

LAKSHMI MACHINE WORKS LIMITED

MEMORANDUM OF ASSOCIATION

- I. The name of the Company is “LAKSHMI MACHINE WORKS LIMITED”.
- II. The registered office of the Company will be situated in the State of Madras.
- *III. a) The objects to be pursued by the company on its incorporation are:-
 1. To carry on, in India or elsewhere in the world, any one or more or all of the businesses following:
The business of manufacturing, importing, exporting, buying, selling, dealing in, distributing, exchanging, converting, altering, processing, twisting, or otherwise handling all kinds of machinery, particularly textile machinery, such as ginning machinery, blow-room machinery, carding engines, drawing frames, inter frames, roving frames, ring frames, mules, reeling machines, bundling and baling machines, winding and warping machines, weaving machinery of all kinds, looms of all kinds, bleaching machines, sizing machines, dyeing machines, calendering machines, folding machines, other finishing machines, combing machines, weighing machines of all kinds, rayon and staple fibre manufacturing machines, boilers and all such other machinery necessary in connection with cotton, staple-fibre, silk and synthetic fibre, wool and textile manufacture.
 2. To erect, work and maintain ginning, spinning, weaving, bleaching, dyeing and finishing plants, factories, godowns and buildings necessary for the manufacture of textile fabrics from cotton, silk, staple-fibre, wool and synthetic fibres of all kinds.
 3. To manufacture and deal in lathes, planing machines, shaping machines, drilling machines, milling machines, boring machines, grinding machines, cutting machines, jigs, jointer, measuring instruments and other workshop machinery and tools of every kind.
 4. To manufacture and deal in bobbins, spindles, rings, ball-bearings, tapes, cotton rope, cotton banding, willowing machines, bonda opener, thread extractors, wood-screws, fillets, toothed wheels and other tools, accessories and machinery necessary for the manufacture and working of textile and other machinery.
 5. To acquire by purchased, hire, lease or otherwise all kinds of machinery and tools necessary for the business of the Company and to deal in all such things.
 6. To manufacture, import, export and deal in electric motors, transformers, switchboards, switches, starters, electric bulbs and tube-lights, cables of all kinds, insulators, bare or insulated wires, galvanised poles and other electric goods and accessories and scientific instruments.
 7. To import, export and deal in all kinds of industrial stores and mechanical spare parts, dye-stuffs, and chemicals necessary for textile manufacture or otherwise for the business of the Company.
 8. To carry on the business of mechanical, electrical, railway, marine, aeronautical, agricultural, sanitary, civil and constructional engineers, aluminium founders, iron founders, brass founders, casters, spinners, rollers, and workers of metals and their alloys, including aluminium and their alloys and metallic combinations of all kinds, founders of all metals and metal and metal compounds, whether ferrous or non-ferrous metals and metal compounds, manufacturers of welding appliances,

metal workers, millwrights, manufacturers of iron, pig iron, steel iron and steel and copper and aluminium wires, steel ingots, aluminium conductors, galvanised wires, aluminium rods, wire nails, bolts, nuts and appliances, tools and implements, iron, steel, aluminium, copper, brass, zinc and any other metallic sheets, converters of iron and steel and other metals, smiths, tin manufactures and tinkers, wheelwrights, wood-workers, builders, painters metallurgists, water supply engineers, gas makers, annealers, varnishers, vulcanisers, electroplaters, silver-platers, nickel-platers, aluminium-platers, and to import, export, deal in, hire, sell, let, repair all kinds of machinery, tools, implements, accessories, rolling stock and other articles and things necessary for carrying on the business of the Company.

9. To carry on the business or businesses of manufacturers, importers and exporters of, and dealers in, all kinds of articles for lighting, cooking and heating purposes.
10. To carry on the business or businesses of manufacturers, importers and exporters of, and dealers in, forging, press, structural and rolling works of all kinds and in particular, gates and railings, collapsible gates and grills, stairs, columns, trusses, metal doors and windows and other building materials; bolts and nuts, rivets, washers, wire nails, screws, hinges, hook bolts, tower bolts, dogspikes, signalling materials and railway, carriage and wagon fittings; rods, bars, wires, sheets; and mill, factory, tea garden and colliery requisites of all kinds.
11. To carry on the business of manufacturers of, and dealers in, chemicals of any nature and kind whatsoever including acids, alkalies and salts, manures, fertilizers, dyes, caustic soda, soda-ash, sizing materials, medicinal, chemical, industrial and other preparations and articles of any nature and kind whatsoever, soaps, oils, paints, varnishes, compounds, drugs, organic or mineral intermediates, paints and colour grinders, makers of and dealers in, electrical, chemical, photographic, surgical, and scientific apparatuses and materials and to manufacture, refine, manipulate, import and deal in salts, marine minerals and their derivatives, by-products and compounds of any nature and kind whatsoever.
12. To develop and to turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up, and improving buildings, and by planting, paving, draining, farming, cultivating and letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders and others.
13. To carry on the business of miners, exporters, merchants and producers respectively of coal, ores, graphite, mica, manganese, asbestos or any other mineral or natural produce and to manufacture, prepare for the market, import, export, buy, sell or otherwise deal in the same.
14. To cultivate all or any of the lands belonging to the Company, to grow and cultivate therein cotton, jute and other fibrous plants, and to carry on the business of farmers and dealers in cotton, silk, staple-fibre, wool and synthetic fibre of all kinds.
15. To search for, prospect and locate, examine and explore mines, ground, districts and localities, supposed to contain oil, metals or minerals, and to search for and obtain information in regard thereto and to purchase, take on lease or concession, or otherwise acquire any interest therein, and to hold, sell, dispose of and deal with mines and mining and other rights and property supposed to contain oil,

metals minerals of any kind, and undertakings connected therewith, and to work, exercise, develop, finance, and turn to account the same.

16. To carry on business of hotel, restaurant, cafe, tavern, beer house, refreshment room, restaurant room, boarding and lodging, apartment house keepers, motels, holiday resorts, halls, ball room, music halls, caterers, licensed victuallers, wine, beer and spirit merchant, malsters, manufacturers of aerated mineral and artificial waters and other drinks, purveyors, blenders and bottlers, caterers for public amusements, milk and snack bar proprietors, ice cream merchants, sweet meat merchants, bakers, confectioners, general coach cab, carriage and motorcar proprietors, livery stable and garage keepers, job masters, importers and brokers of food, live and dead stock, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing room, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusements and recreation, sport, entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railway, road, air and shipping companies and carriers, theatrical and opera-box office proprietors and general agents and to provide services and facilities for all kinds on a commercial basis that may be required for the tourist and entertainment industry.
17. To purchase, sell, develop, take in exchange, or on lease, hire or otherwise acquire, whether for investment or sale, or working the same on any real or personal estate, including lands, mines, business, building, factories, mill, houses, cottages, shops, depots, warehouses, machinery, plant, stock in trade, mineral rights, concessions, privileges, licences, easement or interest in or with respect to any property whatsoever for the purpose of the Company and in particular by laying out and preparing the same for building purpose, constructing, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings and by planting, paving, draining, farming, cultivating and enter into contracts and arrangements for all kinds with builders and others and in consideration for a gross sum or rent or partly in one way and partly in the other or for any other consideration, to carry on business as proprietors of flats and buildings and to let on lease or other apartments therein and to provide for the conveniences commonly provided in flats, suites and residential and business quarters.
18. To carry on the business of plantations, farming, horticulture, floriculture, sericulture, cultivators of all kinds of tea, coffee, cocoa, cardamom, rubber, food grains, seeds, fruits and other produce of the soil, proprietors of orchards, traders, exporters, dealers and sellers of the products of plantations, farming, horticulture, floriculture, sericulture and manufacturers of drinks alcoholic or otherwise, including beverages produced from such products or otherwise, to carry on the business of treating, cure, prepare, manipulate, blend, submit to any process of manufacture and render marketable such tea, coffee, rubber cocoa, cardamom etc; to carry on the business of cultivators, growers, manufacturers, millers, grinders, rollers, processors, cold starers, canners and preservers and dealers of food grains and other agricultural, dairy, horticultural and poultry products, fruits, vegetables, herbs, medicines, flowers, drinks, fluids, gas and other fresh and preservable products and to extract by - products and derivatives, whether edibles, pharmaceutical medicines or of any other kind or nature whatsoever and food preparations of every kind and description and generally to carry on the business of manufacture of and trading in preserved, dehydrated, canned or converted agricultural products, fruits and vegetables, provisions, foods, dairy and poultry products and articles and other derivations of all kinds and descriptions and to set up and run machinery for processing and preserving the same.

19. To carry on business of manufacturers, traders, sellers and exporters of all kinds of telephonic instruments such as electronic payphone system, automatic fare collection system, supervision system for coin and card operated payphones, monitoring system, public telephone system, card operated public videotex system, electronic funds transfer intercom, push bottom telephone and all kinds of electronic equipments such as telephonic answering machine, cellular mobile telephone, trunk radio system, paging, V sat, directories and other value added services, electronic test machinery instruments like signal generators, power supply system such as investor telecommunication instruments like signal generators, electronic automatic exchange (PAX), electronic exchange and all kinds of electronic instruments, components, appliances, devices, equipments for all telecommunication system, all types of telecommunications cables like jelly filled cables, dry core cables, ro-axil cables, optic fibre cables, switch board cables, jumper wires, telephonic hand set cards and similar cable and wires; provide consultancy and management services for the above.
20. To carry on the business of manufacturers, dealers, importers and exporters of all types of Granites by owning or leasing mines and to establish a factory in India or abroad to polish Granite and to deal, to sell, to export and import the same.
21. To carry on the business of developers, purchasers, consultants and technical advisors in the field of computers, computer software, information and management system, development and dealing in computer programmes, application systems, maintenance, software development and to depute personnel to develop and process software and hardware and other electronics items in India and abroad, also to deal with the property of the Company by sales or lease or in any other manner deal with or dispose off the undertaking or properties of the Company or any part thereof and to generate, distribute and supply electricity subject to such statutory regulations.
22. To carry on the business in India or abroad for design, development, engineering, production, assembly, import, export of civil, commercial and military space systems such as spacecraft, space launch vehicles, space stations, shuttle services, manned space systems, planetary probes, and their supporting ground systems and services; associated propellant and chemical handling and processing systems, telecommunications systems and services; design and production of various government and commercial communications, navigation services and environmental sensing and monitoring satellites and their ground supporting systems and services for upstream and downstream activities, including all activities but not limited to manufacture and or assembly of components, sub-assemblies, testing, integration, propellant casting, filling, checkout, mission planning, launch, control and associated actions using various technologies or materials including but not limited to metallic, composite materials, 3-D Printing techniques.
23. To design, develop, engineer, assemble, produce in India or abroad all types of missiles including any parts or components thereof for strategic fleet missiles, ballistic and defensive missiles, missile warning systems for defence with attendant composites systems.
24. To carry on the business in India or abroad for design, engineering, integration, production and checkout of fighter aircraft of all generations, aircraft, bombers, special mission, airlift, antisubmarine warfare, reconnaissance, surveillance and high-performance aircraft; helicopters with night enablement for defence use and passenger and cargo systems for civilian use; unmanned aerial systems, swarm systems for military operations and civil applications, aircraft controls and subsystems; thrust reversers; and

aircraft modification, repairs, maintenance and logistics support for military and civilian customers including design and manufacture of aerospace related detailed parts made of metallic, composite and hybrid sources, related avionics and ground control systems including radars, communication systems for military including naval systems and civil applications.

25. To design, manufacture, assemble engines/components of engines in India or abroad for use in spacecraft, missiles, fixed and rotary wing aeronautic systems, propulsion systems and other aerospace products of all types including but not limited to fuel-efficient green engines, electric engines, nacelles and mounting systems.
 26. To design, develop, engineer, assemble and produce in India or abroad both hardware and software for use in high-performance electronic systems for undersea, shipboard, land-based, airborne and space-based applications, including system integration capabilities for both fixed wing and rotary wing aircraft; and major lines of electronics subsystems such as aircraft control systems; electronic warfare; electro-optic and night vision; radar; display; and computers for the military and commercial aerospace market including commercial, civil, and for use in adjacent lines of business like telecommunications; commercial satellite; electronics; automation systems; transportation; and electronics fabrication including the business of designing, developing, integrating, and operating large, complex information systems, engineering, technical and management services.
 27. To carry on the business of manufacture/ assemble/ deal/ supply/ export/ import/ design of engineering products or material including but not limited to composites that are required for Aerospace, Defence, Aviation, Missile, Rockets, Satellite and other industries, in India or elsewhere in the world.
- (b) Matters which are necessary for furtherance of the objects specified in clause III(a) are:-
1. To purchase, take on lease or in exchange, or otherwise acquire, erect, construct, maintain, repair, renovate, adapt, demolish or reconstruct, or add to or extend lands, buildings, residential bungalows, quarters, godowns, offices, chawls, warehouses, structures, erections, workshops, factories, foundries necessary or convenient for the purposes of the Company and also to extend the business of the Company by purchasing, acquiring, getting transferred, adding to, altering, enlarging, all or any of the buildings, factories, quarters, godowns, offices, chawls, warehouses, structures, erections, workshops, factories, premises, foundries, being the property of the Company or situate on all or any of the lands for the time being the property or in possession, of the Company and by expending from time to time such sum or sums of money as may be necessary or expedient for improving, adding to, altering, repairing and maintaining the lands, buildings, quarters, godowns, chawls, offices, warehouses, structures and erections, being the property for the time being of the Company and to sell or let out or mortgage all or any portion of the same as may be thought desirable.
 2. To construct, improve, maintain, develop, work, manage, carry out, or control any roads, ways, railway sidings, tramways, branches, bridges, reservoirs, tanks, water courses, wharves, manufactures, electric works, shops, stores, and 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, improvement, maintenance, working, management carrying out, or control thereof.

3. To acquire by concession, grant, purchase, barter, lease, amalgamation, license or otherwise, either absolutely or conditionally and either solely or jointly with others, any tract or tracts of country, lands, estates, farms, forests, plantations, quarries, mines, mineral rights, water rights, easements, rights and privileges and hereditaments and trademarks and to expend such sums of money as may be deemed requisite and advisable in the exploration, prospecting, working, surveying cultivation and development thereof.
4. To purchase any machinery, plant, raw materials, chemicals, tools, implements, stores and other articles for the use and purpose of the Company and to remove all or any of the machinery, plant, raw materials, chemicals, tools, implements, stores and other articles of the Company for the time being in or upon any lands, buildings or premises of the Company, to other lands, buildings, or premises wherever situate.
5. To apply for, purchase, or otherwise acquire, any patents, brevets d' invention, licenses, concessions, and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired.
6. 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.
7. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purpose of this Company.
8. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure or reciprocal concession, with any person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company. And to lend money to, guarantee the contracts of or otherwise assist, any such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
9. To amalgamate with, or absorb into this Company, any other company having objects altogether or in part similar to those of this Company.
10. To take, or otherwise acquire, and hold shares in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted to as directly or indirectly to benefit the Company.
11. To enter into any arrangements with any government or authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects, or any of them, and to obtain from any such government or authority, any rights, privileges, and concessions which the Company may think it desirable to obtain, and to carry out exercise, and comply with any such arrangements, rights, privileges and concessions.

12. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit this Company.
13. Without in any way offending any of the provisions of the Banking Companies Act, 1949, to lend money to such persons or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company, and to guarantee the performance of contracts by any such persons or companies.
14. To make advances for the purchase of raw materials, goods, machinery, stores and other articles required for the purpose of the Company or deemed expedient with or without security of whatever nature and kind so ever.
15. To obtain any provisional order or Act of Legislature for enabling the Company to carry out any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.
16. To assist any company financially or otherwise, by subscribing for or guaranteeing the subscription and issue of capital, shares, stock, debentures, debenture-stock or other securities, and to take, hold and deal in shares, stock and securities of any company notwithstanding there may be liability thereon.
17. To apply for, tender, purchase or otherwise acquire any contracts, subcontracts, licences and concessions for or in relation to the objects or business therein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same; and to sub-let all or any such contracts from time to time and upon such terms and conditions as may be thought expedient.
18. To pay for any properties, rights or privileges acquired by the Company, either in shares in the capital of the company or partly in such shares and partly in cash or otherwise.
19. To borrow or raise and secure the payment of moneys in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
20. Without offending any of the provisions of the Banking Companies Act, 1949, to receive on deposit account moneys, to such extent, for such time, and at such rate of interest as the Company may decide from time to time.
21. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures, railway receipts, and other negotiable or transferable instruments.
22. To open, current or deposit, account or accounts with any individual, firm or company or with any bank or banks or shroffs, and to pay into, and to withdraw from, such account or accounts the funds of the Company.
23. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture stock, contracts, mortgages, charges, obligations,

instruments and securities of any company or any authority, supreme, municipal, local or otherwise, or of any person whomsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contract or obligation.

24. To establish agencies or branches in India or elsewhere in the world for sales, purchased and distribution or for any purpose or business of the Company, to regulate their working and also to discontinue the same; and to undertake the management of any company or companies having objects altogether or in part similar to those of this Company and to take all necessary steps for registering the Company in any country as may be thought fit.
25. To transact and carry on all kinds of agency business and to act as managing agents of any company, and to acquire or take over, with or without consideration, and carry on, the business of secretaries and treasurers, and agents and managing agents by themselves or in partnership with others, companies or firms, whose objects may be altogether or in part similar to those of this Company.
26. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for cash or for shares whether fully or partly paid, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
27. To grant pensions or gratuities to, and to establish and support, or aid in the establishment of associations, institutions, funds, trusts and conveniences, calculated to benefit any employees, managing directors, managers and any directors who hold an office of profit under the Company or under a subsidiary thereof or ex-employees, as aforesaid of the Company or of any subsidiary thereof or of any associated or allied company or the relations, dependents or connections of such employees or ex-employees and also to provide for the welfare of such persons by building, or contributing to the building, of houses, dwellings or chawls, or by grants of money, pensions, allowances, or other payments, or by creating, and from time to time subscribing and contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals, dispensaries, medical and other attendance and assistance as the Company shall think fit; and to subscribe or otherwise to assist or guarantee money to, charitable, benevolent, religious, scientific, national, political or other institutions or 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 or mere expediency or otherwise, and to support and subscribe for or contribute to any funds of any party, political, trade, commerce or industry, provided that such contribution is likely to be, in the opinion of the Company, in the interests of the Company.
28. To establish, provide for, maintain and conduct or otherwise subsidise or become members of, research laboratories and experimental workshops or scientific 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, investigation and invention, by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by arranging exhibitions, and establishing awards, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigation, experiment, 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.

29. To aid financially or otherwise any association, body or movement having an object of solution, or settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
30. To adopt such means of making known the products 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 books and periodicals, and by granting prizes, rewards and donations.
31. To appoint and remunerate experts, scientists, engineers, technicians, mechanics, managers, contractors, brokers, canvassers, agents, artisans, officers, accountants, legal advisers, workmen, clerks, artificers, servants, menials and other persons.
32. To pay all the costs, charges and expenses, preliminary and incidental to the promotion, formation, registration and establishment of the Company, and the issue of its capital including any underwriting or other commission, broker's fees, commission fees for services rendered and charges in connection therewith.
33. To remunerate any person, firm or company for services rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the capital of the Company or any company promoted in whole or in part by the Company, or any debentures, debenture stock, or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of the business.
34. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other funds whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interests of the Company.
35. Except in the matter of distributing the profits of the Company by way of dividends, and subject to the provisions of the Act, to distribute among the members of the company in specie any property of the Company, and in particular any shares, stock, debentures, debenture stock, or securities of other companies, belonging to the Company or of which the Company may have the power of disposing.
36. To undertake and execute any trust the undertaking whereof may seem desirable and either gratuitously or otherwise.
37. To do all or any of the above things in any part of the world, and either as principals, agents, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
38. To dedicate, present or otherwise dispose of, either voluntarily or for value, any property of the Company deemed to be of national, public or local interest, to any national trust, public body, museum, corporation, or authority or any trustees for or on behalf of any of the same or of the public.
39. To undertake, carry out, promote and sponsor rural development comprising of any programme for the betterment of people in any rural area with a view to promote the social and economic status of the masses in those areas; and to incur any expenditure on any rural development programme and to assist execution and promotion thereof whether directly or indirectly or in any other manner. The words 'Rural Area' shall include such areas as may be regarded as Rural areas under Sec.35CC 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. In order to implement any of the rural development programmes for the objects mentioned above, the Directors may transfer at their discretion without consideration or at a concessional value as the Directors may think fit and divest the ownership of any such property of the Company in favour of any public body or institution of trust 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, engaged in the execution of rural development programmes.

40. To undertake, carry out, promote, sponsor and assist any activity for the promotion and growth of national economy and for discharging what the Board of Directors may consider to be the social and moral responsibilities of the Company to the public or to any section of the public as also any activity likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such a manner and by such means as the Directors may think fit.

The Directors may, at their discretion, undertake, carry out, promote and sponsor any activity for publication of literature, magazines, books, organising lectures or seminars, giving merit awards, scholarships, loans or such other assistance as the Directors may think fit to students, scholars or other persons and making donations to any institution having the above objects. To implement the above-mentioned object, the Directors may transfer without consideration or at such concessional value and divest the ownership of any property of the Company in favour of any public body, institution or trust 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, engaged in such activity.

41. To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
42. And it is hereby declared that the word “Company” in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in India or elsewhere.

Notes:

- i. The Objects Clause III of the Memorandum of Association was altered by inserting two new sub-clauses 39 and 40 by special resolutions dated 17th May, 1979. The alteration were confirmed by an Order of the Company Law Board, Southern Region Bench, Madras, in Company Petition No.127/17SRB/79 dated 13th December, 1979 and certified by the Registrar of Companies, Tamil Nadu on 4th February, 1980.
- ii. The Object Clause III of the Memorandum of Association was altered by inserting five new sub clauses from 16 to 20 by special resolutions dated 24th August, 1992. The alterations were confirmed by an order of the Company Law Board, Southern Region Bench, Madras in Company Petition No.37/17/SRB/1993 dated 25th February, 1993 and certified by the Registrar of Companies, Tamil Nadu, Coimbatore on 16th April, 1993.
- iii. The objects Clause III of the Memorandum of Association was altered by inserting a new sub-clause 21 by a special Resolution dated 20th September, 1999.
- *iv. Clause III (Objects Clause) of the Memorandum of Association is proposed to be amended vide Special Resolution to be passed by the members through postal ballot notice dated 27th January 2021 in the following manner:

- a. Division of the Objects Clause number III of the Memorandum of Association into two parts in accordance with Table A of Schedule I of the Companies Act, 2013. The existing clauses are re-numbered accordingly.
- b. Insertion of new sub-clauses 22 to 27 under Part (a) of Clause III of the Memorandum of Association.

IV. The liability of the members is limited.

V. The Authorised share capital of the Company shall be ₹ 50,00,00,000/ (Rupees Fifty Crores only) divided into 5,00,00,000 equity shares of the face value of ₹ 10/- (Rupees Ten) each.

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

| Sl. No | Name and address of Subscriber | Description and occupation | No. of equity shares taken | Signature |
|--------|--|---|----------------------------|-------------------------------|
| 1 | G. VENKITASWAMY NAIDU 4/261, Avanashi Road, Coimbatore | S/o Peria Govindasamy Naidu Merchant | 151 | (sd.) G. Venkitasamy Naidu |
| 2 | G.K. DEVARAJULU "Shell-house" Avanashi Road, Coimbatore | S/o G Kuppuswamy Naidu Merchant | 151 | (sd.) G.K.Devarajulu |
| 3 | G.K.SUNDARAM "Rasakondalu" Circuit House Road Coimbatore | S/o G Kuppuswamy Naidu Merchant | 151 | (sd.) K. Sundaram |
| 4 | K. RAJAGOPAL 2/239, Avanashi Road Coimbatore | S/o G Kuppuswamy Naidu Merchant | 151 | (sd.) K. Rajagopal |
| 5 | V.N. RAMACHANDRAN "Vijaya" 5-A, A.T.T Colony, Avanashi Road, Coimbatore | S/o K Narayanaswamy Naidu Merchant | 151 | (sd.) V.N. Ramachandran |
| 6 | R.K. KANDASWAMY "Brindavan" Trichy Road, Coimbatore | S/o W.R. Kandaswamy Chettiar Merchant | 101 | (sd.) R.K. Kandaswamy |
| 7 | V. RAMASWAMI 131, Upplilipalayam, Singanallur | S/o Venkataswamy Naidu Merchant | 101 | (sd.) V. Ramaswami |
| 8 | S.R.P. PONNUSWAMY CHETTIAR "Ramprakash" R.S.Puram, Coimbatore | S/o S.R. Pillari Chettiar Merchant | 101 | (sd.) S.R.P. Ponnuswamy |
| 9 | R. KRISHNASWAMY 6/675, Trichy Road, Uppilipalayam, Singanallur | S/o B.Rangaswamy Naidu Merchant | 101 | (sd.) R. Krishnaswamy |

Dated: 2nd September, 1962.

Witness to the Signatures
with full address

(sd.) D.V. SUBBACHAR
Chartered Accountants
"Sri Guru Nivas", Telugu Brahmin Street
Coimbatore