
MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

PHOTOQUIP INDIA LIMITED



शास्त्र. आई. आर.

Form I. R.

निगम का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता. की सं.
No. 11-67864 of Date 92

मैं एतद्वारा प्रमाणित करता हूँ कि आज

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

I hereby certify that PHOTOQUIP (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 ता. को दिया गया।

Given under my hand at BOMBAY this TWENTYFOURTH day of JULY One thousand nine hundred and NINETYTWO

B. L. PANIGAR
(B. L. PANIGAR)
Registrar of Companies

Addl

जे. एस. सी. 1
J. S. C. 1

32/एम.एफ.एम./प्रिविल/कम/89-20,000-8-8-90-भाबबुवा।
32/MF3/Civil/Cal/89-20,000-8-8-90-GIPG.

NO. 11-67864



सत्यमेव जयते

कारबार प्रारम्भ करने के लिए प्रमाण-पत्र

Certificate for Commencement of Business

कम्पनी अधिनियम, 1956 को धारा 149(3) के अनुसरण
Pursuant of Section 149(3) of the Companies Act, 1956

मैं एतद्वारा प्रमाणित करता हूँ कि

जो कम्पनी अधिनियम, 1956 के अधीन तारीख को नियमित की गई
थी और जिसने आज विहित प्ररूप में सम्यक रूप से सत्यापित घोषणा फाइल कर दी है कि
उक्त अधिनियम की धारा 149(1) (क) से लेकर (घ) तक/149(2) (क) से लेकर (ग)
तक की शर्तों का अनुपालन किया गया है, कारबार प्रारम्भ करने की हकदार है।

I hereby certify that the... **PHOTOQUIP..(INDIA)..LIMITED**.....

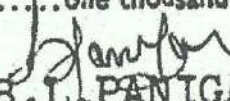
which was incorporated under the Companies Act, 1956, on the **TWENTYFOURTH** day
of..... **JULY**..... 19 **92** and which has this day filed a duly verified decla-
ration in this prescribed form that the conditions of Section 149(1)(a) to (d)/149(2)(a) to (c)
of the said Act, have been complied with is entitled to commence business,

मेरे हस्ताक्षर से यह तारीख को

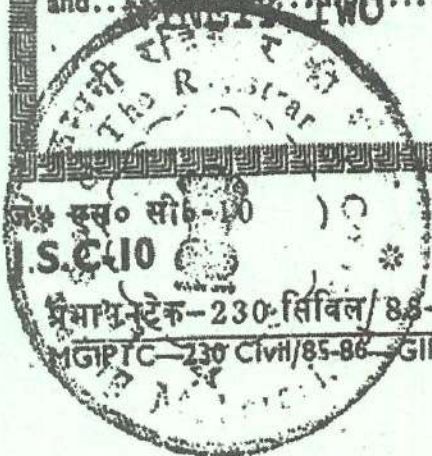
में दिया गया।

Given under my hand at..... **BOMBAY**.....

this **TWENTYFOURTH** day of... **NOVEMBER**..... one thousand nine hundred
and... **TWO**.....

()
B. I. PANIGAR
कम्पनियों का रजिस्ट्रार

Addl. Registrar of Companies



भा.स.मु.दे.क-230-सिविल/85-86-भा.स.मु.दे.क-(सी-71)-14-7-88-5,000.

गिरटि-230 Civil/85-86 GRTTC-(C-71)-14-7-88-5,000.

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
PHOTOQUIP INDIA LIMITED

- I. The name of the Company is **PHOTOQUIP INDIA LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- 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 produce, manufacture, buy, import, trade, sell, export, and deal in all kinds of combination of photographic equipment, audio visual communication equipments, Studio Flash Systems, Sound and Stereo Systems.
 - B. **OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:**
 2. To buy, sell, let on hire, import and deal in all plant machinery, tools, utensils, appliances, apparatus capable of being used in any business which this Company is competent to carry on.

3. To act as principals, agents, representatives, canvassers, contractors or otherwise and by or through sub-agents, sub-contractors or otherwise and either alone or in conjunction with others in India or any foreign country or place.
4. To promote, sponsor, hold, conduct, encourage, finance or subsidise, any research connected with the main objects of the Company.
5. To enter into contracts, agreements and arrangements including those for foreign collaboration with any other person, firm or company for carrying out by such other person, firm or company on behalf of the Company of any of the objects for which the Company is formed.
6. To establish retail shops, chain shops, agencies and other outlets for the sale of various products manufactured by the Company and/or dealt in by the Company and/or capable of being used together or as accessories to or in conjunction with the products dealt in by the Company.
7. To establish agencies, appoint or employ representatives, distributors, commission agents, either anywhere in India or outside India for carrying out any of the objects of the Company and to discontinue the same and to provide for the remuneration of such persons for their services by payment in cash or by the issue of shares, debentures or other securities of the Company.
8. To establish branches or appoint agencies for or in connection with any of the objects of the Company, to carry on any business or branch of a business which the 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 such subsidiary company for taking the profits of 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 arrangement which may seem desirable with reference to any business or branch so carried on including the power at any time, and either temporarily or permanently, to close any such branch or business.
9. To take part in the management, supervision and control of the business or operations of any Company or undertaking having similar objects.
10. To appoint, depute, remunerate, directors, managers, trustees, accountants, supervisors, technicians, experts, agents or any other person in any company, firm, factory, workshop, establishment or any other business in which this Company is or may be interested.
11. To purchase, take on lease or exchange, hire or otherwise acquire any immovable or movable property, and any rights and privileges

which the Company may deem necessary or convenient for the purposes of its business and in particular any land, buildings, easements and stock-in-trade and either to retain any property so acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.

12. To construct, acquire, improve, maintain, develop, work, manage, carry out, any buildings, or works, or any roads, ways, sidings, water works, bridges, culverts or any other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute to, subsidise or otherwise assist or take part in the construction, acquisition, improvements, maintenance, development, working, management, carrying out thereof.
13. To let on lease or on hire-purchase system or to lend or otherwise dispose of any property belonging to the Company, and the purchase of any article or articles, whether manufactured or traded by the Company by way of loans or by the purchase of any such article or articles, and the letting thereof on the hire-purchase system, leasing or otherwise howsoever.
14. To acquire and undertake the whole or any part of the business, goodwill, property, assets and liabilities of any person, firm or company carrying on or proposing to carry on any of the business which this Company is authorised to carry on or which can be carried on in conjunction therewith and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate with or enter into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such person, firm, or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, or securities so received.
15. To amalgamate, enter into any partnership or partially amalgamate with or acquire interest in the business of any other company, person or firm carrying on or engaged in, or about to carry on or engage in any business or transaction included in the objects of the Company, or enter into any arrangement for sharing profits, or for co-operation, or for union of interest, or for limiting competition, or for mutual assistance, with any such person, firm or company to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain, or sell, mortgage, and deal with any shares, debentures, debenture-stock or securities so received.
16. To enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture, reciprocal concession or otherwise with any company, person or firm or with

any company carrying on similar business and to give to any company special rights or privileges in connection with the business of this Company, and to nominate one or more Directors of this Company, and to lend money to, guarantee the contracts of, or otherwise assist any such company, person or firm, and to take or otherwise acquire shares or securities of any such Company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.

17. To enter into any arrangement with any Government or authority, company or companies or to establish or promote or concur in establishing or promoting any company or companies having similar objects for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose 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.
18. To enter into any agreement with any Government or authority, state, supreme, municipal, local or otherwise, museum, library, railway, police, military or para-military forces or any person or company, 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 rights, privileges, permissions, charters, contracts, licences and concessions, which may be necessary or conducive to the business of the Company or which the Company may consider desirable to obtain and to carry out, exercise and comply therewith.
19. To apply for, promote, and obtain any act, charter, privilege, concession, licence, authorisation from 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 Company's constitution, or for any other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.
20. To apply for, secure, purchase, take on loan or otherwise acquire or protect and renew in any part of the world any patents, patent rights, brevets d'invention, innovations, trade marks, designs, copyrights, know-how licences, concession, industrial property, intellectual property and the like conferring any exclusive or non-exclusive or limited right to their use, application or exploitation or any secret or other information as to any invention or otherwise which may seem capable of being used for any of the purposes of the Company, and to use, exercise, develop, grant licences in respect of, sell or part with for consideration or gratuitously or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.

21. To negotiate, enter into agreements, contracts and to collaborate with Indian and foreign firms, companies or persons for technical assistance, establishment of manufacturing, marketing, supplying and distributing activities as enumerated herein above and acquire, receive and take on loan technical know-how, technicians, machineries and plants and give lend technical know-how, technicians, machineries and plants to other states in India and other countries of the world and to enter into barter agreements for the same in exchange for any other commodity or products, or skills or machineries as permitted by the laws of the respective countries from time to time.
22. To make donations to such persons or institutions, and in such cases either of cash or 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 the Company and to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific research, religious, or benevolent, national, public or other institutions, objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of institutions, funds, trusts, and conveniences for the benefit of the employees or ex-employees (including directors) of the Company or its predecessors in business or the dependents, of such persons, and in particular other benefit societies and to grant pensions, allowances, gratuities, and bonus either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident, benefit or any other welfare funds of, or for, such persons.
23. To refer or agree 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/her representatives or between the Company and third parties, to arbitration in India or any place outside India, and to observe and perform and to do all acts, deeds, matters, and things to carry out or enforce the awards.
24. 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, lay outs and blue prints useful for the design, erection and operation of plant required for the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.
25. To train or pay for the training in India or abroad of any of the Company's employees or any candidates in the interest of or for furtherance of the Company's objects.

26. To give to any officers, servants or employees of the Company any share or interest in the profits of the Company's business or any branch thereof, and whether carried on by means of or through the agency of any subsidiary company or not, and for that purpose to enter into any arrangements as the Company may think fit from time to time.
27. To payout of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its capital, including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
28. To pay for any rights or property acquired by the Company and to remunerate any person or company for services rendered or to be rendered in placing of shares in the Company's capital or any debentures, debenture stock, or other securities of the Company, in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its business, whether by cash payment or by the allotment of shares, debentures, or other securities of the Company, credited as paid up in full or in part or otherwise.
29. To pay all preliminary expenses of any company promoted by the Company or any company in which the Company is or may contemplate being interested, including such preliminary expenses, all or any part of the the costs and expenses of owners of any business or property acquired by the Company.
30. To subscribe for, take, purchase, or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company.
31. To insure any of the properties, undertakings, contracts, guarantees or obligations of the Company of every nature and kind in any manner whatsoever.
32. To pay, satisfy or compromise any claims made against the Company, which it may seem expedient to the Board of Directors of the Company to pay, satisfy or compromise notwithstanding that the same may not be valid in law.
33. To guarantee, the fidelity of persons filling or about to fill situations of trust or confidence, and the due performance and obligations imposed on them by contract or otherwise and discharge by such persons of all or any of the duties.
34. To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of

art or interest, by publication of book and periodicals, and by granting prizes, rewards and donations.

35. To borrow or raise money or receive money on deposit at interest or otherwise in such manner as the company may think fit and in particular by issue of bonds, perpetual or otherwise including debenture, debenture-stock, whether convertible into shares of this company or not, perpetual annuities and as security for any such money so borrowed, raised or -received, to mortgage, pledge or to charge the whole or any part of the property, assets, or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient to guarantee the performance by the Company of any other person or company of any obligation undertaken by the Company or any person or company as the case may be.
36. To draw, make, accept, endorse, discount, execute, issue and deal in bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
37. 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, dealers, agents, business associates and others 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 guarantees and indemnities.
38. To invest and to deal with the monies of the Company not immediately required in such manner as may from time to time be determined.
39. To undertake and execute any trusts, the undertaking of which may appear, directly or indirectly, desirable or beneficial to the company, whether gratuitously or otherwise.
40. To improve, manage, develop, sell, exchange, lease, mortgage, grant licences, easements, and other rights over and in any other manner deal with, turn to account 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.
41. To purchase, buy, take on lease or otherwise acquire any land (whether freehold or leasehold), houses, buildings or other property with or without machinery and to erect, construct or build any factories, godowns, depots, offices, or other buildings which may be considered expedient or desirable for the objects or purposes of the Company or any of them and to pay for the same, whether purchased, or acquired or built or constructed by the Company, either in cash or to make advances on them, or any of them.

42. To vest any movable or immovable property, rights or interests acquired by or belonging to the Company in any person or company on behalf of company, and with or without any declared trust in favour of the Company.
43. To obtain on lease, licence, buy, acquire, let or sell land, buildings, ownership flats or to build and construct building for office or residence of the employees, associates and visitors of the Company.
44. To distribute any of the property of the Company in specie among the members subject to the provisions of the Companies Act, 1956, in the event of winding up.
45. To ensure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to ensure and to protect and indemnify any part or portion thereof either on mutual principal or otherwise.
46. To exercise all or any of its corporate powers, rights privileges and to conduct its business in all or an of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
47. To make contributions and/or donations to political parties in accordance with and subject to the provisions of the Companies Act, 1956.
48. 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 act or acts, thing or things incidental or appurtenant to or growing out of, connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.
49. To carry out in any part of the world all or any part of the Company's objects as principals, agents, factors, trustees, contractors, or otherwise, either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, state or government or colony or dependency thereof.
50. To apply for and procure the Company to be recognised in any foreign country or place.

C. OTHER OBJECTS :

51. To manufacture, buy, produce, acquire, import, export, programme, extract, assemble, improve upon, maintain, sell, market, lease, hire, design, develop, maintain, operate, convert,

alter, overhaul, dispose of, distribute, consume, repair or otherwise deal in electronic goods devices, equipments, appliances, apparatus, sensors, instruments, and computers (hardware and software), data processing equipments, micro computers, micro films, disks, microprocessors chips, optical fibres, testing equipments, electronic typewriters, electronic clocks, photocopiers, facsimile equipments, television, radio receivers, wireless apparatus, radiograms, gramophones, audio and video cassettes and discs, players and recorders, video games, electronic toys, broadcast relay and reception equipments, transmitters, telecommunication equipments, domestic and commercial refrigerators, coolers, freezers of all kinds, ventilating and, cooling plants, telephone equipment and exchange, cordless telephones and air-conditioning of all kinds and of every description including all future developments in electronic and computer technology and to research in or develop equipments, machinery, apparatus, gadgets, implements, accessories, parts, spares, components and plants as also to manufacture, import, sell or otherwise deal in the plant, machinery and tools therefor.

52. To Carry on the business as dealers, distributors, importers and exporters of all kinds of photo sensitised products including photographic colour paper, photographic colour film, x-ray film, graphic art films and videoscopes,
53. To carry on financing and loan :business, to receive money on deposits, current account or otherwise with or without interest and to receive and deposit title deeds and other securities, to lend money and negotiate loans of every description, to transact business as financiers, promoters and financial and monetary agents in India and elsewhere, to give any guarantee for the payment of money for the performance of any obligation or undertaking to procure capital for any company and issue capital of such companies and to subscribe for purchase, dispose of and otherwise deal in the shares, bonds and securities and to undertake and execute on trust provided that the Company shall not carry on the business of banking.
54. To carry on the business as investment company and to undertake and to transact all kinds of trust and agency business. To draw, accept, endorse, discount, buy, sell, invest and deal in any other manner, bill of exchange, hundies, promissory notes and other instruments and securities and also to issue on commission, to Subscribe for, underwrite, guarantee, take, acquire and hold, sell, exchange, and deal in shares, stocks, bonds, or debentures or securities of any Government or public authority or company, mortgages, obligations, gold, silver, bullion, diamonds, jewellery, precious stones and other articles and things and to act as financial and/or investment consultants, on behalf of individuals firms" companies and other persons in relation to stocks, shares, bonds, securities, debentures, fixed and other deposits, estates property and other fixed assets.

55. To establish, provide, maintain, conduct or collaborate with laboratories, training colleges, schools, and other institutions or companies for the training, education and instruction of students and others who may desire to avail themselves of the same and to arrange for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conference in connection or in relation with the objects of the company.
56. To negotiate lease, underwriting contracts, mortgages, equity participations, cash credits, working and other financial facilities from banks, financial institutions and Government or Semi-Government bodies.
57. To carry on business as share transfer agents, issue houses, company information advisers, brokers, underwriters, share issue managers, financiers, concessionaires, consultants, advisers, and merchant bankers, agents, executors, administrators, guarantors, and nominees for any person, firm association or company and also to act as technicians and consultants and to give advice on technical or other aspects of production, manufacturing, mining, engineering and to make valuations and surveys or to give expert advices and suggest ways and means for improving efficiency in mills, quality of manufacturers and improvement of business management, office organisation, organisation and methods, systems of work, maintenance of accounts and records and to undertake and to Carry on and execute all kinds of financial operations, processing, and commercial, trading and other operations.
58. To Carry on and undertake the business of leasing and hire purchase finance company and to finance lease operations of all kinds, factoring, discount, houses, purchasing, selling, dealing, trading, investments, hiring or letting on hire all kinds and types of industrial and non-Industrial office, plant, equipment, machinery, vehicles, computers, buildings and real estate required, for manufacturing, processing, transportation and trading business and other commercial, non-commercial, service and business purposes or any other movable or immovable assets and to assist in financing of all and every kind and description of hire purchase, deferred payment or similar transactions and to acquire, to provide on lease or to provide on hire purchase or deferred payment bases any of the above and to finance industrial enterprises and promote and assist companies engaged in industrial or in trading or any other business.
59. To Carry on any trade, agriculture, plantations, business, manufacture, venture or commercial operation in India or in any other part of the world in connection with any merchandise, commodities, goods, wares, produce, products, articles and things, and to purchase or otherwise acquire and to sell, or otherwise dispose of or deal in, either for future or ready delivery and either absolutely or unconditionally, or to manufacture or do work upon any merchandise, commodities, goods, wares, produce, products,

articles and things, dealt with or traded in by the Company and to cover any such purchase or sales by options, cross contracts or otherwise.

60. To Carry on business and to act as merchants, traders, or contractors in India or elsewhere and generally to import, export, buy and sell, either for cash or on credit or by barter or exchange, for ready or future delivery and to pledge, make advances upon or otherwise deal in goods, produce, articles, and merchandise of all kinds.
61. To undertake and execute trusts of all kinds and to act and be appointed as trustees, agents, executors, etc. and to do all incidental acts thereto including but not limited to management of business, holding of investments, entering into contracts and agreements, etc.
62. To manufacture, produce, build, install, import, export, buy, acquire, repair, maintain, sell, dispose of, store or otherwise deal in commercial, fine, domestic and industrial, chemicals and petro chemicals, alkalies, acids, drugs, essences, tanning agents, pharmaceutical, photographic, sizing, medicinal chemicals and their preparations, their joint or allied products and articles of any kind and nature whatsoever waxes (natural and synthetic), industrial solvents and pasting agents extenders, elastomers, rubber chemicals, including vulcanisers, anti-oxidents, accelerators, catalysts, reinforcing agents, softeners, plasticizers and other special chemical sub-stances of all kinds and the plant, machinery, equipment and accessories required for the manufacture, production and maintenance of these products.
63. To buy, manufacture, produce, acquire, export, sell, dispose of or otherwise deal in pharmaceutical products, drugs, medicines, tablets, injections, injection syringes, lotions, creams, syrups, biscuits, confectioneries, pastries, aerated water, wine, beer and other distillery products, hospital and surgical instruments, equipments, machinery, apparatus, accessories and components as also the plant, machinery, equipment, components, parts, spares and accessories required for manufacture, production or maintenance of these products.
64. To Carry on business as manufacturers, processors, exporters, importers, distributors and dealers in, all types of synthetic resins such as alkyd resins of oxidising, semi-oxidising or non oxidising varieties, modified alkyd resins of phenolated, styrenated, acrylated, siliconized, thixotropic, water-soluble, chain-terminated or vinylated types, pure or modified phenolic resins, estergum, rosin, rosin modified maleies, hydrogenated rosins and rosin derivatives, rosin modified alkyds, amino resins, saturated and unsaturated polysters, exosies, polyimides, ketonic resins, acrylic resins of all varieties, thermoplastic and thermosetting resins, hydrocarbonresins, vinyl resins of different types, polymeric plasticizers, polyethers, polycarbonates, materials, plastic and

resinous materials, elastomer emulsions, polymers, surface active and tanning agents.

65. To purchase, sell, import, export, manufacture all types of oils and/or carry on business of extraction of oil from all oil-bearing commodities and seeds, and manufacture crude oil, refined oil, perfumed and other type of oils.
66. To carry on the business of manufacturing, purchasing, selling, preparing and dealing in washing and toilet soaps, oils and fats, detergents, caustic soda, soda ash, sodium silicate, glycerine, perfumes, its by products and allied products and to produce, extract, extrude, raise, make marketable, import, sell, buy, act as agents, stockists, distributors or otherwise deal in all kinds of cosmetics, oilseeds, fats, oil cakes and all types of products of oil.
67. To carry on business as manufacturers, processors, refiners, extractors, exporters, importers and dealers in all types of chemicals, including basic chemicals, organic chemicals, inorganic chemicals, heavy chemicals, rubber chemicals and mixed chemicals and compounds hereof and chemical fertilisers, dyes, dyestuff and dyestuff intermediates, all types of pesticides, including insecticides, fungicides, herbicides, weedicides, drugs, and pharmaceuticals including biological and therapeutic preparations, hormones including plant growth activators and regulators and other articles and compounds, ingredients and products and other things of any description for use in connection therewith.
68. To undertake on its own or on behalf of any association, authority, firm, company or business enterprise, research and development studies and to do all such things as may be necessary for effective completion of such study.
69. To Carry on the business, ,professions or vocation of civil, industrial, electrical, mechanical ,chemical,- metallurgical, electronics, nuclear, computronics, and' any other scientist and advisors, to investigate into prospect of development, maintenance, renovation, replacement, renewal of any industrial, mechanical, electrical, engineering, electronics, computronics or nuclear works or 'factory or organisation and to investigate into and report and advise on and assist in the preparation of any industrial or engineering product, to undertake collection and preparation of the relevant statistics, information and data, to acquire, collect, formulate and prepare the technical details, specifications, drawing plans, blue prints, parts for fabrication or manufacture of any machinery, plant components, parts or accessories of any particular design, shape or material and to act as industrial, engineering and business consultants and to Carry on all types of consultancy business connected with industry and trade.
70. To provide personnel recruitment services and to carry on business of industrial consultants and providing management

services by providing personal services, accountants, typists, salesmen, supervisors, workers and laborers, incur expenses for transportation, postage, stationery and other auxiliary and incidental expenses for the business of services contract entered in to by any person.

71. To Carry on and engage in business of providing consultative and technical services in design, construction and engineering of chemical and process plants and equipments, air and water conditioning and affluent treatment, handling of inflammable liquids and gases and materials, steam and high temperature services, project estimating and planning services, prospecting, market survey, safety and fire fighting services, and in manufacture of and dealers in equipment, machinery apparatus and special fittings therefor or in relation thereto.
72. To design, manufacture, and deal in equipment and machinery, such as heat exchangers, pressure' vessels, tanks, piping, pipe fittings, flanges, duct work, air driers, mixers, filters, vaccum pans, evaporators and other related items used in chemical, pharmaceutical and fertilizer plants, oil refineries, paper industry and nuclear power projects.
73. To buy, purchase, sell, lease, take on lease, exchange, or otherwise acquire lands, buildings, flats, and hereditaments of any tenure or description in India or elsewhere' whether for residential, business, manufacturing or other purpose and rights, easements, advantages and privileges relating thereto and either for investment or resale or for trafficking in the same and to turn the same to account as may seem expedient, and to construct, alter, improve, decorate, develop, furnish, and maintain offices, flats, houses, factories, warehouses, godowns, shops, buildings, and other structures, works and conveniences of all kind on any of the lands or immovable properties purchased or acquired by the Company and to lease, sell, deal in or to otherwise dispose of the same.
74. To Carry on business of builders, building contractors, real estate agents and to undertake and execute any contract for works involving supply, application and use of any machinery, chemical products or processes and to carry out any ancillary or other works comprised in such contracts.
75. To purchase, take on lease, licence or concession or in exchange, or obtain assignment or otherwise acquire lands of every description and tenure, buildings, works, mines, mining, rights and privileges or interest therein and to explore work, exercise, develop and to turn to account the same.
76. To act as civil engineers, contractors, architects, structural engineers, metallurgists and to undertake the construction of building, dams, bridges, structures, culverts, roads, parts, water works, tanks, wells, tube wells, reservoirs, channels, canals, bundhs, installation of electrical appliances and contrivances and

steam water, oil, gas and electrical engines, generators, and laydown, establish, fix, erect, equip and maintain all kinds of machinery, power houses and arrange supply of power to such constructions, undertake erection of any iron and steel structures, bridges and arrange fabrication of any kind of trustees, structures, angles, tubes, cylinders, and foundation materials.

77. To Carry on business as layout engineers and contractors and to undertake, carry out any city or suburban extensions, buildings, roadways and by-ways, lanes and alleys and promotion of any trans-ship and to provide overhead water tanks, laying out water and electrical connection for such buildings and in this connection to any kind of vacant space and allot them for appropriate prices to the Intending persons.
78. To establish, purchase, take on lease or hire, buy or otherwise acquire, build, work, run" paper mills, tea gardens, coffee gardens, sugar mills, flour mills, oil mill, rice mill, saw mill, cement factory, quarries, mines, towns, villages, blocks gardens, laboratories, theaters, cinema houses, halls, clubs, sports pavillion and grounds and the property, and goodwill appertaining thereto.
79. To transact all kinds of agency business.
80. To act as interior decorators and furnishers for industry, trade, commerce or domestic requirements and for the purpose to buy, acquire, manufacture, produce, import, export, use, consume, hire, sell, let on hire, distribute or otherwise dispose of furniture, house hold wares, fixtures, false ceilings, floorings, electrical installation and equipment, lighting, electrical arrangements, air conditioning and refrigeration, air cooling, water cooling, sanitary equipments and services, decoration equipments and accessories and to render services and to undertake contracts for maintaining, re-installing, redecorating or renovating the same.
81. To construct, build, acquire, buy, obtain on lease ,or lease hire or let on hire, run, maintain, render or obtain services of ware houses, godowns, storing places, bonded warehouses, cold storage, and refrigeration and to do business of ware housekeepers and buy acquire, maintain, run become partners in or acquire interest in retail shops, wholesale business, departmental stores, stalls for all kinds, types and varieties of products and for the purpose to buy, sell, produce, manufacture, acquire, lease, hire, let on hire, import, export , distribute, obtain agencies distributorships or appoint agents, representatives, distributors or sell or otherwise deal in all products, things, items, articles, and the like.
82. To Carry on the business as house, shop, office, factory, workshop, land and estate agents and to arrange and undertake the sales, purchase of, advertise for sale or purchase, assist in selling or purchasing and find or introduce purchasers or vendors of, and to manage land, building and other property, whether belonging to the Company or not, and to let any portion of any premises for residential, trade or business purposes, or other

private or public purposes, and to collect rent and incomes and to supply to tenants and occupiers and others, refreshments, clubs, public halls, messengers, lights, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, garages and other advantages.

83. To cultivate, grow, produce, or deal in any vegetable product and to Carry on business of farmers, dairymen, milk contractors, dairy farmers, millers, purveyors, and vendors of milk, cream, cheese, butter, poultry and provisions of all kinds, growers of and dealers in company and straw, seedsmen and nurserymen, and to buy, sell, trade in any goods usually traded in any of the above business.
84. To buy, purchase, import, acquire, sell, export, transfer or otherwise deal in, maintain and run poultry farms, animal farms, aquariums agricultural farms, and grasslands and produce and sell, grow, cultivate, export, dispose of, buy acquire, import or otherwise deal in milk, cream, cheese, butter poultry corn, hay, straw, seeds, food, cereals and other vegetables and joint products, by-products and allied products and also tinned, frozen, and refrigerated food and fruits and trade in or deal in and breed animals, birds, and fishes and to promote animal husbandry.
85. To purchase, mix, formulate, manufacture, import or otherwise acquire, sell, merchandise, use, export, repack or otherwise dispose of, trade or deal in feeds of all types for animals, birds and fish and other joint products, by-products or allied products.
86. To buy, procure, acquire, sell or otherwise dispose of, use, import, export, trade or otherwise deal in the dead bodies of animal, birds, poultry, fish, or in their hides, skins, bones or other parts of the body in raw, semi-finished or finished form or products thereof and to run slaughter house and to manufacture or produce, process or otherwise deal in the end products, joint products, by - products or allied products which could be manufactured, produced and acquired therefrom.
87. To buy, manufacture, produce, construct, erect, install, manipulate, improve upon, acquire, sell, import, export, use, dispose of or otherwise deal in agricultural chemicals, plants, machinery, equipments, apparatus, implements, components, accessories, spares, parts and tools, manure, fertilisers, seeds, wells, tube wells canals, carts, hand carts, bullock or other animal carts, tractors and other items and things that develop in future for improvement or furtherment of agriculture, agricultural produce and products of the nature.
88. To own, run, maintain, buy, acquire, import, export, sell, dispose of, use or otherwise deal in forest products, by-products, and fertilisers, timbers, trees, vegetables, fruits, flowers, tea, coffee, rubber, cinchona, animals, water and other products of nature, soil and marine origin and to treat, refine, improve upon, use for manufacture and disposal of finished goods therefrom, to cut, refine, or otherwise treat timber and timber products, by-products,

joint-products and ancillary products, timber, coal, pulp, paper pulp and all other things items, articles and products connected with these and for the purpose to buy, own, hire, let on hire or otherwise acquire and improve upon forest and land or any factories or to assist anyone in this business and to carry on any business connected therewith and to carry on business as planters, cultivators, horticulturists, growers or farmers generally.

89. To Carry on business as breeders of and dealers in livestock (including in that term horses, asses, donkeys, mules, pigs, poultry, cattle, sheep, goats, and other animals) cattle rearers, sheep farmers, poultry farmers, graziers, livestock agents, eggs, meat and produce salesmen, importers, and exporters of livestock and to Carry on the trades or business of fellmongering, tanning and dealers in hides, fat, tallow, grease, offal and other animal products.
90. To acquire, produce by cultivation, manufacture, treat, buy, sell, hypothecate or otherwise deal in and dispose of any articles things and agricultural produce or products.
91. To manufacture, import, export, buy, sell, let on hire, exchange, alter, improve, manipulate, prepare for market and/or otherwise deal in or distribute all kinds of plants, machineries, machine parts, tools, apparatus, utensils, chemicals, raw materials, and substances necessary or convenient for carrying on any business or any other marketable commodities whatsoever.
92. To carry on the business of manufacturers, importers, exporters, and dealers in tubes, pipes and pipe, fittings of steel, brass, copper, cast iron, rubber, polythene, aluminium, stainless steel and to undertake and execute any contract for work involving the supply or use of any kinds of tubes and pipes and its fittings, machinery, etc. and to carry out any ancillary or other work comprised in such contracts.
93. To carry on the business as manufacturers and importers of and dealers in abrasive materials and wheels, and cutting and welding equipment, bellows, beltings, belt fasteners, belt dressing, blow lamps, blue print requisites, boiler counds and fluids, softening and testing apparatus, drawing instruments, emery paper and cloth, steam water and engine, packings, washers, asbestos, fibre, rubber and composition goods, jigs, tools, guajes, overall patterns, models, files, pressure guajes, grindstones, joinings, boiler and pipe coverings, and engineers and woodworkers, suppliers requisites and equipments of all descriptions.
94. To manufacture, buy, hire, sell, let on hire, ply for hire, import, export, utilise, exchange, repair, alter, convert, improve and otherwise in any way deal in all kinds of chemicals and dyestuff pigment machineries, plants and equipment including chemical vessels, regulators, autoclaves, driers, pulverisers, centrifuges, filtration equipments (of all kinds description), glass lined vessels

and components and parts, fittings, equipments and accessories thereof, required for the business or objects of the Company.

95. To manufacture, deal in or process styrene, butadiene, ethylene, alcohol, petroleum fractions and other chemical ' substances of all kinds, to manufacture compounds, synthetics and other substances, basic, intermediate or otherwise from chemical substances of all kinds.
96. To buy, manufacture, assemble, produce, acquire, extract, extrude, import, repair, improve upon, use, consume, sell, hire, let on hire, export, distribute, dispose of, or otherwise deal in packing materials made of timber, plastic, polythene, cotton, paper boards, boxes, jute, man made textiles, leather, fibre glass, glass, polyporpylene, ferrous and non ferrous metals and other products parts, spares, accessories, equipments as also to run, produce, maintain, manufacture, acquire, import, export, sell, dispose of, hire, let on hire or otherwise deal in plant, machinery, components, spares, parts, accessories, equipments or implements therefore to act as advisors and contractors.
97. To manufacture, spin, weave, dye, buy, sell, exchange, alter, convert, twist, process, import, export or otherwise deal in either as principals or' agents or Rayon yarns, Staple Fibre, Staple Fibre Yarn, Viscose, Nylon, Polyester, Acrylic and metallic Yarn, fibrous' materials and all other kinds of manmade and synthetic yarns or allied products, by-products, or substances or substitutes for all or any of them.
98. To Carry on the business of drapers, costumes, robe, dress and mantle makers, tailors, silk mercers, makers and suppliers of princely, wears, clothing, lingerie, and trimming of every kind, corset makers, furriers, general drapers, haberdashers, milliners, hosiers, gloves, lace makers and dealers, feather dressers and merchants, hatters, dealers 'in fabrics and materials, all kind of synthetic fibres, hand-spun, handwoven, khadi, cotton, silk and woollen fabrics, and to deal in all other kinds of materials as may be conveniently carried on with the above business.
99. To Carry on the business of dyeing, bleaching, mercerizing, combing, preparing, spinning, weaving, manufacturing, selling, buying, importing and exporting and dealing in yarn, jute, linen cloth, cotton, wool, rayon, silk, hemp, flax, jute or any other natural or manmade fibres and other materials of personal wear and to stitch, prepare, design, manufacture, fashion or convert garments, dresses, furnishings or any other items therefrom and to establish, buy, build, take on lease, hire or otherwise acquire, work and run cotton textile mills, process houses, silk mills, man made fibre mills and ready made garment factories.
100. To manufacture, produce, buy, import or otherwise acquire, sell, dispose of, export, or otherwise deal in hire or let on hire, machinery, equipments, apparatus, implements, accessories, parts, spares, components, stores and tools for weaving, spinning

and processing of cotton textile, silk, rayon, hemp, flax, jute and such other materials, or man made synthetic, nylon, terylene and fibre textiles.

101. To Carry on the business of a steam and general laundry, and to wash, clean, purify, scour, bleach, wring, dry, iron, colour, dye, disinfect, renovate and prepare for use all articles of wearing apparel, household, domestic and other cotton, silk and woollen fabrics, repair, let on hire, alter, or improve, treat and deal in all apparatus, machines, materials, and articles of all kinds which are capable of being used for any such purposes.
102. To Carry on the business of hotel, restaurant, cafe, tavern, beer house, refreshment room and lodging/ boarding house keepers, licence victuallers, wine, beer and spirit merchants, brewers, maltsters, distillers, Importers and manufacturers of aerated, minerals and artificial water and other drinks, purveyors, caterers, for public amusements generally, proprietors of motors and other vehicles, garage proprietors, livery stable keepers, master, dairymen, ice merchants, Importers and brokers of food, live and dead stock chemist, proprietors of clubs, baths, dressing rooms, laundries, reading, writing, and newspaper rooms, libraries, grounds and places of amusement, recreation, sports, entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railway, shipping and aeroplane companies and carriers, theatrical and opera box proprietors.
103. To Carry on the business of tobacconists in all its branches and to sell, make up and manufacture tobacco cigars, cigarettes, snuff, and other articles usually sold by tobacconists.
104. To purchase or otherwise acquire any land, building or premises and to turn into account, develop, improve, alter, demolish or let out for the purpose of carrying on the business of hotel, restaurants, refreshment and tea rooms, cafes and milk and snack bars, pubs, taverns and, as caterers and contractors in all its respective branches, bakers, confectioners, tobacconists, milk sellers, butter sellers, dairymen, grocers, poulterers, greengrocers, farmers, ice merchants and ice cream manufacturers, to manufacture, buy, sell, refine, prepare grow, import, export and deal in provisions of all kinds both wholesale and retail and whether solid or liquid, and to establish and provide all kinds of conveniences and attractions for customers and others, and in particular, reading, writing and smoke rooms, lockers, and safe deposit vaults, telephones and telegraphs, stores, shops and lavatories.
105. To Carry on business as manufacturers, producers or growers of, dealers in, exporters, importers, stockists agents, distributors of ice, ice-candy, ice-cream and other ice products, carbonated, aerated or mineral waters, fruit juices, wines, liquors and other alcoholic, non-alcoholic or synthetic drink, dairy products, fresh, dehydrated, preserved or processed vegetables, fruits, oils, seeds

and other farm, agricultural or food products and to provide for cold storage or preservation of such products, medicines for own business or for hire by others and to own, establish, purchase, take on lease, rent or hire build, construct, develop or otherwise acquire' and arrange land, building, cold storage space or warehouses, godowns, containers, shops, showrooms, workshops, vehicles, plants, machineries, equipment, apparatus, appliances, stores or services required in connection with or in relation to cold storage or any of the business or objects mentioned herein.

106. To Carry on business as bakers, confectioners, and manufacturers of and dealers in bread, flour, raws, maida, biscuits, sweets toffees and farnacious compounds and materials of every description.
107. To manufacture produce, build, instal, erect, import, export, buy, acquire, repair, maintain, sell, dispose of, store vehicles and other equipment and the machinery, plant, equipment and accessories required therefor subject however to the rules and laws in force from time to time.
108. To manufacture, buy, sell exchange, alter, repair, and/or service or otherwise deal in either as principals or agents, all types of automobiles, cars, trucks, motor-cycles, scooters, scooterettes, autocycles, pistons, piston rings, piston pins, cylinder sleeves, connecting rods, gaskets, other automotive parts, shock absorbers, tractors, trailers, and to buy, sell, let on hire, repair, alter and deal in machinery components, parts, accessories and fittings of all kinds for all articles and things referred to above and all other things capable of being used in manufacture, maintenance and working thereof.
109. To Carry on business as designers, manufacturers, assemblers, repairers, contract for, buy, sell , let out on hire and generally to deal in automobiles of all types and all other motors, engines, agricultural tractors, and implements and other allied goods, materials, parts and accessories or requirements thereof.
110. To manufacture, produce, purchase, sell, import, export or otherwise deal in all types of magnets, magnets products, magnetic tools and implements and magnetic remote control device, motors, and generators.
111. To Carry on business as manufacturers and repairers of and dealers in, forging, castings, guns, projectiles, plates, boilers, engines, stoves, screws, nails, sewing, machine, machinery, presses, implements,' gears, motor cars, tools and engineering products and suppliers of all kinds, motor, lorries, omnibuses, coaches, tram cars, locomotives, railway' carriages and trucks and other vehicles, aeroplanes, seaplanes, airships, and other aircrafts, ironmongery and hardware, and wireless goods.
112. To Carry on the business as manufacturers of and dealers in, cables, chains, anchors, belts, wires, cords, conductors', turbines,

boilers, engines, dynamos, motors and mechanical and electrical machinery, plant and fittings generally.

113. To instal, help, promote, implement, contribute to rural development schemes and clubs, associations, Institutions connected with rural development or imparting training of personnel therefor.
114. To undertake and carry out all kinds of commercial financial, trading, manufacturing and other operations in India and/or elsewhere in the world.
115. To acquire, produce by cultivation, manufacture, treat, buy, sell, hypothecate or otherwise deal in and dispose of any commercial article or any article of value.
116. To acquire, establish, promote and run or otherwise manage or Carry on any industry, trade and business which the Directors may from time to time consider desirable, in India and/or anywhere in the world and generally to do business in all aspects of manufacturers, industrialists and financiers and to do all such things as are usual or necessary in relation to or in connection with such industry and business.
117. To act as airlines, travel agents and tourist guides, air-freight carriers, agents and contractors, shipping agents, stevedores, charterers, hirers, freight brokers, clearing agents, and travelling agents.
118. To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market, and otherwise deal in all kinds of plants, machinery, apparatus, tools, utensils, substances, stores, hardware, and other materials, necessary or useful for carrying on any of the business of the Company or usually dealt with by persons engaged therein.
119. To Carry on business as importers, exporters, buyers, and sellers of and merchants and dealers in and manufacturers of merchandise, goods, materials and machinery of all kinds, spare parts, accessories and equipments.
120. To undertake and Carry on all or any of the trades and business of shippers, ship brokers, shipping agents and insurance brokers, shipping managers, tug owners, warehousemen, wharfinger, slavers, ship builders, ship repairers, manufacturers of and dealers in nautical instruments and ships rigging, gear, fitting and equipments of every description and to establish, maintain and operate shipping transport services (public and private) and all ancillary services and for this purpose, or as an independent undertaking, to purchase, take in exchange, charter, hire, build, construct or otherwise acquire and to owe, work, manage and trade with steam sailing motors, ships, trawlers, drifters, tugs and vessels or any shares or interest in ships, vessels including shares, stocks or securities of companies be possessed of or

interested or let out on hire or hire-purchases, fitout, refit, improve, insure, alter, sell, exchange any of the ships and to owe, construct, repair, maintain, or otherwise possess operate, hire, let on hire docks and warehouses.

121. To Carry on the business of exporters and importers function as Export/Trading House and deal in all varieties of commodities and for this purpose to also engage in ancillary services such as shipping, forwarding, road transport, inland transport, stevedoring, etc.
122. To carry on business as manufacturers and dealers in ink, ink dyes, dyestuff, dye wares, industrial and commercial gases, plaster of paris, gypsum, plasters, salts, acids, alkalies, tanning, essences, cordials, oils, paints, ising glass colour, glues, gums, pastes, pigments, varnishes, lacquers, organic or mineral intermediates, composition and laboratory reagents.
123. To Carry on business as glass blowers, benders, beavers, silverers, embossers and engravers, and as artists, potters, glazers, sand-blast workers, colliery proprietors brick and tile makers, cement makers, quarry owners, metal and alloy makers, refiners and workers, engineers, joiners and woodworkers, manufacturing chemists owners, barge owners, lightermen, storage proprietors, depository owners, ironmongers, and hardware dealers carriers, garage, proprietors and builders' and decorators' merchants.
124. To Carry on business as manufacturers and importers of, and wholesale dealers in, and retailers of china potteries, porcelain, glassware, earthenware, terracotta, bottles, flasks, stoppers, vases, tumblers, glasses, windows, stained glass, plates glass, shelves, table tops, mirrors, glassware and similar goods.
125. To Carry on the business of manufactures of or dealers in glass products including sheet and plate glass, optical glass, glass wool and laboratory ware.
126. The manufacture or deal in bricks, tiles, sanitary ware, bath room fittings and fixtures, flushing cisterns, commodes, wash basins, pipes and tubes of plastic, clay or any other materials, earthenware, pottery articles" china and terracotta and ceramic wares of all kinds and to Carry on business as quarry masters and stone 'merchants.
127. To manufacture all kinds of watches and clocks of any or all of their accessories and parts and to act, as wholesale or retail dealers thereof and to import and, export them.
128. To run a publishing house and publishing of periodicals, magazines, newspapers catering to various interests pertaining to medical, social, moral, commerce, industry and trade.

129. To Carry on the business of general printers, lithographers, stereotypers, electrotypers, photographic printers, photo lithographers, engravers, desk top publishers, die sinkers, envelope manufacturers, book binders, account book manufacturers, machine rulers, numerical printers, paper makers, box makers, containers, carton and cardboard manufacturers, type founders, photographers, manufacturers and dealers in carbon paper, sensitised paper, chemically treated paper, litmus paper, photographic paper, glass paper, emery paper etc., ribbons, inks, pens, fountain pens, playing visiting festive, complementary and fancy cards, calendars, manufacturers of dolls, articles and mouldings from papier mache, celluloid, bakelite, etc. and manufacturers of and dealers in paper, card boards and dealers in or manufacturers of any other articles or things of a character similar or analogous to the foregoing.
130. To Carry on the business of advertising contractors and agents, to acquire and dispose of advertising time, space or opportunities in any media, to undertake advertising and promotional campaigns of every nature, to acquire and provide promotional requisites.
131. To Carry on the business of manufacturers and dealers, processors, importers, and exporters of oil and colour paints of all types and all kinds Including lacquers, enamels, paints, varnishes, oils, distempers, dry colours, minerals, disinfectants, turpentine, painting brushes, and/or any other item or items that can be manufactured or dealt with in connection with the business of the Company and compounds, derivatives, intermediates and by-products of all or any of them.
132. To buy, manufacture, produce, repack, process, acquire, melt, import, sell, export, distribute, dispose of or otherwise deal in perfumes, cosmetics~ novelties, eyeglasses, artificial jewellery, scents and to run, manufacture, produce, acquire, build, construct, buy, sell, import, export, hire, let on hire plant, machinery and other equipments therefor.
133. To Carry on the business as manufactures of or dealers in or as stockists, importers, and exporters, repairers of operating tables, operating lights, head mirrors, fowler's, beds, wheelchairs, trolleys, cupboards, incubation tubes, anaesthetic equipments including oxygen cylinders, all kinds of body scanners, X-Ray operators, X-Ray units X-Ray equipments, and all other surgical instruments,
134. To Carry on the business of manufacturing, buying, selling, distributing, importing, exporting and dealing in 'all types of cloth, rexin, leather cloth, by whatever name called, plastic 'and PVC cloth, book binding cloth, plastic and PVC tiles, roofing materials, wall papers, films and sheets and all types of articles, materials, substances, equipments, products, accessories, parts, spares, apparatus and things or the assemblies thereof for industrial, commercial, scientific, domestic or any other use whatsoever, made of Poly Vinyl Chloride and polyurethane including plastics,

bakelite, thermoplastic, polypropylene, polyethylene, and/or based on plastic and Polyvinyl Chloride compounds or any modifications or improvements thereto.

135. To obtain, acquire, register, impart, part with, sell, enter into agreements, employ, consult, keep, work for use or apply scientific, technological, engineering, industrial, commercial or business know how, secret formula, products, trademarks, combinations, process equipment, apparatus and the like and to manufacture, produce, buy, acquire, obtain, import, repair, maintain, improve upon, dispose of, hire, let on hire, sell, export, or otherwise deal in products, items, articles, things that could be so manufactured, produced, acquired, bought as also the plant, machinery and other production and distribution equipment therefor.
136. To purchase, sell, acquire, dispose, hire, let on, hire, design, manipulate, manufacture, repair, alter, prepare for market or deal in any other manner, jewellery, ornaments, bullion, precious or semi-precious stones and any other valuable articles and to dispose them when not required,
137. To manufacture, refine, manipulate, import, export and deal in salts and marine minerals and their derivatives, by-products and compounds of any nature and kind whatsoever.
138. To Carry on the business as consultants and render consultancy and advisory services to any person, whether in India or any where in the world, including but not limited to the areas of data processing, systems analysis, production, scientific, industrial, technical, marketing, economic, administration, management, legal, statistical, accounting, financial, commercial, investment, or any other functions, for any business, industry, occupation, vocation, avocation, etc.
139. To act as technical consultants, engineers and advisors to persons, firms, or corporations engaged or 'to be engaged in the processing, manufacture or use of articles of all types or descriptions.
140. To undertake analytical and scientific research work related to the business of the Company and to establish, subsidise, sponsor, finance, promote or assist in any other manner research laboratories, experimental workshops, or any 'other establishment conducting, undertaking, assisting or sponsoring original or applied research in any areas related to the business or objects of the Company or any other business that can be conveniently carried on with the business of the Company.
141. To establish, provide, maintain and conduct, or otherwise subsidise or aid research laboratories and experimental workshops for scientific, chemical, agricultural, horticultural and technical research and experiments and to undertake and Carry on all scientific and technical researches, experiments, and tests of all

kinds and to promote studies and research, both scientific and technical, investigations and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of 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.

142. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of business concerns and undertaking and generally of any assets, property or right.
143. To investigate, search, survey, prospect, explore, develop, extract, drill, dig, raise, pump, produce, refine, purify, separate, treat, process, blend, store, transport, distribute, market, sell, pack and otherwise deal in mineral oils or other hydrocarbons and their derivatives, by-products and all other residual products, mixtures, in gaseous, liquid or solid forms, to fabricate, purchase, construct, take on lease/rent, erect, maintain machineries, plants, equipments, structurals, carriages related to the above activities, to take on lease, purchase or otherwise acquire lands and other places including offshore areas which seem capable of affording a supply of natural gas and mineral oils for conducting above activities and to Carry on business that is usually or may conveniently be carried on therewith.
144. To Carry on all kinds of exploration business either in collaboration or otherwise and in particular to search for, prospect, examine, explore, take on lease, purchase to commercial exploit and turn to account and advantage or otherwise acquire oil wells, oil fields, gas wells and gas' fields onshore or offshore, riverbeds, ocean and seabeds and to search for and obtain information in regard to such oil wells, oil fields, gas wells and gas fields.
145. To carry out research and development of the lines handled so as to upgrade the Company's technology continuously and to conduct on a scientific footing, detailed investigations and implementation of possible diversifications,
146. To Carry on business of manufacturing, processing, buying, trading or otherwise dealing in plastics, selling plastics, products of all kinds and all sorts of plastic materials, including, thermosetting and thermoplastic materials and adoption of all process, including blow, moulding injection, extrusion compression, vacuum, fabrication, coating, brushing, spraying, laminating, impregnating or any other' application by any method whatsoever.
147. To export and promote the exports of all types of commodities, crops, minerals, raw materials, semi and manufactured products, goods and ware, plant machinery, tools and equipment, all types of

fabrics made from natural or artificial fibres or a blend of natural and artificial fibres, garments, apparel, foods and beverages, marine products, sealed food, canned provisions, raw cotton and cotton manufacturers, raw jute and jute manufacturers, raw wool and wool manufacturers, raw silk and silk manufacturers, textiles made out of natural and artificial fibres, handloom textiles, cottage industries wear, cotton waste, tea, minerals and ores, ferrous and nonferrous metals, metal manufacturers, coffee, tobacco and tobacco manufacturers, spices, shoes and leather wear, timber, automobiles and trucks, diesel engines, pumps, agricultural implements, electric motors, transformers, switchgears and accessories, building hardware, furniture, electrical appliances, paper and paper products, all types of machinery and machine tools, dyes, chemicals, colours, paints, varnishes, book/fine stationery items, glassware, pottery, table ware, scientific instruments, bicycles, auto scooters, automobile and truck spare parts, synthetic products, rubber manufacturers, tyres, cords, tubes, typewriters, refrigerators, office steel furniture, equipment and appliances and other articles, products, materials and substances of all types and descriptions, to all parts of the world, particularly non-traditional commodities to non-traditional destinations.

148. To import all types of commodities, crops, minerals, raw materials, semi and manufactured products, goods and ware, plant machinery, tools and equipment, all types of fabrics made from natural or artificial fibres or a blend of natural and artificial fibres, garments, apparel, feeding stuffs, foods and beverages, canned provisions and to carry on any trading or, operations and deal in all types of materials, minerals, substances, products, goods, Articles and things.
149. To act as trading house and for that purpose to carry on the business of buyers, sellers, agents and distributors of and Importers and Exporters of and dealers in all kinds of goods, articles and merchandise, including consumer goods, raw materials, commodities, products, ferrous and nonferrous metals, chemicals, packaging materials, minerals, goods, articles, spare parts, appliances, machinery, equipments as may be authorised by government through trade policies.

AND IT IS HEREBY DECLARED THAT :-

- (i) The OBJECTS of the Company shall extend to all STATES in the UNION OF INDIA all other parts of the WORLD
- (ii) The objects incidental or ancillary to the attainment of the main objects of the Company as aforesaid shall also be incidental or ancillary to the attainment of the other objects of the Company herein mentioned.
- (iii) The word 'Company' (save when used with reference to this Company) in this memorandum shall be deemed to include any

partnership or other body or associations of persons whether in incorporates or not wherever domiciled.

- (iv) The objects set forth in each of the several clauses of paragraph III hereof shall have the widest possible construction and shall extend to any part of the world.
- (v) Subject to the provision of the Companies Act, 1956, as amended, the objects set for in any clause of sub-paragraph (C) above shall be independent and shall in no way be limited, restricted by reference to or inference from the terms of any of the clauses of subparagraph (A) or by the name of the Company, none of the clauses in sub-paragraph (C) or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or ancillary merely to the objects mentioned in any of the clauses of subparagraph (A).
- (vi) Nothing in this paragraph shall authorise the Company to do any business which may fall within the purview of the Banking Regulation Act, 1938.

IV. The Liability of the members is limited.

- V. The Authorised Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lacs) Equity Shares of Rs. 10 (Rupees Ten Only) each with power to increase or reduce the capital of the Company from time to time in accordance with the Regulations of the Company and the legislative provisions for the time being in force in this behalf and with power to divide the shares in the capital for the time being into equity share capital and preference share capital and to attach thereto respectively and preferential, deferred, qualified or special rights, privileges or conditions and to vary, modify or abrogate the same in such manner as may be determined by or abrogate the same in such manner as may be determined by or in accordance with these presents.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, Fathers / Husbands Name, addresses, descriptions and occupations of subscribers	Signature of Subscriber	Signature, names, addresses, descriptions and occupations of witnesses
Mr. Jayant P. Soni S/o. Purshottam Soni B 2004, 20th Floor, Bhavya Heights , Katrak Road, Near Ram Mandir, Wadala, Mumbai 400 031 Business	Sd/-	WITNESS FOR ALL Sd/- Mr. Philip Eapen S/o. K.M. Eapen Sadguru Apartmenet, Flat No. 3, Pendse Nagar, Dombivali (E) Service
Mr. Dhaval J. Soni S/o. Jayant P. Soni 1301, Springs, Island City Center G.D. Ambekar Marg, Dadar, Mumbai 400 014 Business	Sd/-	
Mr. Vimal J. Soni S/o. Jayant P. Soni B 2004, 20th Floor, Bhavya Heights , Katrak Road, Near Ram Mandir, Wadala, Mumbai 400 031 Business	Sd/-	
Mrs. Tara J. Soni W/o. Jayant P. Soni B 2004, 20th Floor, Bhavya Heights , Katrak Road, Near Ram Mandir, Wadala, Mumbai 400 031 Business	Sd/-	
Mr. Ravilal P. Soni S/o. Purshottam Soni Near Modha Dela, Mandvi-Kutch Business	Sd/-	
Mrs. Anju D. Soni W/o. Dhaval J. Soni 1301, Springs, Island City Center G.D. Ambekar Marg, Dadar, Mumbai 400 014 Housewife	Sd/-	
Mrs. Tapasvini V. Soni W/o. Vimal J. Soni B 2004, 20th Floor, Bhavya Heights , Katrak Road, Near Ram Mandir, Wadala, Mumbai 400 031 Housewife	Sd/-	

Dated. 25th June day of 1992

By order of the Board
For Photoquip India Limited

Dhaval Soni
 Wholetime Director
 DIN: 00751362

Address: 1301, SPRINGS ISLAND CITY CENTER,
 G.D. AMBEKAR MARG, DADAR, MUMBAI 400 014

Date : 13.09.2014
 Place : Mumbai

PHOTOQUIP INDIA LTD.
ARTICLES OF ASSOCIATION

INTERPRETATION

- I (1) In these regulations—
- (a) "The Act" means the Companies Act, 2013.
 - (b) "the seal" means the Common Seal of the Company.
- (2) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

SHARE CAPITAL AND VARIATION OF RIGHTS

- II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—
- (a) one certificate for all his shares without payment of any charges; or
 - (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
- (ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
- (iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
- (ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.
5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
- (ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

- (ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking paripassu therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

LIEN

9. (i) The company shall have a first and paramount lien—
 - (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
 - (b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
- (ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered

holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12. (i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
- (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

13. (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:

Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

- (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- (iii) A call may be revoked or postponed at the discretion of the Board.
14. A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16. (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.
- (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
17. (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
18. The Board—
 - (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
 - (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve percent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

TRANSFER OF SHARES

19. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
20. The Board may, subject to the right of appeal conferred by section 58 decline to register-

- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
 - (b) any transfer of shares on which the company has a lien.
21. The Board may decline to recognise any instrument of transfer unless:
- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
 - (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
 - (c) the instrument of transfer is in respect of only one class of shares.
22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

TRANSMISSION OF SHARES

23. (i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.
- (ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
24. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—
- (a) to be registered himself as holder of the share; or
 - (b) to make such transfer of the share as the deceased or insolvent member could have made.

- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- 25.
- (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
 - (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
 - (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

27. If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
28. The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the

notice) on or before which the payment required by the notice is to be made; and

- (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.

29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
30. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
31. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
32. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- (iii) The transferee shall thereupon be registered as the holder of the share; and
- (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

33. The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

35. Subject to the provisions of section 61, the company may, by ordinary resolution,—

- (a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

36. Where shares are converted into stock,—

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in

the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

- (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.

37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

CAPITALISATION OF PROFITS

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
- (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of

unissued shares to be issued to members of the company as fully paid bonus shares;

- (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
- 39. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
 - (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and (b) generally do all acts and things required to give effect thereto.
 - (ii) The Board shall have power—
 - (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
 - (iii) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

- 40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

GENERAL MEETINGS

- 41. All general meetings other than annual general meeting shall be called extraordinary general meeting.
- 42. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.
- (ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within

India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

PROCEEDINGS AT GENERAL MEETINGS

43. (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

ADJOURNMENT OF MEETING

47. (i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

- (a) on a show of hands, every member present in person shall have one vote; and
 - (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50. (i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
- (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
54. (i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- (ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

PROXY

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not

less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

58. i) The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.
- ii) The present Directors of the Company shall be:
 1. MR. JAYANT SONI
 2. MR. DHAVALSONI
 3. MR. VIMALSONI
 4. MR. MOHAN JAYAKAR
 5. MR. MOHIB KHERICHA
 6. MR. VISHNU ACHARYA
59. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- (ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—
 - (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
 - (b) in connection with the business of the company.

60. The Board may pay all expenses incurred in getting up and registering the company.
61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
62. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from, time to time, by resolution determine.
63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
64. (i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

PROCEEDINGS OF THE BOARD

65. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
66. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
67. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a

meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

68. (i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
69. (i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
70. (i) A committee may elect a Chairperson of its meetings.
- (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
71. (i) A committee may meet and adjourn as it thinks fit.
- (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the

Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

74. Subject to the provisions of the Act,—

- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

75. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

THE SEAL

- 76 (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of a director and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

DIVIDENDS AND RESERVE

- 77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
- 78. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim

dividends as appear to it to be justified by the profits of the company.

79. (i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- (ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
80. (i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid; but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
- (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
81. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
82. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of

members, or to such person and to such address as the holder or joint holders may in writing direct.

- (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
- 83. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
- 84. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
- 85. No dividend shall bear interest against the company.

ACCOUNTS

- 86. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

WINDING UP

- 87. Subject to the provisions of Chapter XX of the Act and rules made thereunder—
 - (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
 - (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
 - (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be

compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

88. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

We, the several persons, whose names and addresses are subscribed, are desirous of being formed into a company in pursuance of this Articles of Association

Names, Fathers / Husbands Name, addresses, descriptions and occupations of subscribers	Signature of Subscriber	Signature, names, addresses, descriptions and occupations of witnesses
Mr. Jayant P. Soni S/o. Purshottam Soni B 2004, 20th Floor, Bhavya Heights , Katrak Road, Near Ram Mandir, Wadala, Mumbai 400 031 Business	Sd/-	<p style="text-align: center;">WITNESS FOR ALL</p> <p style="text-align: center;">Sd/-</p> <p style="text-align: center;">Mr. Philip Eapen S/o. K.M. Eapen Sadguru Apartmenet, Flat No. 3, Pendse Nagar, Dombivli (E) Service</p>
Mr. Dhaval J. Soni S/o. Jayant P. Soni 1301, Springs, Island City Center G.D. Ambekar Marg, Dadar, Mumbai 400 014 Business	Sd/-	
Mr. Vimal J. Soni S/o. Jayant P. Soni B 2004, 20th Floor, Bhavya Heights , Katrak Road, Near Ram Mandir, Wadala, Mumbai 400 031 Business	Sd/-	
Mrs. Tara J. Soni W/o. Jayant P. Soni B 2004, 20th Floor, Bhavya Heights , Katrak Road, Near Ram Mandir, Wadala, Mumbai 400 031 Business	Sd/-	
Mr. Ravilal P. Soni S/o. Purshottam Soni Near Modha Dela, Mandvi-Kutch Business	Sd/-	
Mrs. Anju D. Soni W/o. Dhaval J. Soni 1301, Springs, Island City Center G.D. Ambekar Marg, Dadar, Mumbai 400 014 Housewife	Sd/-	
Mrs. Tapasvini V. Soni W/o. Vimal J. Soni B 2004, 20th Floor, Bhavya Heights , Katrak Road, Near Ram Mandir, Wadala, Mumbai 400 031 Housewife	Sd/-	

Dated.25th June day of 1992

By order of the Board
For Photoquip India Limited

Dhaval Soni
Wholetime Director
DIN: 00751362

Address: 1301, SPRINGS ISLAND CITY CENTER,
G.D. AMBEKAR MARG, DADAR, MUMBAI 400 014

Date : 13.09.2014
Place : Mumbai