

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)

**MEMORANDUM OF ASSOCIATION
OF
KUMAR AUTOCAST LIMITED**

- I. The Name of the Company is:- Kumar Autocast Limited
- II. The Registered Office of the Company will be situated in the Punjab

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

1. To Carry on Business of Manufacturing, processing, buying selling, importing and dealing in wholesale and in retail in all kind of ferrous and non ferrous and other metal castings, forgings and other allied products required for any industry and or for any other purpose.
2. To Manufacture, Process, buy, sell, import and deal in iron, Steel, Brass, Bronze, Aluminum and other metal products, Machinery, Tools, Accessories, implements and machinery of all kinds.
3. To Carry on business of Founders, Forgers, Moulders, Casters, Mechanical Engineers and manufacturing consultants, manufacturer of agricultural implements, automotive components and other machinery, tool makers, brass founders, metal workers, boiler makers, millwrights, machinists, iron and steel convertors, smiths, coke manufactures, wood - workers, metallurgists, electrical engineers, water supply engineers, smelters, iron plate makers and framers and to buy, sell, manufacture, repair, convert, alter, let on hire or deal in machinery, implements and rolling stocks and hardware of all kind.
4. To Manufacture industrial, Commercial , Electrical, Chemical, Agricultural, mining and Earth moving Machinery, Construction equipments, and other machinery & parts thereof and in that connection to manufacture heavy and light forgings, castings of ferrous and non ferrous metals.
5. To Carry on business of running rolling mills for manufacturing rods, angles, channels, squares, beams, flats, sheets, girders or all kinds of ferrous and non ferrous metals.

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

1. To enter into arrangement or agreement or contract with any person, association firm or corporation whether in India or outside, for technicians, or for such other purpose that may seem beneficial and conducive to the objects of the Company.
2. To acquire and undertake all or any part of business, property liabilities and rights of any person, firm , or Company carrying on any business which this Company is authorized to carry on or be possessed of property suitable for the purpose of the Company.

For Kumar Autocast Ltd.


Director

- 3 .To enter into any agreement with government or authority, (supreme, local municipal or otherwise) that may seem conducive to Company's objects or any of them and to obtain from any such government of authority all rights, concession and privileges, which the Company may think desirable to obtain in connection with its business and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
4. To design, develop, alter, exchange, deal either as principal agents, let on hire, import or export, technical know -how, machinery, assembling, components and such other parts specified above and ancillaries thereof.
5. To institute, conduct, defend, compound, compromise any legal proceedings against or by the Company.
6. To remunerate any person, firm or Company for services rendered or to be rendered in the acquisition of property by the Company or conduct of its business.
7. Generally to purchase or take on lease, or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may the Company may think necessary or convenient with reference to any of these and capable of being profitable dealt with in connection with in connection with and of the company's property or right, for the time being.
8. To employ, expert to investigate and examine into the condition, prospect value, character and circumstances of any business concern and undertaking and generally of any assets property or rights proposed to be acquired by the Company.
9. To sell, improve, manage, exchange, lease, mortgage, dispose off, or otherwise deal in all or or any part of the property and fights of the Company.
10. To open account or accounts with any individual, firm or company or with any Bank or bankers, financial institution or shroffs and to pay into and to withdraw money from such account.
11. To distribute as dividend or bonus, among the members or to place to reserve or otherwise to apply as the Company may from time to time think fit, any money received by way of premium on shares or debentures issued at a premium by the Company and money received by way of premium on shares or debentures issued at a premium by the Company and money arising from sale by the Company of forfeited shares.
12. To undertake the study of consumer or medical tastes in Indian or foreign markets, and to co-operate with Trade associations, government agencies.
13. To establish, purchase and take on lease or otherwise acquire and run shops, showroom, distributing centers, stores and depots at any place in India or abroad.
14. To acquire, purchase and take on lease all or any of the fixed assets , machinery, furniture, stores, stocks, of raw and finished material, privileges, quoto rights, goodwill pertaining to any business to achieve the aforesaid objects.
15. To guarantee the performance of any contract or obligations of and the payment of money unsecured of and interest on , any, debenture, stock or securities of any Company , corporation,

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firm or persons in any case in which such guarantee may be considered likely directly or indirectly to further the main objects of the company and in the above context to act as securities.

16. To lend money, either with or without security, and generally to such persons and upon such terms and conditions as the company may think fit in connection with its business and also invest the money of the company not immediately required in such manner as from time to time may be determined, provided that the company shall not carry on the business of banking in such manner as defined under the Banking Regulations act, 1949.

17. To borrow from any state financial corporations, banks, companies firms or other financial institutions any term loan or other sums on such security and other charges as stipulated by the financial corporations or banks with mortgage on all or any of property of the Company whether present or future or both.

18. To adopt such means of making known the products of the company as may deem expedient and in particular by advertising in the press, by circular, by purchase and exhibition of works of arts or interest, by publication of books and periodicals and by granting prizes, rewards and dominations.

19. To take interest and promote and undertake the formation and establishment of such institutions and companies as may be considered to be conducive to the interest of the Company and also to promote subsidiaries.

20. To sell, lease, mortgage, or otherwise dispose off property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, stocks, debentures or securities or any other such company having objects altogether or in part similar to those of this Company.

21. To employ/acquire technical experts, technocrats, consultants, engineers, mechanics, foreman, skilled and unskilled labour for the business of the company.

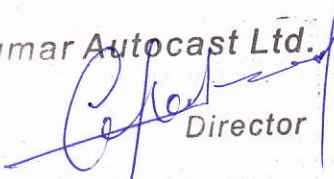
22. To amalgamate with or take any other company or companies having objects altogether or in part similar to those of this company.

23. To insure with any person or company against losses, damages, risk and liabilities of any kind which may effect the company either wholly or in part directly or indirectly.

24. To enter into partnership, agreements or arrangements for sharing profits or any union of interest, joint venture, reciprocal concession or co-operation with any person or persons, company or companies carrying on or engaged in or about to carry on or engage in or being authorized to carry on or engage in any business or transaction which this company is authorized to carry on or engage in, or any business or transaction capable, of being conducted so as directly or indirectly to benefit the company.

25. To apply for, purchase or otherwise acquire and protect and renew in any part of the world, any design/trade marks/copy rights, patent rights, licenses, concessions and the like conferring any exclusive or non- exclusive or limited rights their use or any information as to any invention which may seem calculated directly or indirectly to benefit the company in connection with its business and use, exercise, develop, or grant license in respect of the information so acquired and to spend money in experimenting upon, testing or improving any such patents, inventions or rights.

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Director

26. To produce the registration or other recognition of the company in any country, state or place and to establish and to regulate agency for the purpose of the company's business and to apply or join in applying to any parliament, local government, or other body or authority or body, Indian or foreign, for any acts or parliament laws, objects or any of them and to oppose any proceedings or applications which may seem calculated directly/ indirectly or to prejudice company's interest.

27. To do all or any of company's business as principals, agents or the business as representative of any person, firm, company or corporation, having business or objects, altogether or in part similar to those of this company and to carry on the business of the company with foreign collaborations on terms and conditions subject to laws governing the same.

28. To invest in any, real or personal property rights or interest acquired by or belonging to the company on behalf of or for the benefit of the company but with the declared trust in favour of the company.

29. To carry on any business or branch of a business which this company is authorized to carry on by means of or through the agency of any subsidiary or ancillary company or companies and to enter into any arrangement with any such subsidiary company/companies for taking the profit or losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any other business or branch so carried on, and to appoint Directors or managers of any such company.

30. To take such steps as may be necessary to give the company the same rights or privileges in any part of the world as are possessed by local companies or concerns of similar nature.

31. Subject to the directives of the reserve bank of India and provisions of sections 58a and 292 of the companies act, 1956 and the rules made there under, to borrow or raise money or to receive money in deposit or loan on interest or otherwise in such manner as the Company may think and in particular by the issue of debentures stock (perpetual or otherwise) whether convertible or not, into the shares of the company and to secure the repayment of any such money borrowed, raised or received or owing by mortgage, pledge, charge or lien upon all or any of the give to the creditors the power of sale and other powers as may deem expedient and to purchase redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company in connection with its business provided that the company shall not carry on banking business as defined in banking regulations act, 1949.

32. To Create depreciation Fund, reserve fund, sinking fund, insurance fund, provided fund or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for any other such purpose whatsoever conducive to the interest of the Company.

33. To pay all cost charges and expenses of and incidental to the promotion, registration and establishment of the Company.

34. To make, draw accept, endorse, discount, negotiate, execute, and issue bill of exchange, promissory notes, bill of lading, debentures and other negotiable instruments in connection with the Company

For Kumar Autocast Ltd.


Director

35. To train or pay for the Training in India or abroad of any of the Company officers, employee or any Candidate in the interest of furtherance of the Company Objects.

36. To contribute towards the establishment & maintenance of any association, institution or fund in any way connected with the trade or business or commerce of the Company including any association, institution or fund created for the interest of employers or employees.

37. To grant to employees of the company including directors any share in the profits of the Company.

38. To establish and maintain or procure the establishment and maintenance of any contributory provident fund, pension or superannuation fund for the benefit of any person who are or were at any time in the employment of the Company or of any Company, which is Subsidiary of the Company or is allied to or associate with Company.

39. To provide residential and sleeping accommodation for workmen and in Connection with to afford to such persons Facilities and convince for washing, bathing cooling, reading and writing and for the purchases, sale and consumption of provision both liquid and solid and for safe custody of goods.

40. To do all such acts, deeds, things as may be deemed incidental or ancillary to the attainment of the main objects.

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

V. The Authorised Share Capital of the company is **Rs. 5,50,00,000/- (Rupees Five Crore And Fifty Lacs Only)** divided into **55,00,000 (Fifty Five Lacs)** Equity Shares of Rs. 10/- (Rupees Ten) each.

For Kumar Autocast Ltd.


Director

S.No.	Names, Addresses, Description & Occupation of each subscriber	Number of Shares Taken by each Subscriber	Signature Of Subscribers	Name, Address description and signatures of Witnesses
1.	T.N Sood S/o Late Munshi Ram Sood 797, Industrial Area - B, Ludhiana (Business)	100 (One Hundred)	Sd/-	<p>Witness to all the subscribers</p> <p>Sd/-</p> <p>Amarjit Kamboj S/o Som Nath Kamboj C/o Dass Khanna & Co. B-XX/2815, Pakhowal Road, Ludhiana Chartered Accountants</p>
2.	Ajay Sood S/o Sh. T.N Sood 797, Industrial Area - B, Ludhiana (Business)	100 (One Hundred)	Sd/-	
3.	Anil Kumar Sood S/o Sh. T.N Sood 797, Industrial Area - B, Ludhiana (Business)	100 (One Hundred)	Sd/-	
4.	Arun Kumar Sood S/o Sh. T.N Sood 797, Industrial Area - B, Ludhiana (Business)	100 (One Hundred)	Sd/-	
5.	Ashish Kumar Sood S/o Sh. T.N Sood B-23-658/2 R.K Road, Industrial Area A, Ludhiana (Business)	50 (Fifty)	Sd/-	
6.	Shama Sood W/o Sh. Arun Sood 536 - R, Model Town, Ludhiana (Business) (Partner in Regd. Firm)	50 (Fifty)	Sd/-	
7.	Alka Sood W/o Sh. Ajay Sood 133-D, Kitchlu Nagar, Ludhiana (Business) (Partner in Regd. Firm)	50 (Fifty)	Sd/-	

Place: Ludhiana

Dated: The 9th Day of January, 1985

For Kumar Autocast Ltd.


Director