

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

**PRIMA PLASTICS LIMITED**

- I. The name of the Company is PRIMA PLASTICS LIMITED.
- II. The Registered Office of the Company will be situated in the UNION TERRITORY DAMAN.
- III. The objects for which the Company is established are :
  - A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :
    - 1. To carry on the business in India or elsewhere as manufacturers, buyers, sellers, dealers, importers, exporters, contractors, factors, agents and suppliers and profile plastic. P.V.C. pipe, moulded industrial articles, industrial components and articles, tubing films, roles or their allied and auxiliary plastic products, extrusion process, packaging materials, injections moulding, blow moulding, compressor moulding, vacuum formings, housewares, different sizes and types of materials handling crates and/or containers, plastics paletts, plastic luggage articles, suit cases, light and heavy automobile parts, components and accessories, Electrical appliances for T.V. Cabinets, Computer parts plastic furniture vacuum flasks.
    - 2. To carry on the business of manufacturers of, dealers in, sellers, purchasers, contractors, importers, exporters, and suppliers of polythene, polypropylene, ABS, nylon, polystyrene, pur, pet, P.V.C. polyester strips, plastic powder and such other articles required to manufacture profile plastic, P.V.C. pipe, moulded household articles, tubing, films, rolls.
  - B. OBJECT INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS :
    - 3. To render, provide and supply in India or abroad technical consultancy, management, advisory and other services including furnishing of all necessary knowhow, expertise, skill and specialised knowledge in connection with and in any way relating to the establishment, setting up conduct, management or maintenance of plant dealing in the above products.
    - 4. To carry on the business of manufacturing, processing , buying, trading or otherwise dealing in plastic products of all kinds and all sorts of plastic materials including thermosetting and thermo-plastic materials and

adoption of all processes including blow moulding, injection moulding, extrusion, compression vacuum, forming fabrication, coating, brushing, laminating, dipping, impregnating or any other application by any method whatsoever.

5. To manufacture and produce either as principals or agents, trade and deal in any articles belonging to the business which the Company may carry on and all apparatus, appliances and things used in connection therewith or with any inventions, patents or privileges for the time being belonging to the Company.
6. To manufacture, assemble, purchase, import, export, lease or otherwise acquire and to sell, hire, distribute, use, deal in and otherwise dispose of plant, machinery, equipment, tools, materials, chemicals, apparatus and other articles of every description required for the manufacture of the above items.
7. To carry on the business of manufacturers, makers of, buyers, sellers, exporters, importers and dealers in and to obtain, exchange and let on hire containers, packages, receptacles, packing materials, and all kinds of other articles, materials, substances and things which may be required for the purposes of or in connection with the business of the Company or as are commonly supplied or dealt in by persons engaged in any of the said business.
8. To acquire and undertake the whole or any part of the goodwill, business, concern, undertaking, property, rights, assets and liabilities of any persons, firm, association, society, company or corporation carrying on any business which the company is authorised to carry on and to pay for the same by shares or debentures of this company, or by cash or others, and to conduct, expand and develop or wind-up and liquidate such business and to purchase and take steps for the acquisition of existing and new licences in connection with any such business.
9. To firm establish, promote, subsidise, aid, acquire, organise, or be interested in any other company or companies, syndicate or partnership for the purpose of acquiring all or any of the undertaking, property and liabilities of the Company or of any share therein by way of exchange for its shares or otherwise.
10. To enter into partnership or into any agreement for sharing profits, union of interests, co-operation, joint ventures, reciprocal, concession, licences or otherwise, with any person, firm, association, society, company or corporation carrying on or engaged in or about to carry on, or engage in any business or transaction whether in India or elsewhere which the company, special rights, licences and privileges in connection with the above.
11. To take or otherwise acquire and hold, sell, exchange, mortgage, charge or otherwise deal with shares or stock of any other company having objects altogether or in part similar to those of the company or otherwise as may be likely either directly or indirectly to benefit the Company.
12. To amalgamate with any other company having objects altogether or in part similar to those of the company or otherwise.

13. To take, purchase, subscribe for, or acquire by exchange or otherwise and to hold or deal in any shares (whether fully or partly paid) stock, debentures stock, obligations or other securities in or of any other company, or which are issued by any authority whether sovereign, Government, corporate, municipal, local or otherwise in India or elsewhere, and to cause the same or any of them to be vested in or held by a nominee or nominees for and on behalf of the Company and upon a distribution of assets or division of profits, to distribute any such shares, stocks, debentures, debenture-stock, obligations or other securities among the members of the Company, in specie, subject to the provisions of companies Act, 1956.
14. To apply for, purchase or otherwise acquire and protect, prolong and renew, whether in India or elsewhere, any patents, rights, brevets, d'invention, licences, concessions, trade marks, designs and the like conferring any exclusive or non-exclusive or limited right of use, or any secret or other informations as to any invention, process or privilege which may seem capable of being used for any of the purposes of the company, and to use exercise, develop, manufacture under or grant, licences or privileges in respect of or otherwise to turn to account the property, rights or information, use of licence so acquired, and to subsidise, take part in or assist in any experiments, investigations and researches likely to prove beneficial to the Company,
15. To purchase, take in exchange or in lease, rent, hire, lease out, occupy, allow to be occupied or otherwise and use any freehold, leasehold or other immovable property and any lands, forests, plantations, estates, shops, warehouses, showrooms, workshops, offices, buildings, premises, works, plant and machinery, stock-in-trade, waterways, easements or other rights or interests in any land, buildings, and premises or any other immovable or movable, real or personal property or rights which the company may think necessary or convenient for the purpose of it's business and as to any real property, either in consideration of a gross sum or of a rent, charged in cash, service or kind or on perpetual lease, rent or partly in one way and partly in another or others.
16. On any land or waterways, purchased, leased or otherwise acquired, to erect, build, construct, improve, maintain, develop, alter, enlarge, pull down, replace, work or manage any buildings, houses, mills, factories, works, engine houses, boiler houses, ships, workshops, offices, warehouses, showrooms, refreshment rooms, lavatories and other conveniences, cottages and any other buildings with engines, boilers, lights and power generating plant and other fixtures and fittings and apparatus for working and turning machinery and for the contort and accommodation of working people, and road-ways, branches or sidings and other works and conveniences 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, working, management, carrying out of control thereof.
17. To improve, manage, develop, mortgage, charge, sell, transfer, exchange, lease, under-lease, surrender or otherwise deal with, dispose of or turn to account, all or any part of the business, immoveable or moveable property, rights and effects for the time being of the company

In such manner, on such terms and for such purposes as the Company may think fair as to any sale of real property either in consideration of a gross sum or of a rent or otherwise and to sell, transfer, or dispose of the whole undertaking of the Company or any part thereof, for cash or such other consideration as the Company may think fit and in particular or shares, debentures or securities of any other Company having objects altogether or in part similar to those of the Company, or otherwise.

18. To lease out to tenants for cultivation and to cultivate seed, grains, vegetables, plants, trees or all kinds and descriptions on lands acquired and to use or sell or otherwise deal with all the produce or yield thereof.
19. To borrow, raise and secure the payment and repayment of money for any of the purpose of the company's business or otherwise, in such manner as the Company shall think fit and in particular, by the issue of redeemable preference shares, mortgages, debentures or debenture stock, perpetual or otherwise and issuable or payable at par, or at a premium or discount and repayable by periodical drawings or otherwise, to bearer or otherwise, charged upon all or any of the Company's undertaking and/or property (both present and future and moveable or immoveable) or by other obligations or securities of the Company or by mortgage or charge on all or any part of the property of the Company present and future, moveable or immoveable including its uncalled capital or without any charge, and to purchase, redeem or pay off, cancel and discharge any such securities, subject to provisions of Section 58-A and Rules framed thereunder, and directives of R.B.I.
20. To receive money on deposit from and to lend money to any person, firm, association, society, company or corporation at interest or otherwise and on such terms and on such security as may seem expedient or without any security and in accordance with so far as allowed by law and in particular to members or customers and others having or likely to have dealings with the Company, provided that the Company shall not carry on any banking business as defined by the banking regulation act, 1949, subject to the provisions of section 58-A and R.B.I. directives.
21. To draw, make, accept, endorse, discount, execute, retire, discharge, negotiate. Issue and honour bills of exchange, cheques, promissory notes, bills of lading, dock and warehouse warrants, rail receipts, air and/or motor way bills and other negotiable, semi-negotiable or transferable Instruments or securities.
22. To open and operate current, overdraft, loan, cash credit or deposit account or accounts with any bank, Company, firm or persons.
23. To lend out, deposit, invest and deal with the money of the Company not immediately required with or without interest or security, in such manner and upon such terms as may from time to time be determined by the director.
24. To incur debts and obligations for the conduct of my business of the Company, and to purchase or hire goods material or machinery on credit or otherwise for any business or purpose of the Company.
25. To guarantee the payment of money, unsecured or secure by or payable under or in respect of bonds, debenture, debenture-stock, contracts, mortgage, obligation or debts and other securities of any company or

of any authority, Central, State, municipal, local or otherwise, or of any person whomsoever, whether incorporated or not, and generally to transact all kinds of guarantee business, to guarantee the issue of or the payment of interest on debentures, debenture-stock: or other securities or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue.

26. To establish, maintain and conduct or discontinue or close agencies and branches and appoint representatives, agents, stockist, distributors, dealers and brokers in any part of the world for the conduct of the business of the Company or for the purchase, sale or exchange either for ready delivery or future, all types of machinery, merchandise, commodities, goods, raw materials, produce, products, articles and things, required for, dealt in or at the disposal of the Company.
27. To employ or otherwise appoint technical experts, engineers, mechanics, formen, skilled, semi-skilled, and unskilled labour for any of the purpose of the business of the Company.
28. To establish, provide, maintain and conduct or otherwise subsidise research laboratories, experimental stations, workshops and libraries for medical, scientific, industrial and technical researches, experiments and test of all kinds and to undertake and carry out research and investigations, to process, improve and invent new and better techniques and methods of manufacturing any products and improving or securing any process or processes, patent or deal with and to promote studies, researches, surveys and investigations both scientific and technical, by providing, subsidising, endowing or assisting laboratories, schools, colleges, universities, workshops, libraries, lectures, meetings, exhibitions and conferences and by providing for the remuneration of scientists, scientific or technical personnel or teachers, research workers and inventors studies, researches, experiments, tests and inventions of any kind which may be considered likely to assist any of the business of the company.
29. To continue, establish and support or aid in the establishment or support of co-operative societies, associations and other institution, finds, trusts, amenities and convenience and at it's discretion to grant bonuses, pensions, allowances and to make payment towards insurance and to subscribe or guarantee money for charitable or benevolent objects, also to remunerate by cash or other assets or by the allotment of shares credited as fully or partly paid up or in any other manner (so for as by law allowed) to any party for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital or any debenture-stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of any of it's business.
30. To donate, contribute, subscribe, promote, support or aid or otherwise, assist or guarantee, money to any charitable, benevolent, religious, scientific, national, public or other institution, funds or objects or for any exhibition or for any public, general or other objects and to become a member of any business trade, commercial and/or industrial association, institution and organisation for promotion or protection of the Company's interest or otherwise.

31. To provide for the welfare of any of the employees or past employees of the Company including Directors or ex-Directors and the wives, widows, families, dependents or connections of such persons by grants of money, donations, allowances, bonuses or other payments from time to time, or by creating and from time to time subscribing to provident and other funds, institutions, associations or trusts, and by providing, subscribing or contributing towards places of recreation, schools and other educational institutions, hospitals, dispensaries, medical and other attendances or building of dwelling houses or quarters or in similar manner as the Company may think fit.
32. To create any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund, or any other Special Fund, whether for depreciation or for repairing, improving extending or maintaining any of the property of the Company.
33. To place to reserve or to distribute as bonus shares among the members, or otherwise to apply as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company and any money received in respect of forfeited shares and money arising from the sale by the Company of forfeited shares.
34. Subject to the provisions of Act, to distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company, in the event of the wind up.
35. To refer any claims, demands, disputes or any other question by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representative or between the company and third parties to arbitration in India or at any place outside India and to observe, perform and do to all acts, deeds, matters and things to carry out or enforce the awards.
36. To pay all or any expenses in connection with the formation, promotion or incorporation of this Company or any other company or of and incidental to the winding up of any company the Whole or part of the property whereof is acquired by this Company.
37. To procure the incorporation, registration or other recognition of the company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business and to apply or join in applying to any parliament, local government, municipal or other authority or body for any rights or privileges that may seem conducive to the company's objects or any of them and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
38. To do the above things in all or any of the states in India and/or in any part of the world and either as principles, agents, contractors, trustees or otherwise and by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others.
39. To carry on the business of manufacturers, dealers in and Importers and exporters of all kinds of plastic material, chloride, polyethylene, polyolefines, vinyl acetate and compolymers or one more of the above

and/or other products acrylics and polyesters, polycarbonate, and polyethers and epoxy resins and compositions, silicon resins and moulding compositions, nylons and similar thermoplastic moulding compositions including prefabricated sections and shapes, cellulosic plastic and other thermosetting and thermoplastic materials (of synthetic or natural origin) plastic and resinous materials, elastomers, gums, glues and adhesive compositions, plasticizers, surface active agents, tanning agents, coating resins.

C. OTHER OBJECTS NOT INCLUDED IN A AND B ABOVE.

40. To carry on the business of and act as importers and exporters and manufacturers of and dealers in the fine chemicals and heavy chemicals, alkalies, acids, drugs, tannins, essences and pharmaceuticals, photographic, sizing, medicinal, chemical, petrochemical and industrial emulsifiers and other preparations and articles of any nature and kind whatsoever, waxes, natural and synthetic, synthetic industrial solvents and pasting agents, extenders, rubber chemicals, including vulcanisers, antioxidants, accelerators, reinforcing agents, carbon black, silica compounds, softeners, blowing agents, special chemical substances, cement, oils, paints, plasticisers and extenders, pigments and varnishes, dyestuffs, organic and mineral intermediates, makers of and dealers in proprietary articles of all kinds and of electrical, mechanical and photographic, scientific and surgical apparatus and materials.
41. To carry on the business of manufacturers of fertilizers, manures, dips, sprays, vermiguges, fungicides, medicines and remedies of all kind for all kind of agricultural, fruit growing and other purposes or as remedies for men and animal and whether produced from vegetable or animal matter or by any chemical process.
42. To carry on all or any of the business of manufacturers, buyers, sellers, exporters, importers and distributing agents of and dealers in all kinds of patent, pharmaceutical, medicinal and medicated preparations, including bandages, elastic, adhesive or otherwise, cotton lint, gauze and the like patent medicines, drugs, capsules, tablets, injection, herbs, perfumes, creams, unguents, hair dressing, washes, pomades, dyes, cosmetics, skin preparation, soaps, oils, oleaginous and vaporaceous substances, beauty specialities, preparation and accessories of every description and of and in pharmaceutical, medicinal, proprietary and industrial preparations, compounds, and articles of all kinds, chemists, druggists and chemical manufacturers, merchants and dealers, soap and candle makers, tallow merchants, and to manufacture, make up, prepare, buy, sell and deal in all articles, substances and things commonly or conveniently used in or for making up, preparing or packing any of the products.
43. To carry on the business of manufacturers, buyers, sellers, importers, exporters and dealers in textile and leather, auxiliaries, textile chemicals, surface agents of anionic, nonionic and cationic nature, synthetic resins, carboxy, methyl cellulose, binder materials and fatty alcohols, textile bleaching, auxiliaries and dyeing materials of all kinds for processing, treating and finishing textile cloth and other materials and good of all kinds and to carry on the business of dyers, bleachers, painters, mercerisers, processors and finishers.



44. To carry on the business of manufacturing, producing, preparing, processing and exporting, importing, purchasing and dealing in natural and synthetic products of all kinds and in particular, Camphor, Resin, Turpentine, Pinenes, Oleoresins, Pitch, Borneol, Isoborneol, Thymol, Menthol, Turphineols, Dipentene, Sodium Acetate, Perfumes and modified products of turpentine and resins, plastic gums, Intermediates, plasticisers and raw materials for paints, varnish and lacquers and also in other articles and appliances made with or from natural or synthetic camphor, it's compounds, substances, derivatives and substitutes or products in which the above mentioned products or any of them are used.
45. To carry on the business of manufacturers, producers, exporters, importers, buyers, sellers, processors, refiners, miners and dealers in all and any fats, fertilizers, plasticizers, enzymes, acids, amino acids, sulphates by any chemical or synthetic process, manures, dips, sprays, vermifuges, fungicides, insecticides, pesticides, germicides, disinfecting preparations, fumigators, medicines and remedies and reservatives of all kinds for agricultural, fruit growing, gardening, horticultural and for other purposes or as disinfectants of preventives, remedies for humans for animals and whether produced from vegetable, minerals, gaseous, animals or any other matters or substances and by any process, whether chemical, synthetic, mechanical, electrical or otherwise.
46. To carry on the business of manufacturers, producers, importers, exporters, merchants, distributors, commission agents and wholesale and retail dealers in all grades of activated and precipitated calcium carbonate derivatives, by-products and compounds and other heavy plastic and fine plastic and of and in all kinds of chemical preparations whether industrial, agricultural, medicinal, pharmaceutical, toilet or otherwise.
47. To carry on the business of manufacturing, buying, selling, importing, exporting, distributing, processing, exchanging, converting, altering, twisting, or otherwise handling of dealing in cellulose, artificial silk fibers, viscose rayon yarns and fibres, synthetic fibers and yarn, staple fiber yarns and such other fibers or fibrous materials, transparent paper and auxiliary chemical products, allied products, by-products or substances or substitutes for all or the company may deem necessary expedient or practicable and to carry on the business as cotton spinners and doublers, flax, hemp and jute spinners, linen and cloth manufacturers, flax, hemp, jute and wool merchants, wool combers, worsted spinners, woolen spinners, yarn merchants, worsted stuff manufacturers, bleachers and dyer and makers of vitriol, bleaching, dyeing materials and raw materials and chemicals required in the production of synthetic fibers and yarns.
48. To carry on the business of manufacturers and producers of fats, plasticizers, extenders, fertilizers, manures, dips, sprays, vermiguges, fungicides, medicines and remedies of all kinds for agricultural, fruit-growing or other purposes or as remedies for men or animals and a vegetable life and whether produced from vegetable or animal matter or by any chemical, biological or synthetic process.
49. To manufacture, produce, sell, press, repair, import, export, purchase, supply and generally deal in meters of all kinds of electrical measuring instruments, testing instruments, calibrating instruments, relays of any



kind, scientific instruments, electrical appliances, kitchen appliances, electrical, motors, starters, condensers, transformers, magnets, control gears, fuse-cut outs, cables and wires, time switches, radio control switches, distribution boards, circuit breakers, domestic industrial and public lighting fittings.

50. To carry on the business of steam and general laundry, and to wash, clean, purty, scour, bleach, wring, dry, iron, colour, dye, disinfect, renovate, and prepare for use all articles of wearing apparel, household, domestic, and other linen, and cotton and woolen goods and clothing and fabrics of all kinds, and to buy, sell, hire, manufacturer, repair, let on hire, alter, improve, treat and deal in all apparatus, machines, materials, and articles of all kinds, which are capable of being used for any such purposes.
51. To carry on the business of hotel, restaurant, cafe, tavern, beer house, refreshment room and lodging house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, malters, distillers, importers and manufacturers of aerated, mineral and artificial water and other drinks purveyors, caterers for public amusement generally, proprietors of motor and other vehicles, garage proprietors, job masters, dairymen, ice merchants, importers, exporters, and makers of goods live and dead stocks, produce of all descriptions, hairdressers, perfumers, proprietors of clubs, baths, drawing room, libraries, grounds and places of amusement, recreation, entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railway and shipping and air line companies, thearitical proprietors, entrepreneurs and agents.
52. To carry on the business of manufacturers, makers or buyers, sellers, exporters, importers, and dealers in and to obtain exchange and let on hire containers, packages, receptacles, packing materials and all kinds of other articles, materials things.
53. To carry on the business of acting as advisers and consultants on all matters and problems relating to administration, finance, organisation, management, personnel, commencement and expansion of industries, (including construction of plants and buildings) purchasing techniques, production, storage, purchases, materials, cost and quality control, exports, imports, and the rendering of services to individuals, firms, bodies corporate, institutions, concerns, associations (whether incorporated or not and departments of the Government) and all public and local authorities.
54. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through any independent 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 of or the uplift of the public in any rural area likely to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural under section 35-CC of the Income-Tax Act, 1961 or any other law relating to rural development for the time being in force as rural areas and in order to implement any of above mentioned objects

or purposes, transfer without consideration or at such fair or concessional value and subject to the provisions of the Companies Act, 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.

55. 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 likely to promote national welfare or social, economic or moral uplift of the public or any section of the public as also any activity likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and without prejudice to the generally of the foregoing and in such manner by such means from time to time to undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers etc. or for organising lectures or seminars, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches or to take up establishment of any Medical Research Centre to collect information and advices on modern techniques for treatment of disease for the benefit of the rural areas either by itself or through any of the agencies and for establishing, conducting or assisting any institution, fund, trust, etc. having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at fair or concessional value and subject to the provisions of the Companies Act, 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 of any public institutions.
56. To establish, maintain and operate shipping services and ancillary services and for this purpose to purchase take in exchange, charter, hire, build, construct and otherwise acquire and to own steam, sailing, motor and other ships, trawlers, drifters, barges, lighters, tugs and vessels or any shares or interest in ships or other vehicles or vessels and to maintain, repair, fit out, refit, improve, insure, alter, sell, exchange, or let out on hire purchase, or charter or otherwise deal with and dispose of any ships, trawlers, drifters, tugs, or vessels of all kinds and to undertake and carry on all or any of the traders and business as shippers, ship owners, ship brokers, tug owners, shipping agents, loading brokers freight contractors, transport, haulage and general contractors, barge owners, lighterment, dock owners, ships store merchants, ships, husbands, stevedores, warehousemen, wharfingers, salvors, ship builders, ship repairs, manufacturers of and dealers in ropes, tarpaulins, water-proofs, machinery, engines, nautical instruments and ship riggings, gear fittings, and equipments of every description.
- 56A. To enter into, in India or elsewhere and to purchase, sell, develop, manage, undertake, take in exchange, carry on and engage in the business, whether for investment or sale any real or personal estate, including real estate development, land development, area estate and site development, to undertake projects including infrastructure projects

(Objection Clause No.56A to 56F inserted vide special resolution passed through Postal Ballot procedure under section 192A of the Companies Act and declared at 11th Annual General Meeting held on September 10,2005.)

for the said purpose such as (but not restricted to) bridges, flyovers, roads, buildings (housing or otherwise), industrial and house building, complex, row houses, multiplex, auditorium, marriage & party hall, shops, park projects, on-shore / off shore projects, plan, survey, design, study and evaluate all steps, process, techniques and methods for setting up any such project/s, facilities or works and to finance, build, construct, install, erect, undertake, lay down, commission, establish, own, operate, manage, control, alter, demolish, redevelop, reconstruct, repair and administer, lease, transfer, sell / sale any such projects, concessions, privileges, licences, easement or interest, mineral rights in or with respect to any property and to render all services in connection thereto.

- 56B. To own, construct take on lease or in any other manner and to run, render technical advice in constructing, furnishing, running and management of retail business including departmental stores, direct to home and mail order catalogue for all category of products and services dealing in all kinds of goods, materials and items in India or any other part of the world.

To carry on business of department stores or retail stores speciality stores, boutiques, retailing complex, shopping malls, shopping centres, beauty parlour and to arrange or give on rental basis or on hire, stalls and render services for running of departmental stores and/or retail stores, shopping malls and shopping complexes.

- 56C. To carry on the business as manufacturer, representatives, consignors, consignees, exporters, importers, factors, agents, stockists, packers, dealers, distributors, designers, stockists and suppliers of fabrics of all kinds, types and description including linen, cotton, woolen goods, furnishing fabric, wearing apparel, household, domestic garments for ladies, gents and children including but without limiting the generality of the foregoing, shirts, bush-shirts, blouses, shirt blouses, ties, cravats, collars, scarves, hats, caps, coats, shawls, cardigans, boiler suits, swim wears, bath robes, gowns, jackets, midies, blazers, trousers, pants, aprons, suits, costumes, skirts, sarees, frocks, slacks, pyjamas, night dresses, undergarments, socks, handkerchiefs, hand gloves, khamis, survalls made of whatever substances such as cotton, silk, art silk, nylon, rayon, man-made synthetics, handloom, wool, leather artificial or natural, jute canvas, rexide, plastics and other fabrics and mixtures of one of more of above.

- 56D. To carry on the business as manufacturers, producers, processors, collaborators, consultants, stockists, agents, casters, importers, exporters, buyers, sellers, converters, or to deal in ferrous and non ferrous metals such as aluminum, zinc, bronze, copper etc. and its hallow and solid products for partitions and load bearing walls, with all kinds of glazes, glaze colour, forgings, coatings, rolling works, composite panel and sheets, paneling and utensils, foils, scrap, etc. either singly or in combination with any other metals, mineral substance, chemical, wood, aluminum, steel, glass, plastics, rubber products, glasses etc.

- 56E. To carry on the business in India and/or elsewhere in the world, of buying, selling, re-selling, importing, exporting and trading of all kinds of goods finished, semi-finished, raw material items, articles, merchandise products such as agricultural industrial, chemical or marine, stones, pieces of arts, antiques, handicrafts, machinery, equipments, capital

goods and any other item capable of purchasing, selling, importing, exporting and trading and to be appointed as agents and/or distributors on commission, allowance, retainership, incentive basis.

To act as an Import and Export house and to perform all the functions and undertake all activities connected therewith including rendering consultancy, advisory and liasoning services, obtaining and dealing in licenses, quotas, certificates and other rights.

56F. To manufacture, purchase, sell, import, export, otherwise deal in all types of metallic toys mechanical and electrical toys, dolls, plastic and wooden toys, musical toys and educational toys and games.

To carry on the business of importing, exporting, manufacturing of and dealing in all kinds of plastic, wooden, metallic toys whether battery, electric or sound operated and any other description and games for educational purposes, all spare parts, accessories and fittings for all kinds of toys and to set up, purchase, import or otherwise acquire plant, machinery and equipment for the production, manufacture and repairs of all types of toys.

IV. The Liability of the Members is limited.

V. The Authorised share Capital of the company is Rs. 12,00,00,000/- (Rupees Twelve Crores only) divided into 1,20,00,000/- (One Crore Twenty Lac) Equity Shares of Rs.10/- (Rupees Ten only) each. The Company has power to Increase or reduce the Capital of the Company and to divide the Shares for the time being into several classes (being those specified in the Companies Act, 1956.) and to attach thereto respectfully such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the articles of association of the company for the time being in force and to vary, modify, enlarge, abrogate any such rights, privileges or conditions in such manner as may be permitted by the said act as provided by the Articles of Association of the Company for the time being in force.

(Authorised Capital increased from 15,00,000/- (15 Lacs) to 12,00,00,000/- (12 Crores) in the Statutory Meeting of the Company held on 24th September 1994.)

We the several persons, whose name and addresses are subscribed hereunder, 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 our respective names :

Names, Addresses, Descriptions and Occupation of Subscribers	Number of Shares taken by each subscriber	Signature of Subscribers	Name, Address, Description and Occupation of Witness & his Signature
Manharlal Parekh S/o. Vrajlal 11, Vraj Kamal, J.V.P.D. Scheme, Bombay-400 056. Occupation : BUSINESS	10 (Ten) Equity Shares	Sd/-	Sd/- Witness for all : CHANDRASEN F. PORWAL S/o. Fatehlal Porwal 58, Mahavir Darshan, Bhandari Street, Bombay-400 003. Occupation : Chartered Accountant
Bhaskar Parekh S/o. Manharlal Parekh 9, Sunder Smruti, Road No. 5, J.V.P.D. Scheme, Bombay-400 056. Occupation : BUSINESS	10 (Ten) Equity Shares	Sd/-	
Dilip Parekh S/o. Manharlal Parekh 11, Vraj Kamal, J.V.P.D. Scheme, Road No. 5, Bombay-400 056. Occupation : BUSINESS	10 (Ten) Equity Shares	Sd/-	
Vijay Mehta S/o. Mansukhlal Mehta 2/29, Juhu Gulmohar Road, Bombay - 400 049. Occupation : BUSINESS	10 (Ten) Equity Shares	Sd/-	
Shashikala Parekh W/o. Manharlal Parekh 11, Vraj Kamal, Road No. 5, J.V.P.D. Scheme, Bombay-400 056. Occupation : HOUSE WIFE	10 (Ten) Equity Shares	Sd/-	
Chhaya Bhaskar Parekh W/o. Bhaskar Parekh Sunder Smruti, 3rd Floor, Road No. 5, J.V.P.D. Scheme, Bombay-400 056. Occupation : HOUSE WIFE	10 (Ten) Equity Shares	Sd/-	
Madhvi Dilip Parekh W/o. Dilip Parekh 11, Vraj Kamal, Road No. 5, J.V.P.D. Scheme, Bombay-400 056. Occupation : HOUSE WIFE	10 (Ten) Equity Shares	Sd/-	
	70 (Seventy) Equity Shares		

Bombay, dated this 8th day of OCTOBER, 1993.