erect and install machinery and plant and other equipments deemed necessary or convenient or profitable for the purposes of the Company and either to retain any property to be acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.

7. To acquire, hold, use, sell, assign, lease, grant licences, in respect of mortgage, pledge or otherwise dispose of in any part of the world any patents of India, patent rights, licences and privileges, invention, improvements and processes, copyrights, trade marks, trade names, concessions and formula, of any mixture whatsoever and apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions and the like conferring any exclusive or non-exclusive, or limited to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property right or information so acquired and to expend money in experimenting upon testing or improving any such patents, inventions or rights and without prejudice to the generality of the above any contracts, concessions for or in relation to the supply and sale of any products or other substances, materials, articles or things or equipment for or in relation to the construction, execution, carrying out, improvement, administration or control of any works and conveniences required for the purpose of carrying out, any of the business which the Company is entitled to carry on and to undertake, execute, carry out, dispose of, or otherwise turn to account, such contracts, or concessions.
8. To develop, design, engineer, sell, exchange, alter, improve, convert, manipulate, prepare, market, import or export or otherwise deal in any or all kinds of equipments, machinery, apparatus, components, and other parts used or that could be used in making various parts, components and precision tools having the end use for any activities as mentioned above.
9. To repair, remodel, clean, renovate, convert, manipulate and prepare for resale and resale any goods from time to time belonging to the Company, as covered by main objects.
10. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances, of any business concern and undertaking and generally of any assets, property or rights, in connection with the main objects of the Company.
11. To build contract, maintain, enlarge, pull down, remove or replace, improve or develop and to work, manage and control any buildings, offices, factories, mills, foundaries, refineries, furnaces, godowns, warehouses, shops, machinery, engines, road, ways, railways, tramways, or other means of transport, siding, bridges, reservoirs, dam, watercourses, water-systems, wharves, electrical works, gas works or works operated by any other kind of power and also such other machinery, equipment, conveyances, works and conveniences, which may seem calculated directly or indirectly to advance the interests of the Company and to subsidise or contribute to or otherwise assist or take part in doing any of these things and/or to join with any other person or Company or with any Government or governmental authority in doing any of these things.
12. To carry on the business of a water works Company in all its branches and to sink wells and shafts, and to make, build and construct, lay down and maintain, reservoirs, water works, cisterns, culverts, filter beds, main and other pipes, and appliances and to execute and do all

other works and things necessary or convenient for obtaining, storing, selling, delivering, measuring and distributing water for the purposes of the Company.

13. To let or lease or on hire-purchase system or to lend or otherwise dispose of any property belonging to the Company and to finance the purchase of any articles or articles, whether made by the Company or not, by way of loans or by the purchase of any such article or articles, and the letting thereof on the hire purchase system or otherwise.
14. To amalgamate, or enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession, with any person, firm 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 so as directly or indirectly to benefit the Company.
- 15.* To purchase or otherwise acquire and undertake the whole or any part of the business property, rights and liabilities of any person, firm or Company carrying on or proposing to carry on, any business which this Company is authorised to carry on, or possessed of property or rights suitable for any of the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to purchase, acquire, sell and deal in property, shares, stocks, debenture-stock of any such person, firm, or Company, and to conduct make or to carry into effect any arrangements in regard to the winding up of the business of any such person, firm, or Company.
16. To manufacture and/or assemble tools, precision components such as stamping and equipments as used by this industry and business machines, electronics, telecommunication, defence equipments, aeronautics and machinery for manufacture such tools, components and stamping.
17. To underwrite, acquire by purchase, subscription or otherwise and to receive, hold, own guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, cases in action and evidences of indebtedness or interest issued or created by any corporations, joint stock Companies, syndicates, associations, firms, trusts, or persons, public or private, or by the Government of India or by any foreign government, or by any state, territory, province, municipality or other political sub-division or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.
18. To enter into any arrangement with any Government or Authority, Central State, Local or Foreign or Public body or persons or authority, or firm or any private individual that may seem conducive to the Company's objects or any of them and to obtain from any such Government, Authority, person or Company any concessions, grants, decrees, rights, charters, contracts, licences, powers, and privileges whatsoever which may seem to the Company capable of being turned to account or which the Company may think directly or indirectly conducive to any of its objects or capable of being carried on in connection with its business and to work, develop, carry out, exercise and turn to account the same.
19. To apply for, promote and obtain any act of Parliament, charter, privilege, concession, licence, or authorisation of any Government, State or Municipality, provisional order or licence of any authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company, 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 interest of the Company, but not amounting to political contribution.

20. To establish, maintain and conduct training schools, courses and programmes in connection with the sale, installation, use, maintenance, improvement or repair of machines, apparatus, appliances or products, and of articles, required in the use thereof or use in connection therewith by the Company, and establish, provide, maintain and conduct, or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiment, and tests of all kinds and to promote studies and research, both scientific and technical, investigations and invention by providing, subsidising endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professor or teachers and by providing for the award of exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward 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.
21. To make donations to such persons or institutions either of cash or of any other assets as may be thought directly or indirectly conducive to any of the Company's objects 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 for charitables, scientific, religious, or benevolent national, public or other institutions, objects or for any exhibition or for any public, general or other objects, but not amounting to political contribution.
22. To establish and maintain or procure the establishment and maintenance of any contributory and non-contributory provident, pension or superannuation funds 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 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 the 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, subsidise and subscribe to any institutions, associations, clubs or funds calculated to 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 persons as aforesaid and to any of the matters aforesaid either alone or in conjunction with any such other Company as aforesaid.
23. To give officers, servants, or employees of the Company interest in the profits of the Company's business or any branch thereof and whether carried on by means or through the agency of any subsidiary Company or not, and for that purpose to enter into any arrangements which the Company may think fit.
24. To train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of or for furtherance of the Company's objects.
25. To provide residential and/or sleeping accommodation for workmen and others and in connection therewith to afford to such persons facilities and conveniences for washing, bathing, cooking, reading, writing and finding employment, and for the purchase, sale and consumption of provisions both liquid and solid and for the safe custody of goods.
26. 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 interested or concerned, and whether between the

Company and third parties, to arbitration in India or at any place outside India, and observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.

27. To pay out of the funds of the Company all costs, charges and expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company and/or the issue of its capital or which the Company shall consider to be preliminary, including therein the cost of advertising, printing, and stationery and commission for obtaining application for taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company and expenses expended upon the formation of agencies, branches and local boards.
28. Upon any issue of share, debentures or other securities of the Company, to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash or by the issue of share, debentures or other securities of the Company or by the granting of options to take the same, or in any other manner allowed by law.
29. To borrow or raise money, or to receive money on deposit or loan at interest or otherwise in such manner as the Company may think fit, and in particular by the issue of debentures, (perpetual or otherwise) and convertible into shares of this or any other Company or not and so secure the repayment of any such money borrowed, raised, or received, or owing by mortgage, pledge, charge or lien upon all or any of the property, assets or revenue of the Company (both present and future) including its uncalled capital and to give the creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance of the Company or other person, firm or Company of any obligation undertaken by the Company or any other person, firm or Company as the case may be.
30. To lend and advance money or to give credit to such persons or Companies and on such terms as may seem expedient and in particular to customers of and other having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or Companies and generally to give guarantee and indemnities.
31. To invest, deposit and deal with moneys of the Company in such manner as may from time to time be determined.
32. To take or concur in taking all such steps and proceedings as may seem best calculated to obtain and justify public confidence and avert or minimise financial disturbances which might affect the Company, subject to the provisions of Companies Act, 2013.
33. To confer upon any encumbrancer or trustee for any encumbrances of uncalled capital, such powers of making and enforcing calls and of voting the transfer of shares not fully paid up as may be thought fit, subject to the provisions of Companies Act, 2013.
34. To issue or guarantee the issue of the shares, debentures, debenture-stock or other security or obligations of any Company, association, corporation, firm or person and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
35. To draw, make, accept, endorse, discount, execute and issue and negotiate bills of exchange, hundies, bill of lading, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities subject to the provisions of Banking Companies Act, 1949.
36. To buy, sell, erect and service watches, watch parts, tools, precision components and equipment for the manufacture of precision components in India and abroad.

37. To render consultancy services in the manufacture of all kinds of watches, watch parts, tools, components and precision equipments.
38. To vest any real or personal property rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
39. To act as agents or brokers and as trustees for any person or Company and to undertake and perform sub-contracts and do all or any of the above things in any part of the world as principals, agents contractors or trustees or otherwise and through agents, sub-contractors or trustees or otherwise and either alone or jointly with others.
40. To procure other recognition of the Company in any country, state or place and to establish, maintain and regulate agencies in India or in any part of the world for the conduct of the business of the Company or for the sale of any materials or things for the time being at the disposal of the Company for sale.
41. Subject to the provisions of the Companies Act, 2013 or any other law for the time being in force, to distribute in specie or otherwise as may be resolved, any property or assets of the Company including the shares, debentures, or other securities of any other Company formed to take over the whole or any part of the assets or liabilities of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
42. To carry on any business or branch of a business which this Company is authorised to carry on by means or through the agency of any subsidiary Company or companies and to enter into any arrangement with any such subsidiary Company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary Company or guaranteeing its liabilities, or to make any other arrangements, which may seem desirable with reference to any business or branch so carried on, including power at any time either temporarily or permanently to close any such business or branch and to appoint Directors or Managers of any such subsidiary Company.
43. To carry on activities for exploring designs, patents, inventions and scientific innovations, engineering techniques in India or elsewhere in connection with any activities of the Company as mentioned above.
44. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms or individuals, and to do every other acts or things incidental or appurtenant to or growing out of connected with the aforesaid business or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.
45. To purchase, breed, raise, produce or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose of, trade, deal in and deal with any and all kinds of animals and agricultural products and purchase, manufacture, produce or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose of, deal in and deal with any and all articles or things manufactured, produced, resulting or delivered in whole or in part from animals or agricultural products, resulting or delivered in whole or in part from animals or agricultural products of any kind, whether to be used as food or in commerce, the manufacture, the sciences, the arts or otherwise.

46. To cultivate grow, produce and deal in any vegetable products and to carry on all or any of the business of foremen, dairymen, mill contractors, dairy foremen, millers, purveyors and vendors of milk, cream, cheese, butter, poultry, and provisions of all kinds, growers of, and dealers in, corn, hay and straw, and seedsmen.
47. To carry on business as timber merchants, sawmill proprietors and timber growers and to buy, sell, grow, prepare, for market manipulation import, export and deal in timber and wood of all kinds and to manufacture and deal in veneers, veneer products, veneer for teaches, packing cases and commercial board, decorative veneers, laminate boards, black boards, composite boards, compressed boards, pressed boards, hard board, ship board, bent wood, moulded wood and articles of all kinds in the manufacture of which timber or wood is used.
48. To undertake safe custody and warehousing of merchandise, goods and materials and to provide cold storage and other special storage facilities.
49. To carry on, in any mode, the business of storekeepers in all its branches and in particular to buy, sell manufacture and deal in goods, stores, consumable articles, chattels, and effects of all kinds, both wholesale or retail.
50. To carry on business as importers and exporters of goods or merchandise of any description or to act as shippers, underwriters, commission agents, advertising agents, travelling agents, transport agents, forwarding and clearing brokers, estate agents and hardware merchants.
51. To carry on general business of providing comparative information about the characteristics, interest or other attributes of individuals, communities, organisations, countries or other social units and of any articles or commodities or economic trends or persons whatsoever, to design, invent, prepare, own, make use of lease, sell or otherwise dispose of and, generally, to deal in computers, data processing machines, tapes, cards, memory equipment and materials of every kind and description useful in connection with this business, to license or otherwise authorise others to engage in the foregoing, and to engage in general research and development in area related to or involving the foregoing.
52. To manufacture, produce, assemble, distribute, stock, barter, exchange, pledge, repair, use, buy, sell, import and export and otherwise deal in all types of scientific instruments, and their accessories, testing instruments, process control instruments, electrical and electronic instruments, nautical, aeronautical and survey instruments, optical and ophthalmic instruments, general laboratory medical and surgical instruments, apparatus, scientific laboratory glass ware, photographic, chemical and other instruments, apparatuses, appliances, equipments, devices, contrivances, their accessories and components.
 - (a) To construct a cinematography theatre and such other building and works and conveniences, for said purpose thereof and to manage, maintain and carry on the said theatre and to let out such other buildings when so erected or constructed.
 - (b) To carry on the business as proprietors and managers of theatres (cinemas, picture places and concert halls) and to provide for the production, representation and performance (whether by mechanical means or otherwise) of operas, stage plays, operatus, burlesques, vaudevilles, revues, ballets, pantomimes, spectacular pieces, promenade, and such other concerts, musical and dramatic performances and entertainments of all types.
 - (c) To carry on the business of restaurant keepers, wine, and spirit merchants, licensed victuallers, theatrical agents, box office keepers, dramatic and musical literature publisher and printers.

- (d) To manufacture films and such other appliances and machines in connection with mechanical reproduction or transmission of pictures, movements, music and sounds and to organise and conduct theatrical production and entertainment of all kinds.
 - (e) To enter into agreements with author or such other persons, for the dramatic or other rights of operas, plays, films, operatus burlesque, vaudeville, revues, ballet, pantomimes, spectacular pieces, musical compositions and other dramatic and musical performances and entertainments or for the representation thereof in India and elsewhere, as well as of foreign rights and to enter into agreements of all kinds with artists and such other persons related thereto.
53. To carry on the business of hotel, cafe, restaurant, tavern, beer house, restaurant room, boarding and lodging house keepers beer merchants, maltsters, manufacturers of aerated minerals and artificial waters other drinks purveyors, caterers, for public amusement coach, cab, carriage and motor-car proprietors, livery stable and garage keepers, importers and brokers of food, live and dead stock, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusements and recreation, sport, entertainment and instruction of all kinds tobacco and cigar merchants, agents for railways road, air and shipping companies and carriers, theatrical and opera-box office proprietors and general agents and to provide services and facilities of all kinds on commercial basis that may be required for the tourist and entertainment industry.
 54. To purchase, sell, develop, take in exchange, or on lease, hire or otherwise acquire, whether for investment or sale, or working the same, any real or personal estate, including lands, mines, business, building, factories, mills, houses, cottages, shops, depots, warehouses, machinery, plant, stock in trade, mineral rights, concessions, privileges, licences, easement or interest in or with respect to any property whatsoever for the purpose of the Company in consideration for a gross sum or rent or partly in one way and partly in the other or for any other consideration.
 55. To carry on the business of metal foundries, manufacturers of aluminium, brass, copper, lead, silver and metal sheets, wires, rods, squares, and plates of all sizes and description, aluminium, lead and other metal foils and utensils, lead and brass pipes, sheets, ingots and circles and parts.
 56. To undertake and execute any contracts for work involving the supply or use of any machinery and to carry out any ancillary or other works comprised in such contracts.
 57. To plan, promote, organise, provide, operate and act as agents for any air transport service as flight by aeroplane and/or helicopter for commercial or any other purpose and to carry out all forms of aerial flights in different cities as may become necessary and to set up and operate, maintenance and ground support facilities including use of helicopters for lifting of load cargo in support of construction works, air, sea, land rescue operations. This is to include special air operations and allied services such as aviation consultancy, crops spraying by both helicopters and fixed wing aircrafts, high tension wire clearing operation, storage, sale and distribution of spares and ground equipments and other aviation logistic supplies.
 58. To carry on business of designing, manufacturing, assembling, altering, installing, erecting, commissioning, repairing, servicing, maintaining, importing and exporting consultancy services and acting as agents for all types of power generation/distribution/utilisation equipment and appliances and components necessary for the above.
 59. To purchase or otherwise acquire, manufacture, refine, treat, reduce, distill, blend, purify,

pump, store, hold, transport, use experiment with, distribute, exchange, supply, sell and otherwise dispose of import, export, trade and generally deal in including providing consultancy and acting as agents for any and all kinds of petroleum products, lubricants, bitumen, carbon, hydrocarbon and any products, bye-products, oil and gas exploration and other derivatives thereof.

60. To act as a holding company of, to participate in, to enter into joint venture agreements with, to finance, to corporate with, to manage and to provide advice and other services to legal or other companies and in particular, legal entities and companies which engage in the business of research, development production, marketing, erection/commissioning of power generation, distribution and transmission equipment/plants rail transport equipment, ships, automated systems for assembly, storage and surface treatment and related activities and to itself engage in such business and activities.
61. To develop, design, import, export, sell, purchase and deal in computer software and hardware and ancillaries and to render consultancy services to develop design, make research in all kinds of computer software/hardware in India or elsewhere in the world.
62. To carry on in India or elsewhere as its principal business the business of general finance and that of an investment merchant banking and for that purpose to acquire and hold either in the name of the company or in that of any nominee, shares, stocks, debentures, debenture stock warrants, bonds, global deposit receipts, notices, obligations and securities issued or guaranteed by any company wherever incorporated or carrying on business and debentures, debenture stock, warrants, bonds, notes, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioners, public body or authority, supreme, dependent, municipal, local or otherwise in any part of the world.
63. To exercise and enforce all rights and powers conferred by or incidental to the ownership of any such shares stock obligations or other securities including without prejudice to the generality of the foregoing all such powers of vote or control as may be conferred by virtue of the holding by the company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company in which the company is interested upon such terms as may be thought fit, business and to own, lease and otherwise acquire and use facilities or whatever kind as may be convenient or useful or conducive to the effective working of the said business or any part thereof.
64. To purchase, hold, acquire mines, mining lease, mining licences, mining rights, mining claims and metalliferous lands and to explore research works, exercise, development, treat, mine and to turn to account, ores, all sorts of major and minor minerals working deposits of all kinds of minerals and subsoil minerals and to crush, winset, quarry, smelt calcine, refine, dress, preserve, amalgamate, manufacture, manage, manipulate and prepare for market ore, metal and mineral substances of all kinds and to carry on metallurgical operations in all its branches. To prepare, process, manufacture, assemble, fabricate, cast, fit press, machine, treat, weld, harden, plate, temper, anneal any kinds of metals and consequential products, to act as consultants and agent in any of the aforesaid areas.

IV. The Liability of the members is Limited.

V. The Authorised Share Capital of the Company is Rs. 10,00,00,000- (Rupees Ten Crores Only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 5/- (Rupees Five Only) each."

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

| Names, addresses, occupation and descriptions of the Subscribers | No. of Shares taken by each Subscriber | Signature of Subscribers | Names, Addresses and Description of Witnesses |
|---|--|-------------------------------|---|
| Nathuram Gupta S/o Shri Begraj ji, Halu Bazar, Bhiwani (Businessman) | 100 Equity | Sd/- Nathuram Gupta | Witness to all the Seven Signatures Sd/- Prem Chand Gupta (S/o Shri Nathu Ram ji Gupta) 25, Bhagat Singh Market, B H I W A N I . Occupation (Industrialist) |
| Sanwar Mal Agarwal S/o Shri Chaturbhuj ji E/54, N.D.S.E. Part I New Delhi (Industrialist) | 100 Equity | Sd/- Sanwar Mal Agarwal | |
| Jai Parkash Aggarwal S/o Shri Keshoram ji E-54 N.D.S.E. Part I New Delhi (Industrialist) | 100 Equity | Sd/- Jai Parkash Aggarwal | |
| Shiv Kumar Gupta S/o Shri Nathuram Gupta Halu Bazar, Bhiwani (Industrialist) | 100 Equity | Sd/- Shiv Kumar Gupta | |
| Devki Nandan Tulshyan S/o Shri Chaturbhuj ji, Gurgaon (Haryana) (Service) | 100 Equity | Sd/- Devki Nandan Tulshyan | |
| Kaushalya Devi W/o Sh. Jai Parkash Aggarwal E-54 N.D.S.E. Part I New Delhi (Housewife) | 100 Equity | Sd/- Kaushalya Devi | |
| Dropadi Devi W/o Sh. Sanwar Mal Agarwal E-54 N.D.S.E. Part I New Delhi (Housewife) | 100 Equity | Sd/- Dropadi Devi | |
| Total | 700 Equity Shares | | |

New Delhi, Dated the 12th day of August, 1976.