

THE COMPANIES ACT, 1956  
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION  
OF  
**INNOVASSYNTH INVESTMENTS LIMITED**

I. The name of the Company is INNOVASSYNTH INVESTMENTS LIMITED.

II. The Registered Office of the Company shall be situated in the state of MAHARASHTRA i.e. within the jurisdiction of the Registrar of Companies, Maharashtra at Mumbai.

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

(A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :

1) To carry on business of an investment Company and/or a holding Company, to buy, sell, deal, hold, invest, disinvest, exchange and surrender stocks, shares, securities, scrips, derivatives, debt instruments, bonds, debentures, policies, book debts, and claims and commercial papers, government or commercial security or any other financial investment instruments of any Company, banks whether government or non- government, public or private or any local authority whether in India or abroad, and to promote, subsidize and assist Companies and syndicates in order to promote the business of Company.

To acquire investments in equity shares in Innovassynth Technologies (India) Limited held by Futura Polyesters Limited

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

2) To incur debts and obligations for the conduct of the company.

3) To take on lease, or otherwise acquire, either absolutely or for any limited interest any immovable or movable property or any rights or things in action for use in or in connection with any business of the Company and in particular, but without limiting the generality of the aforesaid any land, tenements or hereditaments in any parts of the world or any rights or privileges in connection therewith, and any patents or patent rights or other similar privileges any licenses or authorities whether in respect of any inventions or in respect of or over any property, and any trade marks, trade names or copyright, and the goodwill or connection of any business or undertaking and the benefit of any covenants or agreements positive or restrictive, and the right to call for and enjoy the benefit of the services of any person or persons, and every other kind of benefit or advantage, whether personal or attaching to any real or personal property, and with a view there to make or acquire the benefit of any conditional or optional contracts or any concessions, licenses, agreements or covenants, and construct, maintain and alter any buildings or works necessary for the business of the Company.

4) To enter into any agreements, contracts and/or arrangements for sharing profit, union of interest, co-operation, joint adventure reciprocal concession agency or otherwise with any person or with any Company (whether promoted or formed by the Company or not) carrying on or engaged in any business or transaction which the Company is authorised to carry on and to lend money, to guarantee the contracts of or otherwise assist any such person Company and to take or otherwise acquire land whether by original application or otherwise shares and securities of any such Company and to sell, holds re-issue with or without guarantee or otherwise deal with the same.

5) To acquire and to take over as a going concern by purchase of or on lease and undertake to carry on whole or any part of the business together with the goodwill and trade name, property rights and liabilities of any person or persons, firms or any company carrying on any business which is within the objects of the Company or which the company is authorized to carry on or possessed of property suitable for the purposes of the Company and to pay for the same by shares, debentures, debenture stock, bonds, cash or otherwise and to conduct and to carry on or liquidate and wind up any such business.

6) To sub-let all or any contracts from time to time and upon such terms and conditions as may be expedient.

<p>7) To apply for, tender, purchase, or otherwise, acquire any contracts, sub contracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose off or otherwise turn to account the same.</p>
<p>8) Subject to provisions of the Act and the regulations made there under and the directions issued by Reserve Bank of India to borrow or raise money or to receive money on deposit for the business of the Company, in such manner and upon such terms as may seem expedient, and to secure the repayment thereof and of moneys owing or obligations incurred by the Company, and to create, issue and to allot redeemable bonds, mortgage debentures (such bonds or debentures being payable either at per a premium, discount or as fully paid) and for any such purposes to charge all or any part of the property and profit of the Company both present and future and its uncalled capital.</p>
<p>9) To deal in foreign exchange in all lawful ways in compliance with the relevant laws of India and to the foreign country concerned in that behalf in connection with the main business of the company.</p>
<p>10) To deal in raw material and to take all steps incidental or required in respect of the main business of the Company.</p>
<p>11) To construct, maintain, improve, develop, work, control, and manage any water works, gas works, reservoirs, roads, tramways, electric power heat and light supply works, telephone works, clubs, baths, places of worship, places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and other works and conveniences which the Company may think directly or indirectly conducive to the objects of the Company and to contribute or otherwise assist or take part in the construction, maintenance, development, working, running control or management thereof for the welfare of the officers and employees of the Company.</p>
<p>12) On winding up of the Company to distribute any of the assets or property of the Company among the members in species or otherwise, but so that no distribution, amounting to reduction of capital be made without the sanction of the appropriate authority where necessary.</p>
<p>13) To promote, carry on, maintain and develop trade of all kinds and create industrial, commercial, and financial relations of every kind and description in all matters connected with the main objects of the Company.</p>

14) To do all or any of the above things in any part of the world, either as principal agents, contractors, trustees or otherwise and either alone or in collaboration with others and either by or through agents, subcontractors or otherwise with power to appoint a trustee or trustees, personal or corporate to hold any property on behalf of the Company and to allow any property to remain outstanding in such trustee or trustees.

15) To take all necessary or proper steps in any legislature (Central or provisional or State or of a Union Territory) or with the authority, Government, local municipal or otherwise of any place in which the Company may have interest and to carry on negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the Company or furthering the interests of its members, and to oppose any steps taken by any person or company, which may be considered directly or indirectly to prejudice the interest of the Company or its members.

16) To obtain any order for enabling the Company to obtain all powers and authorities necessary or expedient to carry out or extend any of the objects of the Company or for any other purpose which may seem expedient and to oppose any proceedings or application which seem calculated directly or indirectly to prejudice the Company's interest

17) To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital and brokerage and commission for obtaining applications for, or taking, placing or underwriting or procuring the underwriting of shares debentures or other securities of the Company.

18) To subscribe, contribute, pay, transfer or guarantee money for or to dedicate, donate, present or otherwise dispose off either voluntarily or for values any moneys or properties of the Company to or for benefit of any national, charitable, benevolent, religious, scientific, public, local, general or useful objects, for any exhibition or such purpose which may be considered likely directly or indirectly to further the objects of the Company or the interests of its members.

19) In furtherance of the aforesaid and other objects of the Company among other things, to pay to any person, firm or body corporate such remuneration and fees and otherwise recompense them for their time and for the services rendered by them and their Directors as promoters of the Company.

20) In furtherance of the aforesaid and other objects of the Company among other things, to borrow from any persons and secure the payment of any sum or sums of money as the Company may think fit or to make repayment of any debt, liability, perform any contract entered into or the issue of debentures, perpetual or otherwise, charged on all or any of the company's property (both present and future), including its uncalled capital; and to purchase, redeem, or pay off any such securities.

21) In furtherance of the aforesaid and other objects of the Company among other things, to guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority supreme, municipal, local or otherwise or of any persons whomsoever whether incorporated or not incorporated, and to guarantee or stand sureties for performance of any contracts or obligations.

22) In furtherance of the aforesaid and other objects of the Company among other things, to dedicate, present or otherwise dispose off either voluntarily or for value any property of the Company deemed to be of national, public or local interest, to any national trust, public body, muse corporation or authority or any trustee for or on behalf of any of the same of the public.

23) To appropriate, use or lay out land belonging to the Company for streets, parks, pleasure grounds, allotments and such other conveniences related thereto and to present any such land so laid out to the public or to any persons or company conditionally or unconditionally as the Company thinks fit.

24) To employ experts to investigate and examine into the conditions, prospects of the business of the Company

25) To appoint agents or establish agencies or branches in India or elsewhere and set-up Indenting Houses, Export Houses, Brokerage houses, to open retail stores for purchase and sale of goods of all descriptions to the manufacturers which the Company may purchase and deal in as principals or as agents, distributors or as commission agents, and to take part in the management, supervision or the control of the business or operations of any company having similar objects association, firm or person on such terms and conditions as may be agreed upon.

26) To purchase, take on lease or in exchange or under amalgamation, licence or concession or otherwise, absolutely or conditionally, solely or jointly with others and make, construct, maintain, work, hire, hold, improve, alter, maniac, let, sell, dispose off, exchange road canals, watercourses, water ways and rights ways, leaves, ferries, piers, wharves, airports, aerodromes, land, buildings and warehouse, electricity and other works, factories, mills, workshops, railway sliding, tramways, ropeways, drainage and sewage, works of every description and kind which may seem calculated directly or indirectly to advance the interests of the Company or conducive to the attainment of the objects of the Company.

27) To apply for, purchase or otherwise acquire, any patents, patent right, copy right, trade marks, formulae, license, lease, concessions, and like conferring any exclusive or non-exclusive or limited rights to use, or any secret or other information as to invention which may seem capable of being used for any of the purpose of the Company, or the acquisition of which may seem directly or indirectly to benefit the Company; and to use, exercise, develop, or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired;

28) To remunerate any person for services rendered, or to be rendered, in placing or assisting to be place or guaranteeing the placing of any of the shares in the Company's capital or any debentures or other securities issued by the company.

29) To establish, provide, maintain and conduct, or otherwise subsidise research laboratories and workshop for scientific and technical research and experiments to undertake and carry on scientific and technical researches, experiments and tests of all kinds to research both scientific and technical, investigations and inventions by providing subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences, and by providing or contributing 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 authorized to carry on.

30) To sell or dispose of or to improve, manage, develop or exchange the undertaking, property or rights of the company or any part thereof and turn to account any land acquired by the Company in which it is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decoration, maintaining, furnishing fitting up and improving buildings and by planting, paving, draining, farming cultivating letting on building lease or building agreement and by advancing money to and entering into contracts and agreements, of all kinds with builders, tenants and others.

31) To enter into any arrangement with any Government, Central or State or any authority local or foreign authority, supreme, municipal or otherwise, or body corporate, firm or person that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority, body corporate, firm or person, any concessions, grant, decrees, rights, subsidies, loans, indemnities, sanctions, protection charters, contracts, licenses, powers and privileges, whatsoever which the Company may think desirable to obtain; and to carry out, exercise and comply with the same;

32) To acquire and undertake the whole or any part of the business property and liabilities of any person or company, carrying on business which the Company is authorized to carry on or possession of property suitable for the purposes of the objects of the Company;

33) To negotiate loans for the company or other person or bodies, to lend moneys, securities and other properties to draw, make, endorse, accept, issue, discount, buy, sell and deal in bills of exchange, promissory notes, hundis, drafts, bills of lading, warrants such other negotiable or transferable instruments and securities and to become sureties and guarantors for any such purpose.

34) In furtherance of the aforesaid and other objects of the Company among other things, to lend and advance money or give credit to any person or company; to give guarantee or indemnify for the repayment of money or the performance of contracts or obligations by any person; to secure or to undertake in any way the repayment of moneys lent or advanced to, or the liabilities incurred by any person subject to provisions of the Act.

35) To amalgamate or enter into arrangement for sharing of profits (except entering into partnership), union of interest, co-operation, reciprocal concession, lease, license or otherwise with any person carrying on transactions which the company is authorized to carry on or engage in.

36) To pay out of the funds of the Company all or any expenses which are incurred for and incidental to the promotion, formation, registration, advertising and the establishment of this or any such other organization as provided under this memorandum.

37) To insure any of the properties, undertakings, contracts, guarantees, or obligations of the Company of every nature and kinds in any manner whatsoever.

38) Subject to provisions of the Act, to make donations to such persons and in such cases, and either of cash or other assets, as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient; and in particular to remunerate any person or corporation introducing business to this Company's and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or other objects and to aid in the establishment and support of associations for the benefit of persons employed by or having dealing with the Company, and in particular provident, friendly or other benefit societies and to grant any person, either by way of an annual payment or a lump sum, to any officer or servant of the Company or to his relatives or dependents.

39) To aid and support, pecuniarily or otherwise, any person, association, body or movement, having for an object the solution or settlement of industrial or labour problems or troubles or the promotion of industry or trade concerning the objects or business of the Company or related interest.

40) To establish, support or aid in establishment and support of associations, institutions, schools, hospitals, guest houses, clubs, funds, trusts and conveniences for the benefits of past or present employees or directors of the company or dependents of such persons; and to grant pensions and allowances, to make payment towards insurance; to subscribe or guarantee money for charitable or benevolent objects or useful objects for general public or other emolument or gratuities to any employees or ex-employees and officers and ex-officers (including Directors, Ex- Directors) of the Company or the relations, connections or dependents of any such person and which may be considered calculated to benefit any such persons or otherwise advance the interest of the Company or of its members and establish and contribute to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees and officers and to lend money to the Company's employees and to provide for the welfare of any employees or ex-employees and officers and ex-officers (including Directors and Ex-Directors) of the Company, or the relations, connections or dependents, of any such persons, by building or contributing to do the building of houses or dwellings or quarters or by providing any other amenities and benefits or by creating and from time to time subscribing or contributing to the Provident Funds and other funds, Associations, Institutions, Schemes or Trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospital and dispensaries, medical and such other attendance and other assistance as the Company may from time to time, think fit.

41) To refer all questions, disputes or differences arising between the Company and any other person whosoever (other than a Director of the Company) in connection with or in respect of any matter relating to the business or affairs of the Company to arbitration in such manner and upon such terms as the Company and such other person may mutually agree upon each case, and such reference of arbitration may be in accordance with the provisions of the Indian Arbitration and Conciliation Act, 1996 or the Rules of the international Chamber of Commerce relating to arbitration or as may be agreed between the company and other party under any other specific written agreement or written understanding.



42) To enter into negotiation, collaboration, technical, financial or otherwise with any person, firm, company, body corporate, institution or Government for obtaining by grant, licence or on other terms, formulas and other rights and benefits, and to obtain technical information, know-how and expert advice for the production, manufacture and export or sale of all types of products and goods which the Company is authorized to produce or to deal in.

43) To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising through any audio visual means, in the press, by circulars, by purchase and exhibition of work or art or interest, by publication books and periodicals, and by granting prizes, rewards and donations or in any other such manner considered suitable.

44) To arrange for the marketing and sale of the products any by-products of the Company and purchase of raw materials, goods, and articles remaining in its possession as are normally necessary for carrying on the business of the Company but are not immediately required for use by it, and for that purpose, either to establish its own shops, agencies or marketing organizations or to appoint selling agents and/or distributors (whether individuals, firms or bodies corporate) in any place in or outside India, to allot, specify, alter or modify their areas of operation or the terms and conditions of their appointment and to pay remuneration to such selling agents and/or distributors by way of such commission or in such other manner as the Company may deem fit.

45) To buy, sell, exchange, install, work, alter, improve import or export and otherwise deal in all kinds of plant, machinery, materials and things necessary or convenient for carrying on any of the business which the company is authorized to carry on.

46) To repair, purchase, sell, import, export, rent machines and machinery of any kind of which may appear to be necessary or convenient for or incidental to any business of the Company.

47) To promote any company or companies for the purpose of acquiring or taking over all or any of the property, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly of benefit to the Company.

48) To create any depreciation fund, reserve fund, sinking fund, or any special or other fund, subject to provisions of the Act, whether for repayment of redeemable preference shares, redemption of debentures or debenture stock, for special dividends, for equalizing dividends, for repairing improving, extending and maintaining any part of the Company and/or for any such other purpose related thereto.

49) To establish and maintain agencies, branches, place and local registers and procure the Company to be registered or recognised and to carry on business in any part of the world.

50) To issue or allot fully or partly paid shares in the capital of the company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the company or any services rendered to the company.
51) To open and operate any type of bank accounts with the Bank and to obtain credit facilities with or without securities for its business.
52) To take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of any kind sold by the company, or any money due to the company from buyer.
53) To produce gas and generate electricity necessary for the purposes of the company and to process or deal with all products resulting from or ancillary to such production.
54) To train or pay for training in India or abroad of any of Company's employees or officers or any candidate in the interest of or furtherance of the company's objects.
(C) OTHER OBJECTS :-
55) To carry on business as manufacturers, processors and dealers of speciality chemicals, fine chemicals, custom synthesis of all kinds and descriptions and to act as manufacturers of and dealers in intermediate, by-products and end products thereof and/or to carry on business of toll manufacturing and contract manufacturing of chemicals, all kinds and descriptions, as well as to do marketing and research & development of aforesaid products.
56) To carry on the business of consultants and advisers to individuals, bodies corporate, societies, undertaking, institutions, associations and government, local authorities, and others; relating to the administration and management of industry and business; to carry on the business of industrial and business consultants, financial, legal, taxation and accounts consultant, media consultant, portfolio management, credit rating agency, computers hardware and software consultant, internet and e-commerce consultant and to act as merchant banker.
57) To act as producer, maker, director of films, TV serials, theatres and advertisements, to carry on business of advertisement agency, to run art galleries, to run TV channels and cable channels, launch satellites, hire and/or give on hire satellites and/or its transponders, run cable TVs, to act as cable TV operators, to act as and appoint distributors of films, to run business of tele-shopping, internet shopping, to run, manage, deal in and construct all types of clubs, including health clubs; to run video parlours, music shops, entertainment hubs.

58) To buy, sell, hire, produce, direct, manage, marketing, distributing or otherwise deal in theaters, video parlour, studios, photographic and other apparatus in connection with cinematographic shows, music shows, chat shows, T.V. serials, entertainment shows, event management and exhibitions and to produce, buy, sell, import, export, trade and act as representatives or otherwise deal in cinematographic films, cameras, X-ray films, photographic paper and films, video films, theatres, photo chemicals, graphic art films, film and paper processing machinery and to set up film laboratories.

59) To carry on with or without foreign collaboration the business of manufacturers, exporters, importers, fabricators, assemblers, designers, recorders and wholesale and retail dealers of all types of U-Matic tapes, CDs, DVDs, cassettes, audio tapes, cassettes and CDs, DVDs, video tapes and cassettes, V.O and its components and recording of audio and video cassettes, audio &/or video compact discs, DVDs.

60) To carry on the business as exporters, importers, merchants, traders, international indenting, buying agents, selling agents, commission agents, clearing agent, freight contractor, steamer agent, forwarding agent, licensing agent, general brokers, buyers, sellers agents, importers, exporters, dealers in distributors or in any other capacity and to import, buy, export, sell or otherwise trade and deal in merchandise of any kind whatsoever and without prejudice to the generality of the foregoing, general produce, playing cards, food grains, cash crops, cotton, tea, jute, textiles, coffee, fruits, spices, vegetables, flowers, meat, seeds, substances, goods, raw materials required by industries, semi finished products of industries and finished products of industries including machinery and equipment including its spare parts and accessories, chemicals, dyes, intermediates, fertilisers, ores, oils, electrical goods, electronic devices and components, textile yarns, clothes, garments and furniture, agriculture commodities, dairy, farm and garden produce on wholesalers or retailers on the basis of ready delivery.

61) To advance, deposit or lend money, securities and properties to or with any company, firm, person or association, whether falling under the same management or otherwise and to carry on the business of venture capital provider, in accordance with and to the extent permissible under the provisions of the Said Act, with or without security and on such terms as may be determined from time to time. However, the Company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1949; however Company may undertake and carry on the business of safe deposit companies of Trust Companies and guarantee business in all their

respective branches and to act as agents, commission and house agents, traders, factors brokers and to buy, sell, better exchange, pledge, mortgage, make advance upon receive or otherwise deal in shares, debentures, debenture stock and other such securities of all kinds and to carry on the business of investment company and to buy, underwrite, invest in, acquire hold and deal in shares, debentures, stocks, debenture stocks, bonds, obligations and security of any kind issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture stock, bonds, obligations and securities issued or guarantee by any Government, State, Public Body or authority, firm or person in India or elsewhere.

62) To organise, run, maintain, operate, promote the business of interior decorators, furniture and carpet designers and boutiques, operators of fashion centres, fashion shows, and to make, acquire deal in any way in handicrafts, objects of art, precious stones, jewellery, whether artificial or otherwise and articles, wherein precious metals or precious stones may be used in textile fabrics and to manufacture and deal in any products as are dealt in boutiques, fashion shows and interior decorators.

63) To carry on the business of hair dresser, florists, manicurists, pedicurists, perfumers, cosmetician, beauticians, tobacconists, general merchants, caterers and contractors.

64) To carry on and run, manage, establish, operate take on lease, rent, enfranchise or otherwise deal in business of hotels, restaurants, cafes, taverns, motels, guest houses, dak bungalows, refreshments rooms, bakers and confectioners, dairy and poultry products, milk products, houses keepers, travellers, lodgers, caterers, licence victuallers, canteens, liquor vendor, conference theaters, recreation centres, health centres, night clubs, bars, swimming pools, sports centres, shops and other places for selling travel requisites and articles of tourist interest.

65) To manufacture, buy, sell and deal in malt products, yeast and allied articles of food and mineral waters, wines, liquor and cordials and To manufacture sugar and allied products from beet root, sugarcane, gur, molasses and any other such substance or produce or chemicals.

66) To carry on the business of manufacturers, producers and professors of and dealers in milk, malted milk, milk powder, ice-milk, ice cream, milk foods, baby foods, infant foods, invalids foods, milk products and milk preparations of all kinds.

67) To carry on the business of manufacturers of drinks, alcoholic and otherwise, including beverages produces from such products or otherwise, or the business of cultivators, growers, millers, grinders, rollers, processors, cold stores, canners, and preservers and dealers of odd grains and their agricultural dairy horticulture and poultry products, fruits, vegetables, Herb's, flowers, drinks, fluids, gas, fresh and perceivable products, and to extract by-products, derivatives, whether edibles, pharmaceutical, medicinal or of any other kind of nature, and to carry on the business of manufacturer of and trading in preserved, dehydrated canned or converted agricultural products, fruits and vegetables, provisions, foods, dairy and poultry products and other derivatives of all kinds and description and to set up and run machinery for processing and preserving the same.

68) To carry on the business of racing, including horse racing, book making, car racing, scooter racing or any other game of luck or chance or gambling which is permitted under the law of the land and to apply for licenses, permission wherever so required and to do all other acts incidental or ancillary to the object stated here above, including but not limited to buy farms, farm houses, horses, cars, scooters, to employ personnels, to purchase licenses, wherever available for sale.

69) To import, export, buy, sell or otherwise deal in all kinds of motor cars, trucks, buses, tractors, vans, jeeps, lorries, motor launches, motor cycles, scooters, cycles, mopeds and other kinds of vehicles and conveyances or parts, components and accessories thereof AND to set up, make install all types of automobile service stations, workshops and garages.

70) To carry on the business of manufacturing and dealing in automobile parts, accessories, ancillaries, stores, and spares and to engineer develop. design, assemble, manufacture, produce, import and export, buy, sell and otherwise deal in industrial mining, agricultural and other machines and all types of tools, plants, equipments, instruments, appliances and hardware of all kinds, general fittings, accessories and appliance of all description made of metal, alloys glass, synthetic and other fibers, chemicals, PVC compounds, plastic or any other such materials related thereto and to carry on the business as buyers, sellers, agents, fitters, repairers, installer, assemblers, of and dealers in all types of machinery, components, tools and spares used in automobile garages, workshops and service stations.

71) To set up and manufacture of all types of sanitary wares whether made out of clay or any other such material whether natural or man made.

72) To manufacture, produce, prepare, press, vulcanise repair, retread, export, import, purchase, sell and generally to carry on the business in tyres and semi-tyres, for different type of vehicles including buses, omnibuses, trolleys, automobiles, motor cycles, tractors, airplanes and also in industrial tyres, Inner tubes, flaps, miscellaneous repair materials and other articles and appliances made with or from natural or synthetic rubber, its compounds, substances, derivatives, and substitutes, India rubber, to the same in combination with any metallic or non-metallic substances, vulcanite leather, rayon, hessian or plastics are used.

73) To carry on, with or without foreign collaboration the business of manufacturers, exporters, importers, fabricators, assemblers, designers and wholesale and retail dealers of all types of Radio sets, Transistor sets, broadcasting and receiving equipments, tape recorders, stereos and hi-fidelity components, monitors, radio, antennas, speakers, cabinets, spacebars, sound studio equipments, audio and video recorders and magnetic tapes, cassettes, mono stereo records, public address equipments, transmitters, relaying and transmitting equipments, communication system of all types, gramophones, loudspeakers, amplifiers, microphones and all type of electronic items including crystals, diodes, central panels, gadgets, remote control systems, instruments, devices, tools, machines and all other items connected with electronic machines and electronic control systems, broadcasting, and telecasting equipments, communication and transmission towers, television antenna, electronic components, relays, circuit, rectifiers, close circuit television, telecast receiving sets, equipment, casting, frames, bodies, chassis and all types of accessories, components and parts and to deal with any of the items agents, dealers, stockists, distributors and representatives in India or any where in the world.

74) To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market, import or export or otherwise deal in all kinds of insulated cables and wires, rubber insulated wires and cables, cab tyre sheeted wires, P.V.C. cables and flexible, flexible cords, cotton or silk braided conduct wires and cables low and high tension power cables, telegraph and telephone cables, low and high tension wire rubber or bitumen insulated lead covered power cables, armoured or non-armoured extra high tension shielded and belted cables, power cables, telephone and telegraph cables, according to B.B.S. long distance cables and wire ropes of all kinds.

75) To carry on the business as manufacturers, importers, and exporters of and dealers both wholesale and retail in watches, clocks, chronometers, timepieces, meters, gauges and moving parts and components thereof, jewelry precious and semiprecious or synthetic stones, personal ornaments, bracelets, watchstraps, scrubs and belts of every description, medals, cups, shields, trophies and presentation goods, and containers of all kinds of all kinds for presentation goods of leather or of any substitute thereof, goods of plastic or other artificial or manufactured, substances, china and glassware, cutlery, camera, microscopes, telescopes, barometers, thermometers and medical and scientific instruments, apparatus, equipments, and suppliers of every description.

76) To act as shippers, underwriters, advertising agents, transport agents, forwarding and clearing agents, brokers and estate agents and to carry on all or any of the business of transport, cartage and haulage contractors, garage proprietors, owners and charters of the road vehicles, air crafts, ships, tugs, barge and boats of every description lighter men carriers of goods and

passengers by road, rail, water or air, carmine, cartage contractors, stevedores, Wharfingers, cargo superintendents, packers, hauliers, warehousemen, storekeepers, job maters and ship chandeliers

77) To carry on in any mode the business of store-keepers in all its branches and in particular to buy, sell and deal goods, stores, consumable articles, chattels and effects of all kinds both wholesale or retail and to erect, build, maintain and let out on hire or rent warehouses and cold storage, rooms, and to provide for refrigeration and to carry on and undertake storage, packing, removal, carrying, delivery, purchases, sale and exchange of fruits and vegetables including potatoes and all types of goods to carry on the business of cold storage company in all its branches.

78) To carry on the business of manufacture of paper, pulp and any paper conversion products and to manufacture and deal in articles and things of all kinds in the manufacture of which wood, timber, bamboo or any wood pulp of any types is used.

79) To carry on the business of commercial, color, craft and process printers lithographers, photographers, engravers, diemakers, publisher of newspapers, books, magazines, art and musical production plant and chart printers, press and advertising agents, contractors and dealers in printing machinery, type and all printer's supplies, books binders and stationers.

80) To carry on the business of merchants, dealers and manufacturers in all kinds of building materials, inclusive of lime stone, lime related products, bricks, tiles, cement, badarpur, pipes, pre-fabricated paving, lining, roofing materials, clays cement bricks, pozzolanes and all kinds of minerals and chemicals and to manufacture, buy, sell and deal in cement, brick, lime stone, and all earthy materials, tiles, pavements and roofing materials, pre-fabricated material time plaster, clay and builders, requisites.

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

82) To carry on the business of processors, combers, spinners, knitters, manufacturers, dyers and bleachers, finishers, laminators, balers and pressers of any fibrous textile materials whether agricultural or animal or natural products or its by-products or chemical or anesthetic fibre and more specially jute, hemp, silk, cotton, wool, mesta, nylon, terene, terrilene, staple fiber or other synthetic fiber and to manufacture any product from such raw material or textile material and to carry on the business of buyers and sellers of and dealers in all such raw and processed or semi-processed materials, and to carry on the business of dyeing, coloring, spinning, weaving of all fabrics other fibrous substances and preparations, manufacturers of and dealers in cotton, silk woolen linen, hemp, jute, rayon ,nylon, artificial silk and other yarn and all kinds of weaving synthetic and synthetic blended fabrics manufactured from such yarn, all kinds of imitation leather and rubber water proof goods and articles manufactured there from dress preserves, dress linings boot linings, umbrellas, parasols, flags, tents, picture frames, articles made from paper or pulp.

83) To carry on the work of mechanical and electrical engineers and to run workshops, to undertake and execute all types of mechanical and structural jobs of manufacture, fabrication and construction of buildings and articles and to do various types of sheet metals work including manufacture and construction of storage tanks, buckets, drums, various types of containers, or/and such other similar items that may be used in any industry.

84) To carry on the business of ferrous and non-ferrous metals, sheet metal workers, mechanical, structural, electrical and metallurgical engineers and to carry on the works of cast iron and especially wasting foundry for manufacture of all types of pipes and pipe fittings, water reservoir drainage requisites including manhole frames and cover gratings and ladders, cast iron, sanitary appliances and fittings including flushing cisterns, bath tubs, wash basins, cast iron building requisites, railings, spiral stairs ladders, ventilators, ornamental window frames, pillars, agricultural implements including choppers, ploughs, cast iron railway stores including sleepers, fish plates, wheels and other fittings, household requisites and utensils including cooking pans, containers, coal mining and engineering requisites including pinions, tube wells, pump parts and other general and special castings and to execute any other particular order received from Local and muffusil dealers, general public or Government Departments.

85) To manufacture, prepare import, export, buy, sell and otherwise deal in all kinds of glass, glassware glass goods, mirrors, looking glass, scientific glass water, sheets and plate glass bangles, false pearls, bottles, phials and all kinds of articles prepared of glass and to carry on the business of glass patent solvers, glass embossers, and land workers.

86) To carry on the business fisheries and deep sea trawling.



87) To process chemically, electrically or by any other means, refine, extract, hydrolyse, manipulate, mix, deodorise, grind, bleach, hydrogenate, buy, sell, import, export, produce, or otherwise deal in seeds and agriculture products, food products, dietetic products and preparations and proprietary articles of all kinds whether basic or derived and in all forms used in particular portion in foods of all kinds.
88) To carry on the business of town planners, ground engineers, surveyors, valuers, appraisers, soil investigators, architects, developers, decorators, exporters and importers.
89) To carry on the business of Manufacturers sellers, purchaser, importer, Exporter and otherwise deal in subject to law in force from time to time of Goldsmiths, silversmiths and jewelers
90) To carry on the business of purchase, and sale or petroleum products, petroleum and allied liquid gas, to act as dealers and distributors for petroleum/Gas companies as the run service stations for the repair and servicing of automobiles.
91) To carry on the business of manufacturing, processing, exporting, importing, selling and otherwise deal in carbon black, calcium carbide, NC/PC graphite, electricals, aroused, scattered metallurgical products and welding electrodes.
92) To produce, manufacture, trade, deal in and dispose of alkalines, acids, gases, compounds, fertilisers, chemical product of every nature and description, intermediates, derivatives, all types of floatation reagents, wetting agents, Insecticides, fumigates, dyestuffs, explosives, catalytic agents, direct colours, basis colours, pigments, drugs, biologicals, pharmaceuticals, serums, vitamin products, harmonies and products derived from phosphate mines, limestone quarries, bauxite mines, petroleum natural gas and other natural deposits useful or suitable in the manufacture of chemicals and chemical products and to undertake the business of spraying of pesticides.
93) To manufacture, buy, sell, import, alter, improve, manipulate, prepare for market, exchange, install, repair service, let on hire, to design, develop, innovate, assemble fabricate, distribute, market, sell, service, repair, replace, air-conditioners, cooling towers, water space heaters, solar cookers, solar air-conditioners, solar equipment devices of system, refrigeration devices and to impart technical know how, technical services and allied services for the manufacture design and their manufacturing rights of above mentioned items; as well as to establish provide maintain and conduct or otherwise subsidise laboratories and experimental workshops, institutions for scientific and technical research for carrying on improvements in the fields of solar energy waste recycling systems and equipments; surgical, X-ray units, X-ray equipments, telecommunications machines, business machines, broadcasting apparatuses loud-speakers, radios, auto-radios, reverberators, tape-players, cassette tapes, headphones, stereo-complex speakers, radio control equipments, cameras, binoculars, microscopes, projectors, telescopes, television sets, refrigerators, air-conditioners, coolers, radar, computers and spare parts of the above.

94) To design, manufacture, install, commission service weigh bridges, weighing machinery, weighing scales anywhere in India or abroad.
95) To manufacture, export, import, sell or otherwise deal in fertilisers and chemicals, drug items, bulk drug items, petrochemicals, plastic HDPE/ PP and the products and derivatives thereof.
96) To carry on the business of producing, extracting, refining, storing, exporting, importing, transporting and dealing in all sorts of vegetable oil and fuel oil and in refine oil of all kinds and varieties.
97) To carry on the business of millers and to set up mills of milling wheat, gram, other grains, cereals, dal, basen, maida, Atta, suji and other allied products and manufacture food products such as biscuits, bread, flakes, dalia and confectionery from flours of all kinds and description.
98) To carry on the business of manufacturers, assemblers, fabricators with or without foreign collaboration of computers and electronic equipments and instruments, control instrument, subscriber system, intercoms, telephones, compu-dealers, key telephones, EPABAX Boards, telex, teleprinters, distribution boards, transmission instruments, microwave components, radiographs, phonographs, Dictaphones, scientific, mechanical, electrical hydraulic pneumatic, electronic, thermal, sonic, ultrasonic, optional surgical telephotography and surveying equipments and instruments, radar equipments, computers, wireless sets, frequency meters, telemeters, accounting machines, fiber optics, video recorders and players, and all types of cables for communication equipment instrument and all kinds of telephone, telegraphic and electronic gadget and apparatus.
99) To carry on the business of all kinds of iron and steel founders, metallurgists, steel shapers, steel converters, manufacturers, mechanical engineers and fabricators, contractors, tool makers, brass founders, metal casting including ferrous and non-ferrous, special and alloy steel, forging, quality steel manufacturers, processors, of all types of bright bars, forged components and accessories, all types of hardware items, plate makers, wire drawers, tube manufacturers, galvanisers, Japans, re-rollers, annealers, enamellers and electro-plates and dealers thereof.
100) To carry on the business as manufacturers and dealers in or as stockists, importers and exporters of plastic, synthetic resins, natural resins, polymer products and chemicals required for the manufacture, processing and fabrication of plastic and similar other such products as tubes, pipes, sheets and films, whether moulded extruded, casted, formed and allied products

<p>101) To purchase, sell, import, export, manufacture, repair or otherwise deal in all kinds of footwear and leather products, rubber and plastic goods lasts boots, laces, buckles, leggings, boot polishers, purses, bags, boxes, bolts and accessories and fittings.</p>
<p>102) To manufacture, import, export or otherwise deal in electronic goods, computers, hardware and software, domestic and office appliances, tubes and lamps, Video Games, Electronic Toys, Teaching Aids and Sports goods and to establish and operate data and information processing centres and bureaus, and to render services to customers in India and elsewhere by processing their jobs a data processing centres and giving out computer machine time, consulting and developing e-commerce software, cyber laws and internet web sites.</p>
<p>103) To carry on the business of manufacturer of LPG Cylinders, valves and regulators, pumps, motors, fans, and blowers, boilers, machines, tools, EOT To carry on the business of manufacturers, processors, designers, buyers, sellers, exporters, importers and/or otherwise dealers in all types of, HOT cranes, furnace, industrial machinery of all varieties and descriptions.</p>
<p>104) To carry on the business as manufacturers, stockists, importers, exporters, repairers of operating tables, operating lights, head mirrors, fowls, beds, wheel, chairs, trolleys, cupboards, incubation tubs, anesthetic equipments including oxygen cylinders, all kinds of body scanners, Xray operators, X-ray Units, X-ray equipments, and all other such surgical instruments.</p>
<p>105) To carry on and undertake the business of hire purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring, or letting on hire all of imported and indigenous plant and machinery, equipments including all kinds of medical Diagnostic and such other Hospital Equipment that the Company may think fit and assist in financing of all and every kind and description of hire purchase or deferred payment or similar transaction and to subsidise, finance or assist subsidising of financing the sale and maintenance of any goods, articles in commodities of all and otherwise deal in all form of immovable and movable property including land and buildings, plant and machinery, equipments, ships, aircrafts, automobiles, computer, office equipments, household articles and all consumers, commercial and industrial items, and to lease own, run, manage or otherwise deal with them in any manner whatsoever including resales thereof regardless of purchased and leased by new and/or used.</p>
<p>106) Subject to the approval of the appropriate authority, to manufacture, sell or otherwise deal in Arms and Ammunitions and or all sorts of Defence equipment.</p>

107) To carry on the business as manufacturers of, fabricators, assemblers, processors, programmers, and dealers of and in all kind and descriptions of electronic and electrical goods, products, apparatus, materials, components, and parts including micro processor based mini and micro computers, digital and analogue computers and other computers and data processing systems, photo-setters, typewriters, word processors, business machines, digital systems, transistors transformers, valves, amplifiers, videos, televisions, receivers, decks, electronic circuits, conductors, magnetic materials micro-wave components, tapes, discs, ribbons, control panels, paper cards, fittings, switches and all hardware, software and peripherals thereto and thereof.

108) To carry on the business of manufacturing, processing, producing and dealing in foods and edible products of all kinds, varieties and descriptions and whether made from vegetables, plants, herbs, fruits, meat, fish, sea foods, poultry or other substances, natural or artificial, and of whatsoever kind or description and to carry on the business or preservation, dehydration, freezing, freeze-drying, drying, canning, tinning, bottling, and packing of all or any of the produce and products mentioned above and food stuffs, provisions and consumable materials of all kinds.

109) To apply for and take out purchase and otherwise acquire by way of licence or otherwise any patents, patent rights, inventions, trade mark rights, copyrights, licences, secret processes, technical aid and know-how which may appear likely to be advantageous or useful to the Company and to provide, sell or grant licences, protections and concessions to use the same or any secret processes, technical aid, know-how and to apply for and acquire permits, licences and quota rights from the Government of India, from State Governments or from Foreign Governments.

110) To invest and deal with the monies of the Company in such manner as may from time to time be determined.

111) To manufacture, prepare for market, refine, clean, restore, recondition and otherwise manipulate and deal in and turn to account all refuse, by-products and other products capable of being manufactured or produced with the use of all or any materials or commodities used in the manufacture of all or any of the products for which the Company is established and waste and other materials of any kind, and to recondition the same or make such other use of the same as may be thought fit.

IV. The liability of the members is limited.

V\*. a) The Authorised Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty five Crores only) divided into 2,50,00,000 (Two crores fifty lacs only) Equity Shares of Rs.10/- (Rupees Ten only) each.

b) The minimum paid up share capital of the Company shall be Rs.5,00,000/-(Rupees Five Lakhs only).

*\*The Authorised Share Capital of the Company was increased pursuant to an order of the High Court of Judicature Bombay passed on 4<sup>th</sup> July 2008.*

We, the several persons whose names, addresses and description are subscribed hereunder 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 to our respective names.

Name, Address description and occupation of subscribers	No of equity shares taken by each Subscriber	Signatures of subscriber	Signature, name, description and occupation of witness
Mr. Shyam B Ghia S/o Mr. Bhupatirai Ghia Ghia Mansion, 18 Carmichael Road, Mumbai 400026 Occ: Industrialist	10 (Ten)	Sd/-	<div style="border: 1px solid black; padding: 10px; text-align: center;">           Witness 1 to 7            Sd/-            P.B. Kansara            6-D, 401, Prem Nagar Off Mandpeshwar Road, Borivli (W), Mumbai-400 092            Occ: Service.         </div>
Dr Bhabatosh Sahu, S/o Mr Kamalochan Sahu 1103, Raheja Empress, 392, V.S Marg, Prabhadevi Mumbai 400025	10 (Ten)	Sd/-	
Futura Polyesters Ltd Paragon Condominium, 3 <sup>rd</sup> Floor , Pandurang Budhkar Marg, Mumbai 400013	49,940 (Fourty Nine Thousand Nine Hundred and Forty)	Sd/-	
Mr Sankaran Ramachandran S/o Mr Sankaraiyer, B-402, Sunrise Apartment, Raheja Vihar, Chandivli, Andheri (E), Mumbai-400 072 Occ: Service	10 (Ten)	Sd/	
Mr. S.B. Chatterjee S/o. Shantibhushan Chatterjee 102, Vinayak Angan, Prabhadevi, Mumbai- 400 025 Occ: Service	10 (Ten)	Sd/	
Mr. A.R. Gadkari S/o. Ramesh D. Gadkari, A-4, 503, Vedant Complex, Vartak Nagar, Thane-400 602. Occ: Service	10 (Ten)	Sd/	
Mr. A.G. Shenoy S/o. Ganesh Shenoy Flat No.20, Asha Building, Canbank Employees' CHS, Plot No.192, Garodia Nagar, Ghatkopar (E), Mumbai-400 077. Occ: Service	10 (Ten)	Sd/-	

Dated at Mumbai this 28th day of January, 2008.