

(THE COMPANIES ACT, 2013)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
KOTHARI INDUSTRIAL CORPORATION LIMITED

I. The name of the Company is "KOTHARI INDUSTRIAL CORPORATION LIMITED"

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

III. (A) The objects to be pursued by the Company on its incorporation are:

1. To acquire and take over the entire undertakings and assets and liabilities of all or any of the following Companies namely :-

(i) Blue Mountain Estates and Industries Limited

(ii) Waterfall Estates Limited.

(iii) Balmadies Plantations Limited.

(iv) Kothari Textiles Limited.

(v) Adoni Spinning & Weaving Company Limited.

by Schemes of arrangement and Amalgamation or otherwise and to carry on the business carried on hitherto by them.

2. To acquire by purchase or otherwise and to carry on the business of estate owners, cultivators, planters, growers and manufacturers, of sellers and dealers in tea, coffee, cardamom, pepper, spices, rubber and guttapercha and gums of every description, com, cocoa, rice, oil copra, coconuts, sugar, plantations, cinchona, grains, paddy, cereals, cotton, vegetable, agricultural and horticultural products hereinafter referred to as plantation, horticultural and agricultural produce and manufacture, dispose of buy, and deal in the said products.

3. To purchase, cultivate, plant, treat, cure, prepare, manipulate, submit to any process of manufacture and render marketable, whether on account of the Company or others, all kinds of plantation, horticultural and agricultural produce including coffee, cardamom, tea, rubber, pepper or other such products or produce and to sell and export products, articles and things either in a prepared, manufactured or raw state and either

wholesale or in retail.

4. To carry on the business of agriculturists, horticulturists, planters, and cultivators in all their branches, and the business of coffee curers in all its branches.

4(a) 1. To promote, establish, improve, develop, administer, own and run industries, projects, enterprises, programmes, for manufacturer, processing and/or preservation of agricultural produce, improvement and manufacturing of growth mediums, soil nutrients, manufactured soil, programmes for processing and preservation of agricultural produce, forest produce, and products of pisciculture, sericulture, apiculture and of animal origin for purposes of increasing quality or availability or otherwise of goods and subsidiary foods in all their forms and variations either for export or consumption in the country.

2. To promote, establish, improve, develop, administer, own and run agro-industries, horticultural industries, forestry, pisciculture industry, sericulture industry, apiculture industry, poultry farming, projects or enterprises or programmes for manufacture or production of plant, machinery, implements, accessories, tools, materials, substances, goods or things of any description which in the opinion of the Company will help the growth and modernisation of agriculture, horticulture, forestry, pisciculture, sericulture, apiculture, poultry farming and animal husbandry.
 3. To carry on the business of cultivators of all kinds of seeds, process the same and carry on all activities connected therewith.
 4. To manufacture, process, prepare, preserve, can, refine, bottle, buy, sell and deal whether as wholesalers or retailers or as exporters or importers or as principals or agents, in foods, meats, eggs, poultry, vegetables, canned and tinned and processed goods, protein, health and instant foods of all kinds including baby and dietetic foods, cereals, beverages, cordials, tonics restoratives and aerated mineral waters and food-stuffs and consumable provisions of every description for human or animal consumption. To carry on business in all natural, artificial, synthetic or chemical, edible food colour.
 5. To carry on the business in all their branches of spinning and weaving mills and of spinners, weavers, bleachers, dyers, printers and finishers of cotton, silk, wool, rayon, natural and synthetic fibres and fibrous substances of all kinds.
- 5(a) 1. To carry on the business of manufacturers, importers and exporters, wholesale and retail dealers of and in men's, women's and children's clothing and wearing apparel of every kind, nature and description including shirts, bush-shirts, pyjama suits, vests, underwears, suits, foundation garments for ladies dresses, brassieres, maternity belts, knee caps, coats, panties, nighties and so on.
2. To carry on the business of manufacturers, importers and exporters wholesale and retail dealers of and in hosiery goods of every kind, nature and description, for men, women, and children including vests, underwears, socks, stockings, seaters, laces and so on and of all or anything which is used in hosiery goods.
 3. To carry on all or any of the business of dealers and manufacturers of all kinds of threads, carpets, durries, mats, rugs, namdas, blankets, shawls, tweeds, linens, flannels and all other articles of woollen and worsted materials and of all articles similar to the foregoing or any of them or connected therewith.

6. To purchase or otherwise acquire or take on lease any land or building in India or elsewhere in any part of the world and to work and to construct on such land, buildings houses and sheds, necessary and adapted to the working of spinning and weaving mills, jute mills, and cotton press and ginning factories to provide machinery, engines and apparatus requisite for the construction of such mills and factories and for the due and efficient working thereof, to buy raw cotton, wool, jute, silk and other fibrous substances and to spin, weave and work and to clean, pack the same and sell the materials so manufactured and to do and perform all such acts and things as may be necessary and conducive to the attainment of the above objects or any of them.
7. To carry on the business of the manufacture, import, export, purchase, sale and as sales agents in fertilisers of all kinds including chemical and natural fertilisers and mixtures thereof.
8. To process, alter, improve, manipulate and prepare for market. by-product or intermediate product arriving from or in the course of any of the manufacturers carried on by the Company or of any product derived from or resulting from carrying on any Plantation, Agricultural or Horticultural activities and to manipulate any goods in which such by-products or intermediate products can be utilised or put to profit.
9. To carry on the business of manufacturers, processors. dealers. agents, importers. exporters, merchants, distributors and stockiest of sulphuric acid and super-phosphate and other chemicals of all kinds in all its branches.
10. To carry on the business of importers, manufacturers, and dealers in chemicals, drugs, insecticides, disinfectants, pharmaceuticals, industrial and other preparations and things of any kind whatsoever.
11. To prepare, manipulate, render marketable any of the products which the Company is authorised to manufacture, deal or produce.
12. To take on lease, hire, purchase or on license or otherwise. acquire any lands, plantations, rights over or connected with lands, mills factories, works, vessels, boats, barges, lorries, cars and any other mode of transport, apparatus and stock in trade which may be deemed necessary or convenient for any of the business which the Company is authorised to carry on.
13. To carry on the business of manufacture of Sugar in all its branches.
14. To purchase, manufacture, produce, boil, refine, prepare, import, export, sell and generally to deal in sugar, sugar-candy, jaggery, sugar-beet, sugar-cane, bagasse, molasses, syrups, malada, alcohol, spirits and all sugar products such as confectionery, glucose, sugar-candy. canned fruit, golden syrup and aerated waters and /or by-products such as bagasse, boards, paper pulp, paper, butyl alcohol, acetone, carbon-di-oxide, hydrogen, potash, canvas and fertilisers and food products generally, and in connection therewith to acquire, construct, operate factories for the manufacture of sugar or any of its products, or by-products and acquire or manufacture machinery for any of the above purposes.
15. To cultivate, plant, produce and raise or purchase sugar-cane, sorghum, sugar-beet, sago, dates, palmyra juice and other crops or raw materials and to transact such other work or business as may be proper, necessary or desirable in connection with the above objects or any of them.

16. To carry on the business of brewers and maltsters in all its branches, and to carry on the manufacture of yeast and yeast-products, citric acid and all or any products within the use or for the utilisation of any by-products resulting in the course of manufacture of the same.
17. To carry on, in all or any of their branches, all or any of the business, following : namely, manufacturers of and dealers in all kinds of cotton and synthetic hosiery goods and worsted and woollen goods and goods made of jute, hemp, flax, cellulosic fibres, synthetic polymers, metallic fibres, glass fibres, protein fibres rubber, fibres, rayons and all kinds of man-made and other fibres or fibrous substances, natural or otherwise; manufacturers of and dealers in welding flux and powders, vitriol, bleaching and dyeing materials, resins, chemicals and bichromate plant products; manufacturers of and dealers in all kinds of cloth, fabrics and garments, dyers, finishers and dressers, manufacturers of and dealers in leather and leather goods.
18. To carry on, in all or any of its branches, the business of manufacturers, processors, dealers, importers and exporters of timber, forest products, coirs and composites; Plastics and Plastic products, P.V.C. pulps and fibres and sell generally and all such materials and forest products.
19. To carry on in India or elsewhere the business of acting as consultants and advisers in respect of matters relating to technical, operational, industrial know-how, project and or design engineering, scientific and other research, feasible studies, financial budgetary control, taxation, legal, industrial and labour relations, company promotion formation and registration and all other matters in any way connected or concerned with or relating thereto.
20. To carry on the business of electrical engineers, electricians, engineers, contractors, manufacturers, constructors, suppliers of and dealers in electrical and electronic equipments and other appliances, cable wire lines, dry cells, automative batteries, electric batteries, nickel cadmium cells, photo flash cells and electric cells of all descriptions including train lighting cells, dry and leak proof batteries, air-conditioning apparatus and refrigerating apparatus and appliances in all or any of their details and branches and processes.
- 20-A. To carry on the business of manufacturers, assemblers, importers and exporters, dealers and merchants of watches, wrist watches, time-pieces, clocks, electronic watches and other instrument for measuring time, chronometers and horological instruments, time-controlled mechanisms including time-fuses, components and spare parts thereof.
21. To carry on business as manufacturers of chemicals in all its branches, gas makers, metallurgists, and mechanical engineers, ship-owners and charterers, and carries by land and sea, wharfingers, and warehousing barge-owners, and so far as may be deemed expedient the business of general merchants; and to carry on any other business whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
22. To carry on business as merchants, importers, exporters, dealers and distributors of all kinds of agricultural and horticultural products, manufactured goods, merchandise, and goods of all kinds and to carry on business as Sales Agents, Commission Agents,

Brokers or intermediaries, for the purchase, sale or dealing in any class of goods and to do all kinds of Agency business.

22-A. To undertake, carry out, promote and sponsor rural development programmes, including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist the execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing "programme of rural development" shall also include any programme for promoting social and economic welfare of or uplift of the public in any rural areas which the Directors consider likely to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural areas under Section 35-CC and other applicable provisions if any of the Income-tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public or other institutions of Trusts recognised or approved by the Central or State Government or any authority specified in that behalf by such Government or established under any law for the time being in force as the Directors may approve.

22-B. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social economic or moral uplift of the public or any Section of the public and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing undertake, carry out, promote and sponsor any activity for publication through books, literature, newspaper or other similar and allied media including television or for organising lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or pursuits or researchers and for establishing, conducting or assisting any institution. Fund, Trust or other Body, having any one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the company to or in favour of any public or Local Body or Authority or Central or State Government or any authority specified in that behalf by such Government or established under any law for the time being in force as the Directors may approve.

Mining

22-C. 1. To purchase, take on lease or acquire by concession, grant, licence, otherwise acquire any mining rights, mines and lands in India or elsewhere believed to contain metallic, or mineral, saline or chemical substances, major and minor minerals, ores, stone earths together with such rights as may be agreed upon and granted by Government or other rulers or owners thereof and to expend such sums of moneys as may be deemed requisite and advisable in exploration survey and development and exploitation thereof for the benefit of the Company.

2. To search for and to purchase or otherwise acquire from any Government state or authority, any licences, concessions, grants, decrees, rights, powers and privileges whatsoever, for major and minor minerals, stones, granites, earths etc. which may seem to the Company capable of being turned to account and to work, develop, carry- out, exercise and turn to account the same.
- 22D. To carry on the business of letting on hire or selling under hire purchase or otherwise, on such terms and conditions as may be decided by the Board from time to time all kinds of machinery, ships, barges, automobiles and _vehicles of every kind and description, computers, office equipments of every kind, construction machinery, tools, fixtures, equipment of every kind and machinery of all kinds and description.
- 22E. To carry on the business of purchasing and letting on lease in any part of India or abroad all kinds of machinery, plants, tools, jigs and fixtures, agricultural machinery, ships, travelers, vessels, barges, automobiles and vehicles of every kind and description, computers, office equipment of every kind construction machinery of all types and descriptions, air conditioning plants, aircrafts, and electronic equipment of all kinds and descriptions and equipment and machinery of all kinds and description.
- 22F. 1. To purchase, sell, develop, take in exchange, or on lease, hire or otherwise acquire, whether for investment or sale, or working the same, any real or personal estate including lands, business, building, factories, mill, houses, cottages, shops, depots, warehouses, machinery, plant, stock in trade, mineral rights, concessions, privileges, licenses, easement or interest in or with respect to any property or interest in or with respect to any property whatsoever for the purpose of the Company in consideration for a gross sum or rent or partly in one way and partly in the other or for any other consideration and to carry on business as proprietors of flats and buildings and to let on lease or otherwise apartments therein and to provide for the conveniences commonly provided in flats, suites and residential and business quarters.
2. To provide long term finance to any person or persons or co-operative societies or association of persons or body of individuals either at interest or without and/or with or without any security for construction, purchase, enlarge or repair of any house, flats, raw houses, bungalows, rooms, huts used for residential purposes either in total or part thereof or to purchase any free hold or leasehold lands, estate or interest in any property to be used for residential purposes.
- *23. 1. To carry on the business of buy, sell, trade, deal in or distribute, act as commission agents, brokers, facilitators, clearing and forwarding agents, to import/ export natural of minerals, oils or other natural resources ,river sand and other allied minerals, M sand and or any other artificially or synthetically manufactured sand fit for construction, infrastructure projects by whatever name called, civil constructions of all types and or any other allied products including through mining or dredging of canals, seas and other natural places, either in India or outside India and for the purpose to form partnerships or joint ventures with such person/s.

2. To carry on the business of general logistic service provider, to carry on business as general carriers and freight forwarders and to provide passenger carrier services, carrier freight transport, courier, truck, light or heavy haulage and delivery services by land, road, railway, sea, river, canal, water, or air for and in connection with any containers, packages, parcels, mails, goods or bulk commodities and for that purpose to purchase , hire or take on charter any ships, tugs, barges, lorries, vans, trailers and other vessels or vehicles of any description and to carry, collect, store, consign, distribute, transfer and deliver goods, wares, post, merchandise, parcels, packages, baggage, freight, animals, livestock, timber, coal, oil, ores and other minerals and other property of every description by any mode of transportation, and generally for such purposes to build, own, lease, acquire, manage and operate warehouses, bonded warehouses, container freight and terminal stations, cold storage facilities, open stock and dumping yards, yard for segregation of wastes, disposal of wastages and dredging operations act as agents for shippers and consigners, and to issue warehouse warrants and receipts and bills of lading .

***Inserted vide special resolution passed at EGM held on 26.02.2019**

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24. To Carry on the business of import, export, sales, and purchase, of U.A.V (unmanned aerial /under water /surface vehicle)/Drones (in all categories) Company with Objectives to provide Design, Develop and manufacture UAV's /Drones focusing on providing services to Agriculture, mapping, survey, surveillance, training pilots, educations, defence, medical, utility market, software/mobile application development/services used for drones, accessories development and integration like camera modules, sensors and all other service activities.

25. 1. To carry on the business of Geo-spatial services, Digital photogrammetry, Light Deduction and Ranging (LiDAR),Mobile Light Deduction and Ranging (LiDAR),Ortho photo ,Geographical Information system(GIS), Remote sensing, on shore & off shore survey, seismic data processing, consultancy & training , Geophysics analyze, Environmental studies, Environmental Engineering ,Environmental impact assessment service, Geographical Information System (GIS) Engineering services, Computer Aided Design services, Computer Aided Design drafting and designing , PLS Computer Aided Design , geo Optimization solutions, Geo marketing and logistics services, satellite image processing and marketing services, GPR (Ground Penetrating Radar) and Bathymetric Survey and others related services.

2. To carry on the business of Geo-technical & Hydro Geological Survey.

3. To carry on the business of renewable energy development project. Oil & GAS projects, Forest Management, Mineral ore prospecting and all mining sector services.

4. To carry on the business of Geographical Information System (GIS) software development and consultancy, web developing and utility services in Geographical Information System (GIS), scanning & Networking.

5. To carry on the business of Information Technologies and Information Technology enabled services.

26. To carry on the business of manufacturers, sales, dealers, importers, exporters and commission agents of footwear, leather and non-leather goods.

27. To carry on the business of Marketing, Software development and Business consulting.

***Inserted vide special resolution passed at AGM held on 27.09.2022**

B. Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

28. To acquire by purchase, grant, concession, lease or otherwise forests, timber, wood of all kinds whether standing or otherwise, lumbering and cutting rights and privileges.
29. To erect, purchase, take on lease or otherwise acquire estates, forests, plantations and other lands of freehold, leasehold or other tenure, and in particular lands producing or likely to produce tea, coffee, rubber, coconuts, cotton, flax, hemp, jute, silk, and other fibres and crops and minerals, of any kind, and also grants, concessions, claims, licences and authorities of any description and in particular or and over any such lands and any partial joint or other interest therein, and either absolutely or optionally or conditionally; and to prove, develop, work, cultivate, tum to account and otherwise deal with any such lands, grants, concessions, claims, licenses. authorities, and any interest in the business of manufacturing or curing agricultural products.
30. To purchase, take on lease, or in exchange hire or otherwise acquire any immovable or movable property and any rights, or privileges, licenses, or easements which the Company may think necessary or convenient with reference to any of these objects and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being and to erect, establish, maintain, improve and work any buildings, offices, presses, mills, factories, houses, sheds, roads, mountain transport services, dams, slucies, water courses and other works.
31. To purchase or otherwise acquire, erect, maintain, reconstruct and adapt any buildings, offices, workshops, mills, plant, machinery, accessories, and other things found necessary or convenient for the purpose of the Company and also to extend the business of the Company by adding to, altering, enlarging all or any of the buildings, premises and machinery for the time being the property of the Company, on all or any of the lands for the time being the property of or in possession of the Company, ad by expending from time to time such sums of the moneys as may be necessary or expedient for the purpose of improving adding to, altering, repairing and maintaining the building and machinery and property for the time being of the company.
32. To buy, sell, manufacture, repair, alter, improve, exchange or hire, import and export and deal in all works plant, machinery tools, and utensils, appliances, apparatus, products. materials, substances. articles and things capable of being used in any and every such business as aforesaid or required by any customers or of persons having dealings with the Company or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection with any of the said businesses and to manufacture, experiment with, render marketable, and deal in all residual and by-products incidental to or obtained in any of the business carried on by the Company.
33. To pay for any immovable or movable property or assets of any kind acquired or to be acquired by the Company or for any services rendered or to be rendered to the company and generally to pay or discharge any consideration to be paid or given by the company, in money or in shares whether fully or partly paid-up, debentures or debenture stock, or obligations of the Company, or partly in one way and partly in another, or otherwise howsoever, with power to issue any shares either as fully paid or partly paid-up for such purposes.
34. To purchase or by any other means acquire and protect, prolong and renew, whether in India or elsewhere, any patents, patent rights, trade marks, designs brevets d'invention, licenses, protections

and concessions which may appear likely to be advantageous, or useful to the Company, and to use and turn to account, and manufacture under or grant licences or privileges in respect of the same and to spend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

35. To sell or in any other manner deal with or dispose of the undertaking or property of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures and other securities of any other company.
36. To lease out to tenants for cultivation and to cultivate seeds; grains, crops, vegetables, plants trees of all kinds and descriptions, and to use or sell or otherwise deal with all the produce or yield thereof .
37. To enter into such arrangements as the Company may think proper with any Public Authority for building chawls and tenements on the property of the Company or on the properties of others and to let the same either to the employees of the Company or to others and upon such terms as the Company may think proper.
38. To draw, make, accept, endorse, seal, execute, negotiate, purchase, discount, hold and dispose of cheques, promissory notes, bills of exchange, hundies, drafts, charter parties, bills of lading, warrants, debentures and other negotiable documents and contracts, deed and instruments, and to cancel and vary such instruments and to open any kind of account in any bank.
39. To receive money on deposit or loan at interest or otherwise and to lend and advance money with or without security to such persons and Companies and on such terms as may seem expedient, without doing banking business as defined in the Banking Companies Act, 1949.
40. To insure with any person or company against losses, damage , risks and liabilities of any kind which may affect the Company either wholly or partially, and, if thought fit, to effect any such insurance by joining or becoming members of any mutual insurance, protection or indemnity association, federation or society, and to accept any such insurances, or any part thereof, for the account of the Company.
41. To borrow or raise money, by itself or jointly with others at interest or otherwise in such manner as the Company may think fit, and in particular by the issue of debentures, perpetual or otherwise including debenture convertible into shares of this or any other company, or perpetual annuities; and in security of any such money so borrowed, raised or received, to mortgage, pledge or 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, and to purchase, redeem, or pay off any such securities.
42. To accumulate funds and to lend, invest or otherwise employ moneys belonging or entrusted to the Company upon securities and shares, or without security upon such terms as may be thought proper, and from time to time to vary such transactions in such manner as the Company may think fit but not to do the business of Banking within the meaning of the Banking Companies Act, 1949.
43. To guarantee the payment of the money and the performance of contracts or engagements entered into by any company or person and to secure the payment of the money and the performance of any contracts or engagements entered into by this or any other company or persons, and to discharge any debt or other obligation of or binding upon this or any other company or person by mortgage or charge upon all or any part of the undertaking, property and rights of the company (either present or future or both) including its uncalled capital or by the creation or issue of debentures, debenture stock or other securities or by any other means.

44. To make pecuniary grants by way of donation, contribution, subscription, pension allowance or gratuity and to render assistance otherwise to or for the benefit of persons who are or have been employed by the company or its predecessors and the widows, orphans and dependents of any of such persons, to or in aid of charitable, benevolent, religious, scientific, national, international and public institutions, objects or purposes, or to any Individual or body, to associations, or organisations or funds for the defence, protection, indemnification, or advantage of companies or others, for any exhibition and for the promotion of or opposition to any Bill in Parliament or State Legislature or any like purpose.
45. To lend money either with or without security and generally to such persons, firms, Association or Companies and upon such terms and conditions, as the Company may think fit, in connection with the business of the Company.
46. To carry on any other business (whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
47. To carry on in any place or places in the world any trade or business, whether manufacturing or otherwise. subsidiary or auxiliary to, or which can be conveniently carried on in connection with any of the Company's objects; and to establish and maintain any agencies in any pan of the world for the conduct of the business of the Company, or for the sale of any materials or things for the time being at the disposal of the Company for sale; and to advertise and adopt means of making known all or any of the manufacture, products or gocxls of the Company, of any articles, or goods traded or dealt in by the Company in any way that may be thought advisable, including the posting of the bills in relation thereto, and the issue of circulars, books, pamphlets and price lists, and the conducting of competitions and the giving of prizes, rewards, and donations but not by way of lottery.
48. To be interested in, promote, and undertake the formation and establishment of such institutions, business, companies, (industrial, agricultural, trading, manufacturing or other) as may be considered to be conducive to the profit and interest of the company; and to carry on any other business (industrial, agricultural, trading. manufacturing or other) which may seem to the Company capable of being conveniently carried on in connection with any of the objects or otherwise calculated directly or idirectly to render any of the Company's property or rights for the time being profitable, and also to acquire, promote, aid, foster, subsidise or acquire interests in any industry or undertaking in any country or countries whatsoever.
49. To purchase or otherwise acquire and undertake the whole. or any part of the business, property, rights and liabilities of any person, firm or company, carrying on any business which the company is authorised to carry on, or possessed of property or rights suitable for any of the purposes of the Company, and to purchase, acquire, sell and deal in property, of any such person, firm, or company and to conduct, make or carry into effect any arrangements, in regard to the winding up of the business of any person, firm or company, association or society.
50. To enter into partnership or into any agreement for sharing profits, union of interest, reciprocal concession, amalgamation or co-operation, with any corporation or company carrying on or about to carry on, or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to take or otherwise acquire and hold shares or stock in or securities of, and to subsidise or otherwise assist any such Company, and to sell, hold, reissue with or

without guarantee or promote any other company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the company.

51. To amalgamate with any other company or companies having objects altogether or in part similar to those of this Company.
52. To promote and form and to be interested in, and take, hold and dispose of shares in other Companies, to transfer to any such company any property of this Company, and to take or otherwise acquire, hold and dispose of shares, debentures and other securities, in or of any such company, and subsidiaries or otherwise assist any such Company.
53. To undertake and execute any trust which may be considered beneficial to the Company either directly or indirectly.
54. To assist any company, financially or otherwise, by issuing or subscribing for or guaranteeing the subscription and issue of capital, shares, stock, debentures, debenture stock or other securities; and to take, hold shares, stock and securities of any company notwithstanding there may be liability thereon.
55. To take or otherwise acquire and hold shares in any other company, and to pay for any properties, rights or privileges, acquired by this Company either in shares of this Company, or partly in shares and partly in cash, or otherwise, and to give shares or stock of this Company in exchange for shares or stock of any other company
56. To apply for, promote and obtain the incorporation, registration, or other recognition of the Company, state or place and to establish and regulate agencies for the purpose of the Company's business and to apply or join in applying to any Parliament, Local Government, Municipal or other authority or body, British, Colonial or foreign for any acts or Parliament laws, decrees, concessions, orders, rights or privileges that may seem conducive to the Company's objects or any of them and to oppose by lawful means any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
57. To improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with, all or any part of the property, rights and concessions of the Company:
58. To create any Depreciation Fund, Reserve Fund, Sinking Fund, Insurance Fund, or any other Special Fund, whether for repairing, improving, extending or maintaining any of the property of the Company, or for any other purposes conducive to the interests of the Company.
59. To distribute any of the properties of the Company amongst the members in specie or kind, as permissible in law.
60. To provide for the welfare of the employees or ex-employees of the Company and the wives, widows and families or the dependents or connections of such persons, by building or contributing to the building of houses, dwellings or chawls, or by grants of money pensions, providing insurance, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident or other associations, institutions, funds or trust, and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit, and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institution, associations and objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility otherwise.

61. Subject to Section 52 of the Companies Act, 2013, to place to reserve or to distribute as dividends or bonus among the members, or otherwise to apply, as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company, and moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares or from unclaimed dividends.
62. To adopt such means of making known the products of business carried on by the Company as may be deemed expedient, and in particular by advertising in the Press by circulars and slides or purchase or exhibition of work of art and interest and publication of books and periodicals and by granting prizes, awards and donations.
63. To do all or any of the above things and all such other things as are incidental or conducive to the attainment of the above objects or any of them in any part of the Union of India and of the World and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, or otherwise and either alone or in conjunction with others.
64. To refer or agree to refer to arbitration, any claim, demand, dispute, legal proceedings or any other question, by or against the company, or in which the company is interested or concerned.
65. To carry on business as financiers, and to undertake and carry out all such operations and transactions (except insurance business within the meaning of the Insurance Act, and the business of Banking within the meaning of the Banking Companies Act) as an individual may lawfully undertake and carry on.
66. To carry on any scientific research or other research which may be of benefit to the Company, to establish, conduct and carry on any educational or other institution and research or such other activities for the attainment of the above objects.
67. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns, and undertakings and generally of any assets, property or rights.
 1. To manufacture, conduct Research and Development, buy, sell, assemble, import, export, distribute, service, repair, deal in, trade, develop, apply for patents, lease out, act as agents in all or any of the following :
 - (a) Electronic equipments, Computers of all types including Mini/Computer/Micro processor based systems, Computer components and computer peripherals including Printers, Key Boards, Visual Display Units (VDUs), Automatic Tellers, Automatic Cash Dispensing Equipment, Magnetic Ink Encoders, and Magnetic Ink Character Reading systems and such other hard ware developments that may come into existence from time to time. Telecommunication equipments and peripherals such as PABX/PAX, EPABX, Digital Switching Equipment, Communication Switching Equipment Magnetic Tapes, Floppy Diskettes, Hard Discs and such other input Media as may come into existence from time to time.
 - (b) Micro-processor based control equipments and instrumentations, Medical Electronic Equipments and Instruments, Optical Character Readers, Data Transmission Equipment. Micro Fiche Micro Filming equipment, Office Automation Equipments, and machineries and equipments required for office communication reproduction facilities equipments, multi-copying facilities I multi-copying application, record maintenance systems, Fascimile Transmission and Receiving equipment.

2. To undertake software development for domestic and export markets and to undertake/ manufacture hardware required for installation or leasing of long distance communication network including satellite communication network, for Domestic and International markets. To undertake data processing, creation of data base and hiring out of such facilities.
 3. To carry out research, investigation, developmental and experimental work of every description in relation to micro-processor and based systems and in all fields of electronics and to provide consultancy services and undertake turnkey projects in the above and other related areas.
 4. To appoint/act as agents in India and elsewhere for sales of Electronic Products and to buy materials required by the Company and to act as agents for software.
68. To carry on the business as hoteliers, hotel proprietors, hotel managers and operators, refreshment contractors and caterers, restaurant keepers, refreshment room proprietors, milk and snack bar proprietors, cafe and tavern proprietors, lodging house proprietors. ice-cream merchants, sweetmeat merchants, milk manufacturers and merchants, bakers, confectioners, professional merchants, licensed victuallers, wine and spirit merchants, blenders and bottlers and amusement park owners.
 69. To carry on the business of extraction of oil including industrial oils by mechanical, electrical and/or chemical means from all or any of the following kinds and or types of commodities viz. rice bran, oil bearing seeds and nuts and plantation crops and also for manufacture of all by-products resulting for the said operation and extraction of oil.
 70. To carry on the business in all types of aromatic, perfumery and flavouring synthetics like phenones, acetylene derivatives, anthranilates alcohols, aldehydes, ketones, esters, acids, salicylates, all types of synthetic musks, vanillin and its compounds, and derivatives, coumarin and its derivatives and compounds, other compounds or chemicals or derivatives :used in perfumery industry, all essential oils both natural and synthetic, all raw materials and compounds required for the manufacture of the above products made from with the use of any of the by-products made from or with the use of any of the by products thereof.
 71. To carry on the business as importers, exporters, manufacturers of and dealers in all kinds of household appliances including refrigerators, dryers, heaters, presses, pressure cookers, ovens, cooking ranges, hot plates, other cooking utensils of all types, containers, buckets, toasters, mixers, washing machines and other electric appliances including radios, televisions, transformers and electric motors of every kind and description.
 72.
 1. To establish and maintain research and biological laboratories, farms and stables.
 2. To establish well equipped laboratory and carry on analytical, experimental and other work or undertaking in relation to the works and the general objects of the company, or otherwise.

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

V. "The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 5,00,00,000/- (Five Crores only) Equity Shares of Rs. 5/- each, with powers to increase or reduce the same in accordance with the provisions of the Companies Act, 2013".

We, the several whose names and addresses are hereunto subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of this Company set opposite out respective names.

SI. No.	Names Addresses, Descriptions, and Occupations of Subscribers	No. of Equity Shares taken by Subscrib	Signature of Subscribers.	Witness, Name Address, Descriptions and Occupations
1.	D.C. Kothari, Industrialist, 3, Kothari Road, Madras. 34. Son of Mr. C. M. Kothari.	15		
2.	H.C. Kothari, Industrialist, Kothari Bagh, 4-A, Nungambakkam High Rd, Madras-34, Son of Mr. C. M. Kothari.	20		
3.	V. Pattabhiraman Advocate, 'Ramasraya', I-A, Rutland Gate 4th Street, Madras-6. S/o K. Venkatarama Iyer.	10		
4.	M.R.M. Punja, General Manager , Kothari Road, Madras-34. Son of Mr. M.R. Punja.	10		D.B. Saxena, 54-A, Harrington Rd., Madras-31 Son of Bansilal Officer, Kothari & Sons
5.	A.K. Bhansali, Business & Executive, 39, Subba Rao Avenue, Madras-6. Son of Dr. K.T. Bhansali	5		
6.	C . Srinivasan, Industrialist, 95, Broadway, Madras-I Son of C. Authikesavalu Chettiar.	10		
7 .	P.D.K:othari, Industrialist, 3, Kothari Road. Madras- 34, Son of Mr. D.C. Kothari.	5		
	Total	75		

Dated this 29th day of June 1970.