

UNDER THE COMPANIES ACT 1956

(1 OF 1956)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

MATRA KAUSHAL ENTERPRISE LIMITED

- I. The Name of the Company is MATRA KAUSHAL ENTERPRISE LIMITED.
- II. The Registered Office of the Company will be situated in the state of Andhra Pradesh.
- III. The objects for which the Company is established are:
 - A. The main objects to be pursued by the Company on its incorporation are:
 1. To carry on the business of manufacture buy, sell, import, export, deal in all kinds of household appliances of every type and every description including fans, refrigerators, air-conditioners, press, pressure cookers, oven, cooking ranges, hot plates, dryers, heaters, room coolers, including desert coolers, cooking utensils of every type and description, containers, drums, buckets, sinks, heat proof utensils, ceramic cooking dishes, crockery of every type and description, tools and implements motors, washing machines, shower sprays, pipes and fittings and fixtures of every kind and description and for all aforesaid purpose to set up plants, machinery and equipments and facilities of every kind or purchase the same or acquire otherwise, import and export all such plants and machinery and to do all and every other thing and act as is incidental and ancillary to the business aforesaid.
 2. To carry on trade or business of manufacture, fabricators, buyers, sellers, importers, exporters, dealers of all kinds if electrical switches, relays, alarms, indicators, controllers, regulators, electrical and electro-mechanical accessories, other mechanical and electrical gadgets, component, parts of all the above products, tools accessories, productivity gadgets, metal and other types of components, laminations, stampings, finished devices and spare parts and for that purpose to set up, install, purchase or otherwise acquire all plant and machinery and equipment, taciune & workshops, buildings, spaces for the manufacture, production, repair, maintenance of all the above or their likes or improvements and to design, engineers, manufacture, produce, maintain, fabricate, improve, all such machinery, equipment and related facilities in India and elsewhere and to buy, sell, import,

export and generally deal in the same and to do all acts and things which are incidental or ancillary to the aforesaid business.

3. To manufacture, deal, distribute, repair or otherwise deal in India or elsewhere in radios, television sets, computers, calculators, their apparatus, valves and other parts like digital equipments, differential analysers, amplifiers, foils of all make, condensers, capacitors, electrodes and other electrical and electronic supplies and merchandise.
4. To carry on the business of electronics, electrical and mechanical engineers.

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATAINMENT OF THE MAIN OBJECTS :

1. To carry on any other business-(whether manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on the connection with the Company's objects or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company or in which company may be interested. To undertake the custody of merchandise, goods and materials on behalf of principals, manufacturers or customers.
2. To undertake the custody of merchandise, goods and materials on behalf of principals, manufacturers or customers.
3. To invest in and acquire and hold shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture stocks, bonds obligations and securities, issued or guaranteed by any Government, State, dominion, sovereign, ruler, commissioner, public body or authority, supreme municipal, local or otherwise whether in India or elsewhere.
4. To acquire, or amalgamate with any other company whose objects include objects similar to those of this company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subject to liabilities of this or any such other company as aforesaid, with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all the Shares or Stocks of this or any such other company as aforesaid or by partnership or in any other manner.
5. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company and the issue of its capital including costs, charges, expenses of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
6. To enter into partnership, or into any arrangement (or sharing profits or losses, or for any union of interest, joint, adventure, reciprocal concession or cooperation 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 in any business or transaction capable of being conducted so as directly or indirectly to benefit this company.

7. To acquire from any person, firm or body corporate whether in India or elsewhere, technical information, know-how, processes engineering, manufacturing and operating data, plans, lay curs and blueprints useful for the design, erection and operation of plant required for any of the business of the company and to acquire any grant or license and other rights and benefits in the foregoing matters and things.
8. To open account or accounts with any individual, firm or company or with any bank or banks and to pay into and to withdraw moneys form such accounts.
9. To advance, deposits or lend money, or securities and properties to or with any company, body corporate, firm, banks person or association to commence or expand any industrial or commercial activity or for any other business purposes with or without security and on such terms as may be determined from time to time and to discount, buy sell or deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents and to guarantee the performance of any contract by any such person. However, the company shall not carry on the business of Banking as defined under the Banking Regulations Act, 1949.
10. To take, purchase, or acquire by gifts, exchange or otherwise and to hold, issue. reissue, sell or deal in any shares (whether fully paid, or partly paid) stocks, debentures, debenture stocks or other securities of all kinds.
11. To borrow or raise moneys in such manner as the company shall think fit and in particular by issue of debentures (perpetual or otherwise pre convertible or non-convertible and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the Company's property (both present and future), including its uncalled capital and guarantee the performance by the company or any other person or body corporate of any obligation undertaken by the company or any other person or company, as the case may be subject to the directives of the Reserve Bank of India.
12. To borrow or raise moneys from Banks and Financial Institutions for the purpose of acquiring/purchasing and fixed assets of the company and also for working capital, and fir this purpose, to secure the payment of above moneys by mortgaging all or any property of the company, both present and future and by hypothecating /pledging any movable property of the company, both present and future.
13. To advance, subject to the provisions of the Banking Regulation Act, 1949, deposit or lend money, securities and properties to or with any company, body corporate, firm, person, or association with or without security and such terns as may be determined form time to time.
14. To carry out and enter into all types of private contracts in connection with the main objects.
15. To remunerate (by cash or otherwise or in Kind or by allotment of fully of partly

paid shares or shares credited as fully or partly paid up or in any other manner) any persons, firms, association or companies for services rendered or to be rendered or in rendering technical aid and advice granting license or permission for the use of patents, trademarks, processes and acting as trustees or debenture holders or debenture stock holders of the company or for subscribing or agreeing to subscribe whether absolutely or conditionally or for procuring or agreeing to procure subscriptions whether absolute or conditional for any shares, debentures, or debenture stocks, or other securities of the company or of any company promoted by this company for services rendered in or about the formation or promotion for the company or any company promoted by this company or in introducing any property or business to the company or about the conduct of the business of this company for guaranteeing payment of such debenture stock other securities and any interest thereon.

16. To draw, make, issue, accept and, to endorse, discount and exchange, bills of lading, delivery orders, warrants, warehouse keepers, certificates and other negotiable or commercial or mercantile instruments connected with the business of the company subject to the Banking Regulation Act, 1949.
17. To distribute any of the property of the company amongst the members in species of kind upon the winding up of the company.
18. To create any depreciation fund, insurance fund. Or any other special fund. Whether for depreciation, or for repairing, improving extending or maintaining any of the property of the company, or for any other purpose conducive to the interests of the company.
19. To pay for any rights or property acquired by the company and to remunerate any person, company or public bodies whether by cash payment or by allotment of partly paid or fully paid shares, debentures or other securities of the company credited as paid up in full or part or otherwise.
20. To take into consideration and to approve and confirm and or carry out all acts deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the company and further to enter into any arrangement, agreement or contract with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation of the company.
21. To subscribe or donate to or guarantee money for any national, philanthropic, charitable, benevolent, public, general or useful object, fund or organization, association or institution or for any exhibition or for any purpose which may be likely, directly or indirectly to further the objects of the company or the interest of its members.
22. Subject to the provisions of the Gift Tax Act, 1958 and statutory amendments thereof the company has power to make and receive gifts either in cash or other movable or immovable properties.
23. To acquire the goodwill of any business within the objects of the company and any lands, privileges, rights, contracts, property or effects, held or used in connection therewith, and upon any such purchase to undertake the liabilities of any

- company,. Association, partnership or person.
24. To grant pension", allowance gratuities any bonuses to employee or ex-employees of the company of the company or other dependents of such persons and to support or subscribe to any charitable on other institutions, clubs, societies or funds with similar objects.
 25. To remunerate any person, including Directors, any firm or corporation or any employee of the company whether by cash or otherwise by giving to him or them a commission on the profits of any particular transaction or a share in general profits of the company.
 26. To provide for the welfare if the Directors, Ex-Directors and employees of the company or in predecessors in business and the wives, widows and families , or the dependents or relations on such persons by building or contributing for the building of houses, dwellings or by grant of money, pensions, allowances , bonus payments towards insurance or other payment, or by creating and from time to time contributing or subscribing to aiding or supporting provident and other association and institutions, funds or trusts or conveniences and by providing or subsidizing towards places of instruction, recreation, hospital and dispensaries, medical and other assistances as the company shall think for and to subscribe or contribute or otherwise assist, or guarantee money to charitable, benevolent, religious, scientific, national or other Institutions or objects of for any exhibition or for any public, general or useful objects.
 27. To indemnify members, officers, directors , and employees of the company against proceedings, damages, claims and demand in respect of any things done or ordered to be done by them for and interest of the company or for any loss or damage or misfortune whatever which may happen in the discharge of their functions or relations or relation thereto.
 28. To receive money, securities, valuables of all kinds on deposit or safe custody (not amounting to the business of banking as defined under the Banking Regulation Act,1949) and to borrow or raise money, or to receive money on deposit at interest, or otherwise in such manner as the company may think fit, for the purpose of financing the business of the company and in particular by the issue or sale of any bonds, mortgages, debentures or debenture-stock, convertible into shares of this or any other company, or perpetual annuities and in securities of any such money so borrowed, raised, or received, to mortgage, or change the whole or any part of the property, assets or revenue of the company present or future including its uncalled capital, assignment or otherwise, and to transfer of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities.
 29. To invest and deal with the moneys of the company not immediately required in any manner and in particular to accumulates funds or to acquire or take by subscription, on purchase or otherwise , however, or to hold shares, securities, or debentures or stock in any company, association or undertaking in India or abroad.
 30. To do all or any of the above things and all such things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any

part of the world, and as principals, agents, contractors, trustees or otherwise, and by or through trustless, attorneys agents, or otherwise and either alone or in conjunction with others and to establish offices, agencies, branches for carrying on any of the aforesaid objects in India or elsewhere in the world and to undertake the management of the company or companies having altogether or in part similar to those of the company.

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

1. To carry on business as house, land and estate agents and to arrange or undertake the sale, purchase or advertise for sale or purchase, assist in selling or purchasing and find purchasers, vendors of, and to manage land, buildings and other property, whether belonging to the company or not, and to let any portion of any premises for residential, trade or business purposes, or other private or public purposes, and to collect rents and income and to supply to tenants and occupiers and other refreshment clubs, public halls, messengers, lights, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, garages and other advantages.
2. To carry on all kinds of business as commission agents, contractors, export and import agents within and outside India, and to act as Government contractors and suppliers of all kinds of goods, material and other government requisites.
3. To own travel agency and to organize, maintain, conduct tours and travels for public entertainment or otherwise and operate for hire transportation services in all parts of India and abroad for the purpose of transporting passengers, luggage, merchandise, mails and freight of every description and kind whatsoever by hiring or owning automobiles, motor buses, motor trucks, air planes and other vehicles of all kinds howsoever propelled.
4. To purchase, manufacture, construct, erect, fabricate, build, press, stamp, draw, spin, finish, equip, repair, utilize, procure, refine, mine or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose of trade deal in and with any and all kinds of metals and source materials, intergradient, mixture derivatives, and compounds thereof, and any and all kinds of products, of which any of the foregoing is used, including but not limited to mechanical and electrical machinery, apparatus, equipment, implement devices, fixture, supplies and accessories and casting and forgings.
5. To aid, consult, assist, finance, promote, establish, protect and run dairy farms, breeding farm, poultry farms, hatcheries, fisheries, feed farms, orchards, vegetables or any other farms or any other factories or business which make, produce or supply ingredients or raw-materials for any of the products thereof, specified or help in the profitable establishment and running of the industries base on them.
6. To carry on the business of products, manufactures, purchases, processors, refiners, importer exporters, sellers of and dealers in cement, asbestos, alumina cement, Portland cement, lime and lime stone, plasters, gypsum board, artificial

stone, granite stone and materials of every kind used the manufacture thereof, whitening clay, concrete, gravels, sand, sacks, bricks, tiles, building material equipment analogous to or connected therewith and the business of miner, metallurgists, builder designers, contractors, quarry owners and to purchase and vend all materials, raw products otherwise and all articles in any way connected with said business and to acquire, erect, construct establish, operate and maintain cement factories, lime-stone and granite quarries, workshops and other works.

7. To carry on business of research on design of, and as manufacturer and dealers in Audio, Radio, Communication, telegraphic, telephonic, telephones, microwave, navigational, servo, calculating, computing surgical equipment and such other allied or analogous to the forging or any of them or anything connected therewith.
8. To carry on the business of electrical engineers and manufactures and dealers of all kind of electrical plant ,machinery, equipment and accessories including lamps, engines, meters, dynamos, stabilizers, bulbs, sockets, shades and other manufactures for use in any electrical or mechanicals.
9. To carry on the business of manufactures, buy, sell, import, export, deal repairs, prepare, alters, all kind of iron & hardware materials, metals and their alloys, boards & boxes, resins, plastics, fiber, chemicals, paints and other materials, articles, things and facilities of every kind useful for the designs, manufactures maintenance and working of any or all of the aforesaid products or in connection therewith in any way whatsoever.
10. To carry on business of manufacturing, producing, processing, generating, accumulating, distributing, transferring, preserving, mixing, supplying, contracting, as consultants, importers, exporters, buyers, sellers, assemblers, hirers, repairers, dealers, distributors, stockist, wholesalers, retailers, jobbers, traders, agents, brokers, representatives, collaborators, of merchandising, marketing, managing, leasing, renting, utilising of electricity, steam, power, solar energy .wind energy, biomass energy, geothermal energy, hydel energy, tidal and wave energy, and other conventional and renewable energy sources, waste treatment plants of all kinds, and equipments thereof in India and outside India.

IV. The liability of the members of the Company is limited.

V. The Authorized Capital of the Company is Rs. 24,00,00,000/- (Rupees Twenty Four Crores only) divided into 24,00,00,000 (Twenty Four Crores) equity shares of Re. 1/- (Rupee One only) each with power to consolidate, convert, sub-divide, reduce or increase the capital and to issue any new shares with any preferential of special rights and conditions attached there to subject to the provisions of the Companies Act 1956.

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

S.No.	Name, address, description and occupation of subscribers with their signature.	Number of Equity Shares taken by each subscriber	Name, address, description and occupation of witness with signature.
1.	RAMESH CHANDRA PARTANI S/o. Heeralal Partani 1-9-596, Adikmet, Hyderabad-500 044. Businessman Sd/-	10 TEN	
2.	SHREE PRAKASH LOYA S/o. SN Loya 8-2-684/3/52, Road No. 12, Banjara Hills, Hyderabad - 500 034. Businessman Sd/-	10 TEN	V. SHAN VIRENDRA SHAN Chartered Accountant 4-3-378/B, 1st Floor Devkamahal, Banks Hyderabad - 500 19
3.	RAVI TOSHNIWAL S/o. GS Toshniwal Pushp Vatika Gokhale Marg, Ajmer, RAJASTHAN Businessman Sd/-	10 TEN	

Total Number of Shares taken

Date : 13-4-92

Place : Hyderabad

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

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S.No.	Name, address, description and occupation of subscribers with their signature.	Number of Equity Shares taken by each subscriber	Name, address, description and occupation of witnesses with signature.
4.	Mrs. PREMLATA PARTANI W/o. Ramesh Partani 1-9-596, Adikmet, Hyderabad-500 044. Housewife Sd/-	10 TEN	
5.	VEENA LOYA W/o. Shree Prakash Loya 8-2-684/3/52, Road No. 12, Banjara Hills, Hyderabad - 500 034. Housewife Sd/-	10 TEN	
6.	HARIPRASAD SARDA S/o. Rameshwar Sarda H.No. 12-11-1437, Boudhanagar, Secunderabad - 500 003. Sd/-	10 TEN	
7.	MARGARITA ALWARES W/o. Mr. Dennis Alwares 14/5, Gautam Enclave, Sikh Road, Secunderabad - 500 003. Housewife Sd/-	10 TEN	

Total Number of Shares taken

Date : 13-4-92

Place : Hyderabad

DR. SHAL
Accountant
3, 1st Floor
Chal, Banks
ad - 500 19