

Commercial Engineers & Body Builders Co. Limited



...bodies in motion ...

AN ISO/TS 16949:2009 Company
CIN-L24231MP1979PLC049375

Regd. Office : 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur (M.P.) INDIA
Corp. Office : 48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur (M.P.)

Email Id – cs@cebbco.com
Website – www.cebbco.com

21.08.2019

To,

The Corporate Relationship
Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Security Code: **533272**
Security ID: CEBBCO

The Manager, Listing Department,
**National Stock Exchange of
India Limited**,
Exchange Plaza, Bandra Kurla
Complex, Bandra (E), Mumbai -
400 051.
NSE Symbol: **CEBBCO**

Dear Sir/ Madam,

Sub: Intimation for shifting of the Registered Office of the Company / Alteration in Memorandum of Association

Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”).

Dear Sir/Madam,

This is in furtherance to our intimation dated 25.06.2019 that consequent to our application, Regional Director, Northern Region Ministry of Corporate Affairs, vide order dated 18.06.2019 received by us on 24.06.2019 has approved for shifting of registered Office of the Company from State of Uttar Pradesh to State of Madhya Pradesh.

The Company has duly filed necessary forms in this regard with the Ministry of Corporate Affairs. A copy of altered Memorandum of Association of the Company as well as fresh Certificate of Registration duly approved / issued by the Registrar of Companies dated 20.08.2019 is hereby attached for your reference / record.

The New Registered Office of Commercial Engineers & Body Builders Co. Limited with effect from 20.08.2019 is as under:

“48, Vandana Vihar, Narmada Road, Gorakhpur, Jabalpur (M.P.)”.

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Email Id – cs@cebbco.com
Website – www.cebbco.com

Further, the new Corporate Identity Number (CIN) of the Company is:

“L24231MP1979PLC049375”

Kindly take the same on record.

Thanking you,
Yours faithfully,

For COMMERCIAL ENGINEERS AND BODY BUILDERS CO. LIMITED


Amit K Jain
Company Secretary



Factory (Unit I) : 21,22,33,34, Industrial Area Richhai, Jabalpur - 482010 M.P., Tel. +91-761-233 0817 / 872, Fax : 0761-2331488
Factory (Unit II) : NH12-A, Village Udaipura, Teh. Niwas, Distt. Mandla - 481661 M.P., Tel. +91-7643-227403, 227389
Factory (Unit III) : Plot No. 690 to 693 & 751 to 756, Sector III, Industrial Area, Pithampur, Distt. Dhar, Tel. - 07292-407981
Factory (Unit IV) : Industrial Area Richhai, Jabalpur - 482010 M.P.
Factory (Unit V) : Plot No. 742, Asangi Phase Area, Saraikela, Jharkhand - 932109 Tel. 0657-2200251 / 252
Factory (Unit VI) : Villaae Imlai. Near Deori Railway Station. P.O. Panagar. Jabalpur - 483220



सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

Corporate Identity Number:

SECTION 13(5) OF THE COMPANIES ACT, 2013

Certificate of Registration of Regional Director order for Change of State



Registrar of Companies

Mailing Address as per record available in Registrar of Companies office:



(THE COMPANIES ACT, 1956)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED

I. The Name of the Company is **COMMERCIAL ENGINEERS & BODY BUILDERS CO LIMITED.**

II. The Registered Office of the Company will be situated in the **State of Madhya Pradesh.**

III. The objects for which the Company is established are:

(A) Main Objects to be pursued by the Company on its incorporation:

1. To carry on the business of makers, manufacturers, producers, builders, fabricators, constructors, developers, assembles, fitters, mounters, sellers, importers, exporters, repairers, dealers, agents, improvers, maintainers, hirers, cleaners, distributors, sole selling agents, area agents, retailers, wholesalers, stores, operators, mechanical and electrical and civil engineers etc. of cars, vehicles, trucks, buses, lorries, cycles, and cycle-cars, mopeds, jeeps, jhongas, motor-vans, motor-boats, launches, ships, helicopters, rollers, aeroplanes, airships, sea-planes, velocipedex, submarines, balloons, parachutes, carriages, amphibian vehicles, or other vehicles or conveyances of all description, whether fitted with or propelled or assisted by means of oil, gas, petrol, diesel compressed air, steam, electricity, magnetic, mechanical, atomic, manual, animal or other power, wherein existence presently or discovered or invented hereafter for operation on or below land, river, sea, air and space; and of the parts, accessories, spares, stores, components, ancillaries, etc. of such goods and things; and of mounting bodies, equipment, platforms, structures, tanks, tents or other machinery, plant or outfits of all and every description on or around or upon or attached to or linked with or independent of the said goods and things. AND the Company will also do the following interconnected businesses: -



(a) To manufacture, buy, sell, exchange, alter or improve, give on hire or hire-purchase agreement and deal in vehicles of any kind, construct, repair, alter, purchase, acquire, import or receive by the Company and to manipulate, improve, repair for market and otherwise deal in all kinds of plants, machinery, parts, tools, utensils, substances, materials and things necessary or convenient for carrying on any of the above specified business or usually dealt in by persons engaged in the like trade or business.

(b) To operate, establish and maintain garages, service stations, workshops, terminal freight points and to store, repair on rent and lease motors, automobiles, J motor-trucks, station wagons, motor buses, aero planes and other vehicles of all sorts.

(c) To carry on the work and business of mechanical and electrical engineers and contractors and to run a workshop to undertake and execute all type of mechanical and structural jobs of manufacture, fabrication and erection of things and articles and to do various types of sheet metal work including manufacture and construction of storage tanks, buckets, drums, various types of containers and other similar items that may be easily marketable.

(d) To carry on the business of transport of goods or passengers from place to place either by air or by land or sea or partly through sea and partly by land or air whether in aeroplanes, motor-vehicles, animal drawn to carry on all or any of the following business; i. e. general carriers, transporters, railway and forwarding agents, wareh, elusemen, store-keepers, bonded Carmen, and common Carmen, and any other business, manufacture or trade which can conveniently be carried on in connection therewith.

(e) To run taxicabs, lorries, cars, trucks, station wagons, aeroplanes, air-ships, cycle rickshaws, motorcycle tongas, hackney carriages, railways, rail motors, ships, vessels, boats and all other vehicles whatsoever kind propelled by electricity, gas gasoline, compressed air, steam, manual power, mechanised power, oil crude, oil atomic or other energy or by whatsoever other means from one place to another (whatsoever) for the purpose of carrying conveying, transporting goods, animals, passengers, merchandise or other things.

(f) To own, establish, run any kind of workshop, foundry or factory for the purpose of clause (A) (1) above and/or of making repairing, altering or otherwise treating any vehicles, planes, ships, chassis, buses, trucks, lorries, or any other such things.

(g) To carry the business of manufactures, traders, importers and exporters of Solar cookers, solar heaters and other solar appliances of all kinds and specifications, their components, accessories and implements and to transport or carry or convey the same from one part of the country to another and to export the same abroad.

(h) To carry on the business of planting, cultivate, raising vegetables, fruits, seed nuts, oil seeds food grains, sugarcane, pulse and any other agriculture or horticulture items and to prepare, preserve, manufacture, crush and render marketable any such produce and to deal in the same and for attainment of the aforesaid object to purchase on lease or other wise acquire lands, farms, vineyards, gardens, orchards etc.

2. To engage and deal in iron, steel, wood, timbers, lime, sand, cement, glass, stone, brick, concrete, plastic, masonry and earth construction.

3. To act as distributors, commission agents, brokers, insurance agents, import and export agents and manufacturers representatives, for goods of all description, and also to act as agents of Motor Insurance Companies, to introduce insurance business, with respect to car, motor vehicles, or other vehicles appertaining to fire, accident indemnity and general insurance or re-insurance and third party risk and general business of contractors.

4. To carry on the business of iron-founders, mechanical engineers, machinists, manufacturers, dealers, importers and exporters of all kinds of implements, tools, gas, generators, engines, tyres, rubber goods, tubes, bodies, chassis, carburet tors, magnets, silencers, radiators, sparking plugs, paraffin, vaporisers, Speedo-motors, self-starters, gears, wheels, parts, and accessories of all kinds which may be useful for or

conducive to the carrying on of the business of the Company.

5. To carry on business as financiers, bankers, capitalists, concessioners and merchants, importers and exporters and to undertake and to carry on and execute all kinds of . commercial financial, trading and other operations and undertaking and also business of Hire Purchase in all its forms and modes, and to negotiate, advance, deposit or loan money or securities to buy, sell, discount and deal in promissory notes, bills of exchange, hundies, warrants, coupons or other negotiable or transferable securities or chose-in-action or other documents. To invest, guarantee or become liable for the payment of money or for the performance of any obligations or to stand as surety and generally to transact all kinds business of indemnity and guarantee to execute all kinds of trusts and carry on all kinds of agency business.

6. To carry on the business of export and import of merchandise machinery, equipment, articles, manufactured or otherwise, produce of all kinds to or from any country or transport or carry on convey the same from the one part of the country to another part thereof.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS AND OTHER OBJECTS

1. To undertake and execute any contracts for works involving the supply and use of any machinery, plant, tools and apparatus and to carry out any ancillary or other works comprised in such contracts in connection with objects of the Company.
2. To carry on business as carpenters and contractors with or allied to the business of the Company.
3. To construct, assemble, erect, acquire, maintain, run and establish factories, industrial plants, workshops, sheds, stores, electric lights and gas works, power plants, furnaces, crushing works, building and other works and conveniences which may seem directly or indirectly conducive to the objects of the Company.
4. To carry on the trades or business of design, fabrication and erection of structures of all types e.g. light weight fabricated structures consisting of trusses and columns, plate and rigid frame, airplane hangars, light weight bridges; and tanks.
5. To acquire from any person, firm or body corporate or incorporate, whether in India or elsewhere, technical information, know-how, process, engineering, manufacturing and operating data, plans, layout and blue print useful for the design, erection and operation of plant required for any of the business of the Company and to acquire and grant or licence and other rights and benefits in the foregoing matters and things and for the purpose to enter into collaboration agreements with such party or parties.
6. To manufacture such other products, things, articles, appliances, machinery and goods which may be conducive to the main objects of the Company or which though not connected with the main objects of the Company may be useful or beneficial for the Company or which is manufactured by the other similar companies in the market whether in India or abroad.
7. To acquire whether by purchase or otherwise any other business or undertaking or part thereof with such liabilities, obligations or privileges as may be agreed upon and to keep the same or to dispose of or partly retain the benefit of such acquisition and dispose of the other part and portion thereof on such terms and conditions as may be deemed fit.
8. To take over, acquire and obtain the assets, business, goodwill or undertaking of any other company, person or firm or to arrive at an arrangement with or to act in union with or to amalgamate with other company and carry on business or manufacture jointly or otherwise as may be conducive to and beneficial for such combination or concern or the company in such state of union or co-ownership or to enter in to pooling or such other arrangement to obviate competition or loss or depreciation of the assets of the Company with any other company or companies or person as may be considered expedient or necessary or advantageous to the Company.
9. To assist, promote, aid or subscribe to the establishment and maintenance of any institution, association, fund or charity for the benefit and use of the Directors and the employees and ex-employees of the Company and to grant gratuity, bonus, pension, privileges, relief and other emoluments to them and their dependents and to provide for their welfare, convenience, entertainment, amelioration, education, development and assurance of the said employees and their dependents or those who may have any moral claim on such employees or ex-employees. To provide for or assist all those who may have suffered or may be suffering or expected to suffer in connection with affairs of the said company or in the environment, vicinity or neighbourhood of the said company. To encourage, donate or otherwise aid benevolent society, institution and association for the upliftment of the employees, ex-employees and their family members and their associate or relations to remunerate officer and servants of the Company and others out of the profits of the Company or otherwise as the Company may think fit.
10. To pay or enter into bond or agreement or other arrangement for payment of all costs, charities, expenses

and liabilities or obligations incurred or sustained in or in respect of the promotion, floatation, registration and establishment of the Company or in connection with the inauguration of the offices and branch offices or agencies of the Company and in performing the opening or other inaugural ceremony or to pay printing, development or such other expenditure as the directors of the Company may consider as preliminary expenses.

11. To purchase or otherwise acquire shares of other companies or debenture or debenture stock or other stocks of companies carrying on similar business or business analogous to the objects of this Company or of any other company and to retain the same or dispose of or deal or sell the same or part thereof as may be advantageous to the business or interest of the Company.

12. To promote any other company or companies for the purpose of acquiring any privilege, concession, property or asset of any person, firm or undertaking or other rights and liabilities of such other company or companies or concerns or business as the case may be as may be conducive to or beneficial for the purpose of the Company.

13. To invest, withdraw and reinvest or deal with the fund or other moneys of the Company which may not be required by it for the time being or which may be usefully employed in such investment whether secured or unsecured.

14. To borrow or otherwise take on loan whether on promissory note, bond, hundi, bill of exchange or other security for the purpose of the Company or to guarantee any debt or loan, advanced to any other person or company as may be considered necessary whether directly or indirectly to carry on or advance the business of the Company. To issue debenture or debenture stock on the assets or other undertaking of the Company or on the security of uncalled capital of the Company as may be found necessary or expedient in the interest of the Company.

15. To give on loan money to such person or persons or other company whether on security or otherwise as may be conducive to the interest of the Company.

16. To draw, accept, discount, bills of exchange, cheques, hundies and to make, execute or issue promissory notes or cheques or other negotiable instrument or to accept, endorse any bill of lading, warrants or issue debenture or other transferable instrument for on behalf of the Company.

17. To sell or dispose of or otherwise deal with the undertaking or part thereof the Company for such consideration as may be appropriate and in particular for shares, stocks, debenture or securities of any other company having objects similar to the objects of this Company To acquire, sell, dispose of, lease, mortgage, exchange or otherwise deal with the assets and properties of the Company.

18. To purchase, build, construct, demolish furnish, improve, maintain, develop any lands, buildings, appurtenances, works or other things as may be conducive to the business and working of the Company.

19. To obtain or make arrangement for the obtaining for passing of any act or order of the legislature or other laws making body which may be necessary or advantageous for the carrying on of the business of the Company and enter into such obligations or take such proceedings as may be calculated to advance the said object of the Company.

20. To distribute in specie if so considered fit among the members of the Company any assets or properties of the Company including its shares, debenture, debenture stocks or other securities of any other company formed to take over the whole or any part of the assets, properties or liabilities of this Company.

21. To establish, maintain and promote any agency or branch offices of the Company in India or elsewhere and to regulate the same or discontinue the same.

22. To sell or sublet or otherwise dispose of any licence, privilege, concession or contract entered into by the Company or to enter into any agreement with any other company in connection with the undertaking and business of the Company with any other company having objects similar to the objects of this Company.

23. To enter into any arrangement with any Government of Authority Central, State, Local or Foreign, or

public body or persons or authority or from any private individual that may seem conducive to the Company's objects or any of them and to obtain from any such Government, Authority.. person or company, any concessions, grants, decrees, rights, subsidies, loans, indemnities, sanctions, protection, charters, contracts, licences, powers and privileges whatsoever, which the Company may think is desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, sanctions, privileges, licences and concessions.

24. To remunerate any person or company in cash or otherwise or to pay bonus to any person who may have or may have undertaken to serve or render services to the Company in the matter of selling or disposing of assets of the Company.

25. To undertake and execute any trusts or to act as trustees or to do any other such act as may seem desirable or beneficial whether with or without consideration.

26. To organise labour welfare institutions and to provide for all things, materials and articles for the use and consumption of its employees and those connected with the Company.

27. To purchase, take on lease or otherwise acquire, lands, houses, buildings, workshop, offices, premises and any fixed movable machinery, tools, engines, stocks-in-trade, or business of engineers, patents, patent rights, processes, trade marks convenient to be used in or about the trade or business of engineers or allied undertakings.

28. To work concessions, patents; to make experiments and research work in connection with the business of the Company.

29. To buy or otherwise acquire any property, movable or immovable, to sell, exchange, transfer, surrender, lease, mortgage, charge, convert, layout, turn into account, dispose of and deal with property and right of all kinds and in particular mortgages, leases, exchanges, debentures, concessions, options, contracts, obtain annuities, licences, stocks, shares, debentures or other bonds, policy, actionable claims, big debts, business and undertaking claims, privileges and chose-in-action of all kinds.

30. To organise, arrange, exhibit races and other competitions and to develop scientific knowledge in respect of the manufacture of vehicles, parts and accessories as may be conducive to the attainment of the aforesaid objects.

31. To train people for driving, mechanical engineers, electrical engineers, cycling, aviation, navigation, as may be conducive to or beneficial for advancement of the interest of the Company.

32. To enter into, make & perform contracts of every kind and description, agreements and arrangements with any person, firm, association, corporation, municipality, country, state body politic or government or colony or dependency thereof in connection with the business of the company.

33. To purchase, take on lease, hire or acquire in exchange ~or concession or otherwise, absolutely or conditionally, solely or jointly with others, any property, rights or privileges which the Company may think necessary or convenient for the purpose of its business, and make, construct, maintain, work, acquire, hire, hold, improve, alter, manage, let, sell, dispose of, exchange, carry out or control roads, embankments, ferries, piers, wharves, quays, sheds, landing grounds, hangars, garages, accommodation of all kinds for air , sea and land traffic, water ways, lands, buildings, and building yards, pipe lines, foundries, warehouses, works, factories, workshops, sidings, tramways, engines, machinery and apparatus, gas works, electric works, water rights, way leaves, estates, utilities, and other services calculated, directly or indirectly, to advance the Company's interest, and to contribute to subsidise or otherwise assist or take part in the establishment, construction, improvement, maintenance, working, management, carrying out, superintendence or control thereof .

34. To develop and 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 purpose, constructing, altering, pulling down, decorating, maintaining fittings up, and improving building, and by planting, paving, draining, farming,

cultivating and letting on building lease or building agreement, and by advancing money to and entering into contract and arrangements of all kinds with builders and others.

35. To sink wells and shafts, lay down pipes, construct, maintain and improve any tramways, telegraph lines, canals, reservoirs, watercourses, warehouse, sheds and other buildings and works calculated, directly or indirectly to advance the interests of the Company, and to pay or contribute to the expenses of constructing, maintaining, and improving any such works.

36. To construct, carry out, maintain, improve, manage, work, control and superintend any heats, markets, reservoirs, water works, tanks, bridges and works in connection therewith, hydraulic works, electrical works, and factories, coolie lines and houses, Trustees, villages and other works and conveniences, which may seem, directly or indirectly, conducive to any of the objects of the Company, and to contribute to, subsidise or otherwise aid or take part in any such operations.

37. To apply for and take out, purchase or otherwise acquire any trade marks, patents, brevets d'invention; licences, copyrights, concessions, and the like conferring any exclusive or non-exclusive or limited right to use 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, carry out, exercise, develop and turn to account, the property, rights or information so acquired and to grant licences to use the same.

38. To enter into partnership or into any arrangement for sharing profits or losses or into any union of interest, or amalgamation, joint adventures, reciprocal concession or cooperation or to amalgamate with any person or persons or company or companies carrying on, or engaged in, or about to carry on or engage in, or being authorised 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.

39. To receive, grant loans, advances or other moneys on deposit or otherwise from any state or Central Government, banks, international and national financing institutions and development agencies, companies, trusts or individuals with or without allowance of interest thereon.

40. To promote any company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of this Company for any other purpose which may seem, directly or indirectly, calculated to benefit this Company or for any subsidiary company or companies.

41. To guarantee the payment of money, unsecured or secured, by or payable under or in respect of promissory notes, bonds, debentures, contracts, mortgages, charges, obligations, instruments, and securities of any company or of any companies or of any authority, municipal, local or otherwise, or of any persons, whomsoever, whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any contracts or obligations.

42. To apply the assets of the Company in any way in or towards the establishment, main-tenancy or extension of any association, institution or fund in any wise connected with any particular trade or business or with scientific research, industry or commerce generally and particularly with the business and activities of the Company, including any association, institution or fund for the protection of interests of masters, owners, and employers against loss by bad debts, strikes, combinations, fire accidents or otherwise.

43. To employ and pay experts, foreign or local consultants, engineers, etc. in connection with planning and development of all business connected with the Company's operations.
44. To train or pay the expenses relating to the training in India or abroad of any of the employees or any candidate in the interest of or for furtherance of the Company's objects.
45. To appropriate, use or layout land belonging to the Company for streets, parks, playgrounds, gardens, pleasure grounds, allotments, and other conveniences, and to present any such land so laid out to the public or to any person or company conditionally or unconditionally as the Company thinks fit.
46. To give guarantee or counter guarantee to any bank, insurance company, or financial institution for advances taken, deferred payment guarantees obtained or any other financial accommodation taken and/or in connection with any business or transaction of the Company, and to remunerate by way of commission or otherwise any person, persons, or company for such services rendered or to be rendered.
47. To pay all the costs, charges and expenses, incidental the promotion, formation, registration and establishment of the Company and the issue of its capital, and to remunerate or make donations to (by cash or other assets or by the allotment of fully or partly paid shares or by a call or option on shares, debentures or securities of this or any other company or in any other manner, whether out of the Company's capital or profits or otherwise) any person, persons or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debenture, or other securities of the Company or in the conduct of its business or in introducing any property or business to the Company or for any other reason which the Company may think proper .
48. To provide for the amelioration and welfare of Directors, ex-Directors, employees or ex-employees of the Company, and the wives, families, dependents or connections of such persons by purchasing, building or contributing to the building of houses, dwellings or quarters or by grants of money, pensions, gratuities, allowances, payments towards insurance, bonus, profit sharing bonuses or benefits or any other payments, or by creating, supporting or from time to time subscribing or contributing or adding in the establishment and support of association, institution funds including provident funds and trusts, and by providing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances, public health installations, transport services, markets, shops and stores and other assistance the Company shall think fit.
49. To establish, maintain and operate, general educational institutions, technical training institutions, schools, colleges and hostels for the benefit of the children of Directors or the ex-Directors or the employees or ex-employees of the Company, their dependents or connections, or other persons connected with the Company and scholarships to them.
50. To subscribe or otherwise to assist or to guarantee moneys to charitable, benevolent, religious, scientific, national, public 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 public and general utility or otherwise.
51. To dedicate, present or otherwise dispose of, either voluntarily with or without consideration 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.
52. To lend money to customers and persons having dealings with the Company and to others at such rate of interest as may be deemed expedient; provided that the Company shall not carry on the business of banking as

defined by the Banking Companies Act, 1949.

53. To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures perpetual or otherwise, charged upon all or any of the Company's properties or assets (both present and future) including its uncalled capital, and to purchase, redeem and payoff any such securities.

54. To borrow for the Company on mortgage of its property or otherwise or any part thereof, or *on* any bond, obligations, promissory notes, debentures, deposit receipt or other securities payable to bearer or otherwise or on all or anyone or more of them and at such rates of interest and for such period or periods and repayable in such manner and generally on such terms as the Directors may consider desirable, and to reborrow the same or any part thereof all or any of such securities. To issue mortgages, bonds, obligations, promissory notes, debentures, deposit receipt or other securities, as aforesaid, on such terms and conditions as the Directors shall determine, and to charge or secure the same on the undertaking of the Company or upon any specific property and rights present and future of the Company, including if thought fit, its uncalled capital or otherwise howsoever .

55. To stand guarantor and be surety or answerable for the debts or defaults of any persons, firm or company arising on contracts for repayment of moneys or loans or the fulfillment of any obligations or performance of any such person, firm or company, and to enter into contracts or indemnity or guarantee upon such terms and conditions as may seem necessary or expedient for effecting the same.

56. To procure the incorporation, registration or other recognition of the Company, in any country, state or place and to establish and maintain local registers and branch places of business and to establish and regulate agencies for the purposes of the Company's business in any part of the world.

57. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or for special dividends or equalizing dividends or for any other purpose whatever, and to transfer any such fund or part thereof to any at the other funds herein mentioned.

58. To adopt such means of making known the business of the Company or of any company in which this Company may be interested as may seem expedient, and, in particular, by advertising in the press, radio, television, and cinemas, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by establishing competitions, and granting prizes, rewards, premium and donations or howsoever otherwise possible.

59. To establish, provide, maintain and conduct or otherwise subsidize in India or in any part of the world, educational and training institutions, research laboratories and experimental workshops for scientific and technical research and experiments to undertake and carry on scientific and technical researches, experiments, and tests of all kinds, to promote studies and researches both scientific and technical, investigations and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the ---remuneration of scientific or technical professors or teachers and by providing or contributing to the award of scholarship, prizes 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 business which the Company is authorised to carry on, and to enter into any arrangement with Government or any other party in India or elsewhere for the aforesaid purposes.

60. To aid, peculiarly or otherwise, any association, body or movement having an object for the solution, settlement, or surmounting of industrial or labour problems, or troubles or the promotion of industry or trade.
61. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of Company.
62. To distribute (but not by way of dividend) all or any of the property of the Company amongst the members in specie or kind during winding up proceedings.
63. To carry on any other business manufacturing or otherwise which may seem to the Company conducive to the objects and capable of being conveniently carried on in connection with any of the above, or calculated directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.
64. To do all or any of the above things, either as principals, agents, trustees, contractors or otherwise, and either by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with others.
65. To do all and every thing necessary, suitable or proper for the accomplishment of the purpose 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 or 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 laws of the Union of India.
66. To do all such other things as are incidental or conducive to the attainment of the aforementioned objects or any of them and so that the various objects specified shall be regarded as independent objects and in no way restricted by reference to the name of the Company or to the business or objects contained in any other paragraphs thereof.
67. To carry on along with aforesaid business or businesses such other business or trade which without detriment to the main objects of the Company may be conveniently carried on either to more effectually use or utilize assets or services available to the Company or which though not connected with the main objects of the Company may advantageously be carried on whether for the purpose of maintaining or retaining clientele, customers or business of the Company or to sustain or bear the competition in the market or to avoid, restrict and obviate competition in the market and which is calculated directly or indirectly to serve the interest of the Company and may be more beneficial to it.
68. To obtain licences to ply buses and other vehicles on prescribed routes.
69. To acquire, store, purchase, sell, distribute, export, import any kind of merchandise, machinery, appliances, goods or articles which may directly or indirectly be dealt with-in or pertain to the business of the Company or such other business or may conveniently be carried on with the aforementioned business of the Company.

(C) OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED:

1. To carry on all or any of the business of engineers, iron, brass and other metal founders, machinists, tool makers, wire drawers, tube, pipe and tank manufacturers, moulders, metallurgists and metal workers, fitters, millwrights, galvanisers, japanners, electroplaters and enamellers, rod millers, smiths, gas makers, welders and the like and in that context to manufacture, buy, sell, exchange, install, work, alter, improve, prepare for market, import or export and otherwise deal in all kinds of plant, machinery and equipment, apparatus, tools, utensils, substances, materials and things necessary or convenient therefore .
2. To manufacture and deal in electrical machinery and apparatus of all kinds, including wireless apparatus and electric lamps.
3. To manufacture, prepare, and treat quarriable and mineral substances or products of all kinds, obtained as aforesaid for sale or use or for manufacturing, building or any other purposes or processes and to manufacture there from every kind of product. .
4. To carry on business as promoters of companies, corporations and associations, underwriters, financier, sheriffs, selling agents, brokers, commission agents and traders I In stock, shares, securities , debentures, bonds and all other forms of Investments; loans, I deposits, etc.
5. To undertake the custody and warehousing of merchandise, goods and materials and to provide cold-storage and other special storage facilities.
6. To carry on business as insurance brokers and agents in respect of all classes of insurance including marine, fire, accident, burglary , workmen's compensation, indemnity and motors.
7. To act as consulting engineers and to carry on the business of mechanical, metallurgical, mining, chemical, electrical and civil engineering including in particular the work of selling, erecting, installing, operating, maintaining and repairing all types of plant, machinery and equipment.
8. To carry on business as printers, lithographers, binders and publishers.
9. To undertake any advisory work.
10. (a) To deal in scrap iron, second-hand articles disposal stores, steel, rubber, metals, paper mill supplies, bottles, tins and obsolete materials of all kinds.

(b) To repair, let on hire, or on hire-purchase system, any articles or furniture or goods of whatever kind.
11. (a) To manufacture and deal in anatomical, orthopaedic and surgical instruments and "" appliances of all kinds.

(b) To carry on the business, of boot and shoe makers, stay makers, consent makers, artificial eye and limb makers, bandage makers, clutch, chair and stretcher makers, carriage makers, ambulance makers, chemists and druggists and providers of all requisites for hospitals, patients and invalids.

(c) To manufacture iron-lungs and all other appliances, machinery this may be requisite in the treatment of patients or injured persons or animals.
12. To subscribe for, underwrite, purchase or otherwise acquire and to hold, dispose of, and deal with the shares, stocks and securities issued by any Government, authority, , corporation or body, or by any company or body of persons.

AND IT IS HEREBY DECLARED THAT:

All or any of the other objects enumerated in clause (C) of paragraph III hereof can be carried on by

the Company by obtaining consent of the members in a general meeting by means of an ordinary resolution.

IV. The liability of members is limited

V. The authorised share capital of the Company is Rs. 180,05,00,000/- (Rupees One Hundred Eighty Crore and Five Lakh) divided into –

- (a) 9,20,50,000 (Nine Crore Twenty Lakh and Fifty Thousand) Equity shares of the Company having a face value of Rs. 10 (Rupees Ten) each aggregating to Rs. 92,05,00,000/- (Rupees Ninety Two Crore and Five Lakh); and
- (b) 88,00,000 (Eighty Eight Lakh) Preference shares of the Company having a face value of Rs. 100 (Rupees One Hundred) each aggregating to Rs. 88,00,00,000/- (Rupees Eighty Eight Crore).”

We the several persons, whose names, addresses, descriptions and occupations 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.

Dated the 25th day of Sept 1979

| Sl No. | Signatures,name,Addresses,Description and occupation of subscriber | Number of shares taken by each subscriber | Signatures,name,Addresses,Description and occupation of witnesses to the subscriber's signature |
|--------|---|---|---|
| 1. | Sd/ ISHWAR CHANDRA S/O Shri J.N. Gupta Aradhna 7/47, Tilak Nagar, Kanpur. Business | 100 (One Hundred) Equity | Sd/ RAM MOHAN AGARWAL S/o Sri OM Prakash Agarwal, Chartered Accountants, Kailash Motors Building G.T. Road Kanpur |
| 2. | Sd/PREM CHAND GUPTA S/o Shri Jai Narain Gupta Aradhna 7/47, Tilak Nagar, Kanpur. Business | 100 (One Hundred) Equity | |
| | Total Equity Shares Taken | 200 (Two Hundred) | |

