

Memorandum of Association
Of
Jonjua Overseas Limited

I. The name of the Company is JONJUA OVERSEAS LIMITED.

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

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 as agents, importers, exporters, distributors, stockists, contractors, suppliers, dealers, merchants of commodities, service, articles, merchants and products of all kinds and nature.

2. To deal in foreign exchange and currencies subject to approval of appropriate authorities.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

1. To acquire, buy, purchase, exchange or otherwise deal in any movable or immovable property, mines, mining rights, quarries metalliferrous land and interest therein and any rights or privileges which the company may think necessary or convenient for the purpose of its business and wither to retain the same or turn the same to account, as may seem expedient

2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or cooperative with persons or companies carrying on or engaged in any business or transaction which this company is authorised to carry on.

3. To import, export, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plants, machinery, apparatus, tools utensils, substances, materials and things necessary or convenient for carrying on any of the above specified main business.

4. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the company in any person or persons or company on behalf or for the benefit of the company and with or without any declared trust in favour of the company.

5. To purchase or otherwise acquire, construct, carryout, equip, maintain, alter, improve, develop, manage, works, sell, let on hire, deal in, control and superintendence any factories, plants, warehouses, workshops, sheds, dwellings offices, shops, stores, stores buildings, telephones, electric and gas works, powerplants, roadways, tramways, bridges, reservoirs, water houses, and all kinds of works, machinery, apparatus labour lines and homes wharves, furnaces, crushing works and other works and conveniences necessary for carrying on any of the above specified business.



6. To acquire and take over the whole or any part of the business, goodwill, trade-marks, properties and liabilities of any person, or persons, firms, companies or undertaking, either existing or otherwise or carrying on or proposing to carry on any business which this company is authorised to carry on or possessed of any property or rights suitable for the purposes of the company and to pay for the same either in cash or in shares or partly in shares or otherwise.

7. To undertake or promote scientific research & development relating to any business or class of business in which the company is interested.

8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, Company's corporations and other organizations for technical, financial or any other assistance for carrying out all or any of the objects of the Company or for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulate and patent rights for furthering the objects of the company.

9. Subject to Sec. 391 to 294 of Companies Act, to amalgamate with any other company or companies having all or any of their objects similar to the objects of the company any manner whether with or without the liquidation of the company.

10. Subject to any law for the time in force to undertake or to take part in the formation, supervision or control of the business or operations of any person, firm, corporate, association undertaking carrying on any business which this Company is authorised to carry on.

11. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevests, inventions, trade secrets, scientific or technical or other assistances, manufacturing processes, know-how and other information designs, patents, copyrights, trade marks, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited rights of use thereof which may seem capable or being used for or in connection with any of the objects of use thereof which may seem capable of being used for or in connection with any of the objects of the Company on payment of any fee, royalty or other consideration and to use, exercise or develop the same and manufacture under or grant licenses in respect thereof or sell or otherwise deal with the same and to expend money in experimenting upon, testing or improving any such patents inventions, rights or concessions.

12. To apply for and obtain order under any other Act of Legislature, charter, privilege concession, license, or authorization of any Government, State or other authority for enabling the company to carry any of its objects into effects or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may see, expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interests of the Company.

13. To enter into any arrangement with any Government or authorities or any persons or companies that may seem conducive to the objects of the Company or any of them and to obtain from any such government, authority, person or company any rights, charters, contracts, licence



and concessions which they may think it desirable to obtain and to carry out and exercise and comply thereto.

14. To procure the company to be registered or recognized in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country any business or profession of the Company.

15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes bills of lading, warrants, debentures and other negotiable or transferable instrument or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of business.

16. To lend money, either with or without securities, and generally to such persons and upon such terms and conditions as the company may think fit and also to invest and deal with the moneys of the Company, not immediately required, in or upon such investments and in such manner as from time to time may be determined, provided that the company shall not carry on the business of banking as provided in the Banking Regulations Act, 1949.

17. Subject to Section 58 A and 292 of the Companies Act 1956 and the Regulation made thereunder, subject to the direction of RBI to receive on deposit or loan and borrow or raise money in such a manner and at such time or times as the company think fit and in particular by the issue of debentures debenture stock, perpetual or otherwise and to secure the payment of any money borrowed raised or owing by mortgage, charge or lein upon all or any of the properties or assets or revenues and profits of the Company both present and future, including its uncalled capital and also by a similar mortgage, charge or lein to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the company or such other persons or company and to give the lenders the power to sale and other powers and may seem expedient and purchase redeem or pay off any such securities.

18. To undertake and execute trusts the undertaking of which may seem to the company desirable either gratuitously or otherwise.

19. To establish and promote or concur in establishing or promoting any company for the purpose of acquiring all or any other properties, rights, and liabilities of the company.

20. To sell, lease, mortgage, exchange, grant license and other rights improve, manage, develop and turn to account and in any other manner deal with or dispose of undertaking, investment, properties, assets, and effects of the company or any part thereof for such consideration as may be thought fit and in particular for any shares, stocks, debentures or other securities of any other company having objects altogether or in part similar to those of the company.

21. To distribute as dividend or issue bonus shares among the member or to place to reserve or otherwise to apply as the company may from time to time think fit, and money received by way of premium on debentures, issued at a premium by the company and any moneys received in respect of dividends accured or forfeited shares, and moneys arising from the sale by the company of forfeited shares, subject to the provisions of the Companies Act, 1956 .



22. To employ agents or experts to investigate and examine into the conditions, prospects, value character and circumstances of any business concern and undertakings and of any assets, properties or rights which the company proposes to acquire.

~~23. To accept gifts bequests devises of donations of any movable or immovable property or any rights or interest therein from members to others.~~

23. “To give and receive gifts in cash or kind including but not limited to stock in trade, stocks, shares, capital assets and tangible or intangible assets.”

24. To create reserve fund, sinking fund, insurance fund, or any other special funds whether for depreciation, repairing improving research, extending or maintain any of the properties of the Company or for any other purpose conducive to the interest of the company.

25. Subject to the provisions of section 293 A of the Companies Act, 1956 to subscribe, contribute gift or donate any money, rights or asserts for any national educational religious, charitable scientific, public general or useful objects or to make gifts or donations of money or other assets to any institution clubs, societies, associations, trusts scientific research associates funds, universities colleges or any individual, body of individuals or bodies corporate.

26. To establish and maintain or procure the establishment and maintenance of any contributory of non-contributory person or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances, bonuses or emoluments to any company which is a subsidiary of the company or in allied to or associated with the company or with any such subsidiary company or who are or where at any time Directors or officers of the company or with any other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidize and subscribe to any institution, association, clubs, or funds calculated to be for the benefit of or to advance the interests and well-being of the company or any such other company or persons as aforesaid and make payments to or towards the insurance of any such persons as aforesaid.

27. To establish for any of the objects of the company, branches or to establish any firms or firms at places in or outside India as the company may think fit.

28. To pay for any property or rights acquired by or for any service rendered to the company and in particulars to remunerate any person, firm or company introducing business to the company either in cash or fully or partly paid up shares with or without preferred rights in respect of dividend or payment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine.

29. To pay out of the funds of the company all costs, charges and expense of an incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the company of any property or assets.



30. To send out to foreign countries, its directors, employees or any other person or persons for investigating possibilities of any business or trade for procuring and buying and machinery for establishing trade connections for promoting the interests of the company and to pay all expenses incurred in this connection.

31. To compensate for loss of office to any Managing Director or Directors, or other officers of the company within the limitations prescribed under the Companies Act, 1956 or other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the company is engaged.

32. To agree to refer to arbitration and to refer to arbitration any dispute, present or future, between the company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.

33. To appoint consultants agents, sub-agents, dealers, managers, convassers, sales representatives or salesman for transacting all or any kind of business which this company is authorized to carry on and to constitute agencies of the company in India or any in any other country whatsoever and to establish depots and agencies in different parts of the world and to take agencies of any firm or firms, company or companies within or outside India.

34. To guarantee the performance of contracts undertaken by persons, firms or companies carrying on or authorized to carry on any business or businesses which this company is authorized to carry on and to guarantee the payment of liabilities of any such person, firms and companies.

35. To establish, own, acquire, run, superintend manage or control laboratories, research stations, factories and other works, herbal plantations, other establishment and ancillaries for raw materials and facilities for an in connection with its manufacturing projects.

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

1. To carry on hire purchase, lease finance business, in all its branches in respect of motor cycles, cycles, agriculture machinery aeroplanes, launches, boats, mechanical or otherwise, sewing machines radio sets, gramophones, pianos and musical instruments, cameras, electric fans, cinematograph machines and apparatus, heaters and other electronic domestic appliances, refrigerator, furniture wooden or metallic, household equipments and all classes of machinery.

2. To manufacture export, import, buy, sell and deal in containers, cans, boxes, drums, cylinders, bottle tops, crown corks, packages, packing materials, bags pressed netwares, utensils. Cutlery, and table wares made metal aluminum plates, sheets, glass, fibre, paper board, cloth, hessian, leather, plastic or other synthetic compound or materials, timber, or plywood and to deal in tinplates, wire, aluminum sheets and to undertake either on own account or on commission basis or otherwise printing, painting, designing, enameling electroplating or otherwise decorating the aforesaid products or any of such products or articles.



3. To carry on the business as buyers, and sellers of electronic goods, electrical goods, mechanical goods, refrigeration and air-conditioning equipment, apparatus and appliances, computers, office equipments, and other electronic goods of all types.
4. To carry on business or iron foundries, mechanical engineers and manufacturers of agricultural implements and other machinery, tool makers brass foundries, metal workers, boiler makers, millwrights, machinist, iron and steel converters, smiths, water supply engineers, carries and to buy, sell manufacture, repair, convert, alter, let on hire and deal in machinery implement rolling stock and hardware.
5. To carry on the business of manufacturers of and dealers in all types of rubber, leather, celluloid backlite and all rubber goods particularly industrial rolls, rollers, sheets, beltings and consumer goods such as tyres, tubes and other allied products, toys and medical goods, railway products and tiles.
6. To design, buy, sell, prepare, manufacture, decorative and artistic materials and to deal in wall papers, windows shades, draperies, curtains, fabrics, picture frames, wares, mouldings, and goods and other furnishings articles.
7. To manufacture, and deal in and process all kinds of industrial instruments and appliances, industrial instruments including meters, weighing machines and devices for recording and regulating pressure, temperature, rate of flow weights and levels scientific instruments, mathematical surveying and drawing instruments, as well as items produced in miscellaneous mechanical and engineering industries like plastic moulded goods, hand tools, small tools and firefighting equipments of all types.
8. To carry on the business in India or in any part of world of hotels restaurants, catering services cafes, taverns, bear houses, refreshment room, motel, lodging houses keepers, clubs, places of amusements, reading rooms, and other services wine, spirit and liquor merchants, brewers, malters distillers, importers, exporters, and manufacturers of aerated mineral and artificial waters and other drinks whether intoxicating or not.
9. To manufacture, import, export, deal in chemicals including heavy chemicals alkalies, acids, essences, medical and industrial dyestuffs, organic or mineral, intermediates, paints and colour grinders, photographic and surgical chemical medical and scientific appliance, apparatus and materials and to manufacture, refine manipulate, import and deal in salts and marine minerals and their derivatives by products and compounds thereof.
10. To carry on the trade, industry, business, occupation and profession of architects, engineers, builders, contractors, electrical, sanitary and plumbing engineers flooring furnishers, decorator and contractors.
11. To carry on the business of cultivating, growing, buying, selling manufacturing or otherwise dealing in agriculture and its products including soyabeans, and thereof, sugarcane, bagasse products sugar sugarbeet, raw sugar gur and Khandsari of all kinds whether for human beings or



animals and the business of millers in all branches, and manufacture bread biscuits and etc. confectionery goods.

12. To manufacture, import, export, buy sell, manipulate, prepare for market, can process, preserve and otherwise deal in oils, vegetable ghee, vegetable oil, pickles & other edible items, oil substances and ingredients, perfumes of all kinds, paints, varnishes, agro chemicals, petro chemicals and other chemical goods.

13. To carry on the business of photography, photo-mechanical process of reproduction, representation, manufacture of photographic good and appliances chemical lenses, cameras and other apparatus of scientific goods in connection therewith and to import and export sell or purchase such goods.

14. To carry on the business as producer, manufacturers buyers, sellers, importers, exporters, drapers and dealers in all kinds of ready-made garments, handicrafts handloom materials, sarees, dresses and antiques art goods, boutique, operators of fashion centres, and fashions show.

15. To carry on the business of an investment and to invest in, acquire, underwrite, subscriber for hold shares, bonds, stocks, securities, debenture, debentures, stocks issued or guaranteed by any Company constituted and carrying on business in India or elsewhere, any Government, State, dominions, Sovereign, Central or Provincial commissioners, Port, Trust, public body or authority, supreme, municipal, local or otherwise where in India or elsewhere.

16. To manufacture, weave, prepare, process, repair, fabricate, buy, sell, distribute export, import, or otherwise deal in all kinds and all types of plastics, polyivny crome plated plastic, clorile based products trichloroethylene, perchlorethylene and all goods made out of these including artificial leather, floor, wall and table coverings tarpaulin and building and insulating materials:

17. To work as recruiting agents for skilled and unskilled workers and personnels in India or aboard and as Insurance Surveyers, Assessors chartered Engineers.

18. To carry on the business of jewllers, gem and stone merchants and to deal in precious stone, cutlery, present and gifts, articles historical coins and other articles or value, art and antiquities dressing bags, and bronzes in India or abroad.

19. To carry on the business of commission agents, financiers, order supplier and contractors.

20. To carry on the business of animal husbandry, honey bee keeping, poultry farming, mushroom farming and dairy farming including sheep's rabbits, and goats for procurements of wool and do all the necessary act for maintain and carrying on the said business.

21. To carry on the trade or business of dealing in and agents for land building, factories, houses flats and other residential commercial, agricultural and mining properties and construct, maintain and alter residential, commercial and industrial Plots and properties and give them on lease rent and business of Real colonizers, builders and civil contractors.

22. To start, erect, purchase and acquire cold storage and ice plant and to carry on the business of timber growers, and timbers merchants.
23. To carry on business of transport, fleets owners, travelling agents, tour conductors and cargo handling by any means of transportation clearing and forwarding agents, shippers.
24. To manufacture, buy, sell, and otherwise deal in contraceptives, surgical and toiletry cotton, cloth napkins and bandages, perfumes, artificial eyes, vaccines, surgical instruments and other apparatus, X-ray equipments, dental goods of all description, optical goods of all descriptions, glass waters, mineral waters, wines, cordials, soups, broths and other.
25. To act as advisors, consultants, retainers, trainees in all capacity and problems relating to managements, marketing, manufacturing and processing systems, personnel's, operational procedures and techniques including brokers and agents of all classes of insurance life & general.
26. To carry on the business of Dealers, Traders, Importers and exporters in all kinds of goods either manufactured or raw materials.
27. To carry on the business of manufacturing, buying selling, exchanging conveying altering, importing exporting processing twisting or otherwise handling or dealing in man-made fibers including regenerated cellulose, rayon nylon, polyester and cord, fabrics silks staple fibers, acrylic and such other fibers or fibrous materials or allied products-by-products substitutes for all or any of them or yarns for textile or otherwise.
28. To trade in Indian Securities Listed aboard or in India, to rais mutual funds aboard or in India, to provide services of all kinds to foreign as well as Indian investors, to deal in Indian and Foreign Securities, to run it as a Banking Company with the principal office abroad and branches can be opened over the world, to deal in securities, shares, debentures, bonds, country fund etc. in India and abroad.
29. To carry on the business of advertising agents, advertisement contractors, and designers of advertisements, in all their branches, and to deal in foreign exchange business all subject to approvals to be taken in his regard.
30. To act as trustee, executors, attorneys, receivers, administrators, nominees, agents to undertake guarantee and indemnity business, execute trusts of all kinds and to exercise all the powers of custodians, and trustees.
31. To carry on the business of stationers, lithographers, stenotypers, electrotypers, photographers, engravers, type founders, photographers, manufacturers and dealers in paper, ink, pencils, fountain pencils, fountain pens, stamps, complimentary and fancy card and valentine, designers, draftsman, ink manufacturers, advertising agents, book-sellers, and manufactures of any other articles of things of this character, similar or analogous to the foregoing or any of them.
32. To purchase, sell, import export, repair, hire let out on hire, alter, exchange, manufacture or otherwise deal in all sort of refrigerators, air-conditioner, room-coolers, desert coolers, washing



machines, iron presses, steam oppresses, gysers, mixers, toasters, transformers, televisions, radios, electric motors, electrical appliances of all kinds and descriptions.

33. To carry on the business of running hospitals, nursing homes, clinics, dispensaries, maternity homes, child welfare and family planning centres, diagnostic centres, pathological laboratories X-Ray clinics and also to carry on the business of running crèches.

34. To carry on business as manufacturers of and dealers in plywood, hardwood blocks for flooring and other purposes, boxes, doors wood, wool, masts, spars denicles, sleepers made from wood, bricks, cement, or stone.

35. To act as an import and export house.

36. To carry on the business of chemists, druggists, importers and manufacturers of and dealers in pharmaceutical, medical chemical, industrial and other preparation and articles, drugs, surgical and scientific apparatus and materials.

37. To acquire or set up and run nursery, primary, middle and higher secondary schools, college, training, guidance and professional in situations, music, dance, art centres and other hobby classes and promote research in economic, financial technical and scientific problems.

38. To undertake carry out, promote or sponsor any programme of rural health. Promotion of health, social and economic welfare and provide various services for mars public, and charitable activists.

39. To carry on public relations and liaison business.

40. To carry on all or any of the business of manufacture, exporter, importer and dealers in cement bricks, lime, sand, plaster, marble, mosaic and all other Tiles, Clay, earth, gravel, coke artificial stone ceramic products, potteries, of all kinds and description whatsoever.

41. To undertake and carry on business of leasing hire purchase and financing in all branches.

42. To carry on business as publishers, editors of news paper, magazine, periodicals, journals books, and other literary, artistic, sociological and other worked and undertaking.

43. To establish manage and run petrol pumps, service stations, workshops garages and deal in petrol oils and lubricants of all types.

44. The objects will extend to Whole of India and abroad.

45. To procure agency of any kind in or outside the Comtey and to distribute the same through dealers, brokers of agents.

46. To buy, sell, develop, permanent transfer, lease or otherwise deal in goods including movable or immovable, tangible or intangible goods.

IV. The liability of members is limited.

~~V. The Authorised Share Capital of the Company is Rs. 5,00,00,000 (Rupees Five Crore) divided into 50,00,000 (Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.~~

~~V. The Authorised Share Capital of the Company is Rs. 6,00,00,000 (Rupees Six Crore) divided into 60,00,000 (Sixty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.~~

~~V. The Authorised Share Capital of the Company is Rs. 6,85,00,000 (Rupees Six Crore Eighty-Five Lakhs only) divided into 68,50,000 (Sixty Eight Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.~~

~~V. The Authorised Share Capital of the Company is Rs. 8,00,00,000 (Rupees Eight Crore) divided into 80,00,000 (Eighty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.~~

~~V. The Authorised Share Capital of the Company is Rs. 16,00,00,000 (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakhs) equity shares of Rs.10/- each.~~

~~V. The Authorised Share Capital of the Company is Rs. 24,95,00,000 (Rupees Twenty Four Crores Ninety Five Lakhs only) divided into 2,49,50,000 (Two Crores Forty Nine Lakhs Fifty Thousand) equity shares of Rs.10/- each.~~

V. The Authorised Share Capital of the Company is Rs. 49,95,00,000 (Forty-Nine Crores Ninety-Five Lakhs only) divided into 4,99,50,000 (Four Crores Ninety-Nine Lakhs Fifty Thousand) equity shares of Rs. 10 each.”

We, the several persons whose names and address are subscribed here below 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.

| Name, father's name description address & occupation of the subscribers | No. of equity shares taken by each subscribers | Signature of the Subscribers | Signature & Address of the witnesses |
|---|--|------------------------------|---|
| 1. Major Harjinder Singh Jonjua (Retd.) S/o Late Sh. Jagir Singh Jonjua HM 228, Phase 2, Mohali (Business) | 10 | Sd/- | I hereby witness the Subscribers for D. Vermant & Associates Chartered Accountants DINESH VERMANI H. No. 603, Sector 36-B, Chandigarh |
| 2. Mrs. Maninder Kaur Jonjua W/o Major Harjinder Singh Jonjua HM 228, Phase 2, Mohali (Business) | 10 | Sd/- | |
| | 20 | | |

Date : 16-2-1993

Place :