

Answered

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
ROYAL CUSHION VINYL PRODUCTS LIMITED**

NO. 11-31395

CERTIFICATE OF CHANGE OF NAME
UNDER THE COMPANIES ACT, 1956.

In the matter of ROYAL CUSHION VINYL PRODUCTS LIMITED
(DEEMED PUBLIC COMPANY)

I do hereby certify that pursuant to the provisions of
section 23 of the Companies Act, 1956 and the Special Resolution
passed by the company at its ~~Annual~~/Ex-Ordinary General Meeting
on 21/9/1992 the name of ROYAL CUSHION VINYL PRODUCTS
LIMITED (DEEMED PUBLIC COMPANY)
has this day been changed to ROYAL CUSHION VINYL PRODUCTS
LIMITED

And that the said company has been duly incorporated as a company
under the provisions of the said Act.

Dated this EIGHTEENTH day of JANUARY One thousand
nine hundred and ninety-~~two~~ three.



(S.K. MANDAL)

ADDL. REGISTRAR OF COMPANIES,
MAHARASHTRA, BOMBAY

No. 31395

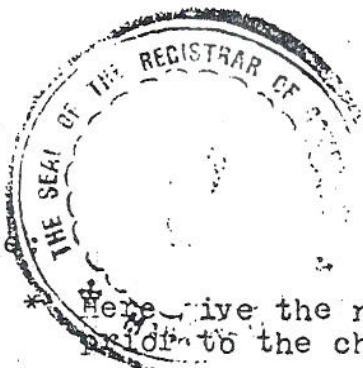
FRESH CERTIFICATE OF INCORPORATION CONSEQUENT OF CHANGE
OF NAME

In the office of the Registrar of Companies, Maharashtra
(Under the Companies Act, 1956 (1 of 1956))

In the matter of * ROYAL CUSHION VINYL PRODUCTS LIMITED.

I hereby certify that M/s. ROYAL CUSHION VINYL PRODUCTS
LIMITED which was originally incorporated on
TWENTY FIRST day of NOVEMBER, 1983
under the COMPANIES Act, 1956, and upon
on application made for reconversion into a Private Co.
and approval of Central Government signified in writing
having been accorded thereto in the REGIONAL DIRECTOR,
COMPANY LAW BOARD, WESTERN REGION, BOMBAY, letter No.
RD:9(43A)(6)(aa)8/86 dated 4.11.1986 the name
of the said company is this day changed to ROYAL CUSHION
VINYL PRODUCTS (PRIVATE) LIMITED. ~~deleted word~~
803(28A)(4) Pr. to P.O. (U.S. 43A)(1) ..

Given under my hand at BOMBAY this SIXTEENTH
day of SEPTEMBER 19 87 (one thousand nine hundred
and ~~seventy~~ eighty seven).



(V.S. GALGALI)
ASSISTANT REGISTRAR OF COMPANIES,
MAHARASHTRA, BOMBAY.

Note

1. * Here give the name of the company as existing
prior to the change.
2. @ Here give the name of the Act under which the
company was originally registered and
incorporated.

E/9/2/79.



CERTIFICATE OF INCORPORATION

No. 31395 of 1983

I hereby certify that **ROYAL CUSHION VINYL PRODUCTS PRIVATE LIMITED**

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at BOMBAY this TWENTYFIRST day of NOVEMBER one thousand nine hundred and EIGHTYTHREE

The
Seal of the
Registrar of
Companies,
Maharashtra.

Sd
(V. GOVINDAN)
Registrar of Companies

**THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF**

ROYAL CUSHION VINYL PRODUCTS LIMITED

- I. The name of the Company is ROYAL CUSHION VINYL PRODUCTS LIMITED.
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- 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 manufacture and sell floor coverings, wall coverings and other articles made from Poly Vinyl Chloride and/or Polyurethane.
- B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:-
2. To purchase, sell, import, export, manufacture or otherwise deal in all types of articles, things, substances, packing material, raw material and chemicals used for the manufacture and packing of the abovementioned items.
 3. To act as representatives and/or dealers of manufacturers, suppliers, dealers, sellers, buyers, exporters and importers of all types of articles made from Poly Vinyl Chloride and/or Polyurethane.
 4. To act as technical consultants and advisor to persons, firms or corporations engaged or to be engaged in the processing, manufacture or use of all types of articles made from Poly Vinyl Chloride and/or Polyurethane.
 5. To undertake analytical and scientific research work related to the business of the Company and to establish or subsidise or aid research laboratories and experimental workshops.
 6. To do the above businesses, acts, matters and things as principals, agents, representatives, canvassers, contractors or otherwise and by or through

sub-agents, sub-contractors or otherwise and either alone or in conjunction with others in India or any foreign country or place.

7. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in press, by circulars, by purchase and exhibition of works and by publication of books and periodicals.
8. To establish, provide, maintain and conduct, subscribe to or otherwise subsidise or aid research laboratories and experimental workshops for scientific, chemical, agricultural, horticultural and technical research and experiments and for test and investigations of all kinds and to undertake and prosecute scientific, chemical, agricultural, horticultural and technical studies and research, investigation and invention by providing, maintaining, endowing, subsidising or assisting laboratories, workshops, plant, apparatus, libraries, lectures, classes, demonstrations, meetings and conferences; and generally to assist, promote, encourage, facilities and reward studies, experiments, researches, investigations, enquiries, processes and inventions of any kind whatsoever, that may be considered likely to assist any of the businesses which the Company is authorised to carry on.
9. To establish, provide, maintain, conduct or collaborate with laboratories, training colleges, schools and other institutions or companies for the training, education and instruction of students and others who may desire to avail themselves of the same and to arrange for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith and the main objects of the Company.
10. To enter into contracts, agreements and arrangements including, those for foreign collaboration with any other person, firm or company or the carrying out by such other person, firm or company on behalf of the Company of any of the objects for which the Company is formed.
11. To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any company carrying on any business which the Company is authorised to carry on or possess, or which may seem to the Company capable of being suitably or conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights or business.

12. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire, all or any part of the shares, debentures or other securities of such other company.
13. To enter into any arrangements with any Government, Government Undertaking or authorities Central or State, Municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government, Government Undertaking or authorities such rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
14. To apply for or join in applying for, purchase or by other means acquire and protect, promote and renew, whether in India or elsewhere, any patents, patent rights, trade mark and trade mark rights, registered designs, protections and licence which may appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and expend money in experimenting any testing and making researches, and in improving or seeking to improve any patents, inventions, designs, or trade mark rights which the Company may acquire or propose to acquire.
15. To enter into partnership or into any arrangement for sharing profits, union of interests, cooperation, joint venture, reciprocal concession or otherwise with any company, person or firm or with any company carrying on or engaged in any business or transaction capable of being Conducted so as directly or indirectly to benefit the Company and to give to any company special rights or privilege in connection with the business of this Company, and to nominate one or more Directors of this Company and to lend money to, guarantee the contracts of, or otherwise assist any such company, person or firm, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee or otherwise deal with the same.
16. To sell or dispose of the whole or any part of the undertaking or of any of the undertakings of the Company or any business, property, rights, or assets of the Company or any share or interest therein in such manner and for such

consideration as the Board of Directors of the Company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.

17. To amalgamate with any other company whose objects are or include objects similar to this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid or in any other manner.
18. To establish and maintain Agencies or Representatives in any part of the world for the purposes of efficient and profitable working of the Company's business, and discontinue the same if and when decided by the Board of Directors of the Company.
19. To apply for and procure the Company to be registered or recognised in any foreign country or place.
20. To obtain any order of Government or judiciary 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 applications which seem calculated directly or indirectly to prejudice the Company's interest.
21. To do the above acts, matters and things and all such other things in any part of the world as the Board of Directors think fit and as principals, representatives, agents, contractors, trustees or otherwise, and by or through trustees, representatives, agents or otherwise and either alone or in conjunction with others and to do all such other acts, matters and things as are in the opinion of the Board of Directors incidental or conducive to the attainment of the above objects or any of them.
22. To purchase, take on lease or exchange, or get on leave and licence and to get transferred or otherwise acquire stock-in-trade or rights or privileges whether belonging to individuals, firms, associations, trusts or joint stock companies wherever situate and the property, business, name and goodwill appertaining thereto respectively which the Board of Directors of the Company may think necessary or convenient for the purposes of the Company's business.
23. To obtain on lease, licence, buy, acquire, let or sell land, buildings, ownership

flats or to build and construct building for office or residence of the employees, associate and visitors of the Company.

24. To invest surplus money on such terms and conditions as the Board of Directors of the Company think fit whether in freehold, leasehold or land of any tenure, stock, shares, securities, merchandise and other property and to act as representatives and agents for the investment, loan, payment, transmission and collection of money and for the purchase, sale and improvement, development and management of property including business concerns and undertakings and generally to transact and undertake all kinds of investment in agency business.
25. To purchase or otherwise acquire, sell, exchange, lease, mortgage, charge, convert, turn to account, dispose of and deal with property and rights of all kinds and deal in patents, trade marks and licences; shares, stock, debentures, debenture stock, securities, concessions, options, produces, policies, book debts and claims and any interest in movable or immovable property and any claim against such property or against any person or company and to carry on any business, concern or undertaking so acquired or found necessary or convenient for the purposes of the Company.
26. To advance and lend money either with or without security and generally to such persons, firms and companies and upon such terms and conditions as the Board of Directors of the Company may think fit and also to persons, firms and companies undertaking to build on or improve any property in which the Company is interested and to tenants, builders and contractors.
27. To advance, deposit or lend money, securities and property to or with such persons and on such terms with or without security as may seem expedient to the Board of Directors of the Company and to draw, make, accept, endorse, execute warrants, discount, buy, sell and deal in bills, notes, coupons, debentures, cheques and other negotiable or transferable securities or instruments but not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.
28. To receive moneys, securities and valuables of all kinds on deposit at interest or otherwise or for custody and generally to carry on business of a safe deposit company, subject to the provisions of Section 58A and directives of Reserve Bank of India.

29. To issue debentures, debenture-stock, bonds, warrants, obligations and securities of all kinds and to frame, constitute and secure the same as may seem expedient to the Board of Directors of the Company with full power to make the same transferable by delivery or by instrument of transfer or otherwise, and either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise on the undertaking of the Company or upon any specific property and rights, present and future, of the Company (including its uncalled capital) or otherwise howsoever.
30. Subject to the directive of the Reserve Bank of India, to borrow or raise money or to receive money or deposit at interest or otherwise in such manner as the Board of Directors of the Company may think fit and in particular by the issue of debentures or debentures-stock, perpetual or otherwise, including debentures or debenture-stock, convertible into shares of this Company or perpetual annuities and as security for any such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the Company's assets and revenue of the Company, present, and future, by specific assignment or otherwise and to transfer or convey the same absolutely or in trust and to give the lender power of sale and other powers as may seem expedient to the Board of Directors of the Company and purchase, redeem or pay off any such securities.
31. To apply for and to obtain assistance from Government and other organisations, companies, firms or individuals, within India or from abroad for developing all or any of the business or businesses of the Company.
32. To open account or accounts, with any person, firm or company or with any bank or banks or shroffs and to pay into and to withdraw money from such account or accounts and otherwise operate thereon.
33. To insure any of the properties, undertakings, contracts, guarantees or obligations of the Company of every nature and kind in any manner whatsoever.
34. To create any depreciation fund or reserve, reserve fund, sinking fund, insurance fund and/or any other special funds or reserves, whether for depreciation or any repairing, improving, extending or maintaining any of the property of the Company or for utilising it for any other purposes of or

conducive to the interest of the Company and to utilise all such funds or reserves for such purposes as the Board of Directors of the Company may think fit.

35. To pay, satisfy or compromise any claims made against the Company, which it may seem expedient to the Board of Directors of the Company to pay, satisfy or compromise notwithstanding that the same may not be valid in law.
36. To guarantee the fidelity of persons filling or about to fill situations of trust or confidence, and the due performance and obligations imposed on them by contract or otherwise and discharge by such persons of all or any of the duties.
37. To guarantee the payment of money unsecured or secured or payable under or in respect of debenture bonds, debenture-stock, contracts, mortgages, charges, obligations and securities of any company or of any authority supreme, municipal, local or otherwise, or of any person whatsoever whether corporate or unincorporate.
38. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue and subscription of its capital including any undertaking or other expenses regarding the issue of any circulars or notices and the printing, stamping, circulating of proxies and all forms to be filled up by the members of the Company.
39. To remunerate any person, firm or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any shares in the Company's capital or of any debentures, debenture-stock or other securities of the Company or in or about the formation, promotion, establishment or registration of the Company or conduct and management, expansion and otherwise of its business.
40. To pay all preliminary expenses of any company promoted by the company or any company in which the Company is or may contemplate being interested including in such preliminary expenses all or any part of the costs and expenses of owners of any business or property acquired by the Company.
41. To give donations or gifts to person or persons and to subscribe or

contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or other institution or objects which shall have any moral or other claims to support or aid by the Company either by reason of the locality of operation or of public and general utility or otherwise, provided however, that in case of any such donation, subscription, contribution made or given to any one, the said donation, subscription or contribution shall be subject to and in accordance with the provisions of any law for the time being in force and applicable thereto.

42. To remunerate or make donation (by cash or other assets or by the allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture-stock or securities of this or any other company or in any other manner, whether out of the Company's capital or profits or otherwise) to any person or persons for services rendered or to be rendered in introducing any property or business to the Company or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stock or other securities of the Company or for any other reason which the Company may think proper.
43. To provide for the welfare of Directors or Ex-Directors or employees or ex-employees of the Company or the wives, widows and families or the dependents or connections of such persons in any manner including by building or contribution to the building of houses, dwellings, quarters, or chawls or by grants of money, pensions, gratuities, allowances, bonuses or any other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and assistance as the Board of Directors of the Company shall think fit.
44. To place to reserve or to distribute as bonus shares among the members or otherwise to apply as the Company may from time to time think fit any moneys received by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares.
45. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinabove written, either alone or in

association with other Corporate bodies, firms or individuals and to do every other act or acts, thing or things incidental or appurtenant to or growing out of, or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the law of the Union of India.

46. Subject to the provisions of the Companies Act, 1956 to distribute, among the members in species any property of the Company in the event of winding up.
47. To refer or agree to refer any claim, demand, dispute, or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives, for arbitration in India or at any place outside India and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.

C. THE OTHER OBJECTS ARE :-

48. To carry on business as manufacturers, importers and exporters wholesale and retail chemicals and refiners of and dealers, dispensers (whether by wholesale or retail) in all kinds of drugs, chemicals, acids, salts, alkalies, antibiotics, pharmaceuticals,, medical and chemical preparations and articles and oil (whether of animal, vegetable, mineral) dyes, cosmetics, paints, pigments, oils, varnish, resins and synthetic and man-made materials and fabrics, artificial jewellery, handicraft, readymade garments, coir goods, jute goods, rubber goods and plastic goods and all kinds of medicines, products, food products, canned products of whatsoever nature.
49. To carry on the business of makers and dealers, importers and exporters of medical or surgical instruments, appliances and of artificial limbs and other aids for the relief of defect or body or sight or hearing and to make and deal in all requisites for hospitals, patients and invalids.
50. To manufacture and deal in all other goods and things of such a nature as can in the opinion of the Company be conveniently manufactured and dealt in by the Company in connection with any of the foregoing business.
51. To carry on all or any of the business of manufacturers, installers, maintainers, repairers of and dealers in, importers and exporters of electrical and electronic appliances, and apparatus of every description and kind and radio.

television, amplifiers, record changers, speakers, tape/cassette recorders and their components, dry battery cells, torches, telecommunication requisites and supplier and electrical and electronic apparatus, appliances, equipments and stores of all kinds.

52. To carry on all or any of the business of electrical, mechanical, motor and general engineering manufacturers and merchants of agents for and dealers in engineering specialities of every description.
53. To buy, sell, manufacture, repair, alter and otherwise deal in apparatus, plant, machinery, fittings, furnishings, tools materials, products and things of all kinds capable of being used for the purposes of the abovementioned business or any of them or likely to be required by the customers of the Company.
54. To let on lease, or on hire-purchase system or to lend or otherwise dispose of any property belonging to the Company, and to finance the purchase of any article or articles, whether made by the Company or not, by way of loans or by the purchase of any such article or articles, and the letting thereof on the hire- purchase system or otherwise howsoever.
55. To promote, sponsor, undertake and carry out rural development work including any programme for promoting the social and economic welfare of, or the uplift of, the public in any rural area and to incur any expenditure on any programme or rural development and to assist in the execution and promotion thereof, either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, programme of rural development shall also include any programme for promoting the social and economic welfare of, or the uplift of the public in any rural area which the Directors consider it likely to promote and assist rural development and that the words 'rural areas' shall include areas as may be regarded as 'rural areas' under Section 35CC of the Income Tax Act, 1961 or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or any local body or Authority or Central or State Government or any Public Institution or Trust or Fund recognised or approved by the Central or State Governments or any authority specified in that behalf.

56. To design, manufacture, and deal in equipment and machinery, such as heat exchangers, pressure vessels, tanks, piping, pipe fittings, flanges duct work, air dyers, mixers, filters, vacuum pans, evaporators and other related items used in chemical, pharmaceutical and fertiliser plants, oils refineries, paper industry and nuclear power projects.
57. To prepare, complete and implement schemes, drawings, plans and estimates including layout of plant and machinery suitable for industries of all kinds, chemical, mechanical, electrical, hydraulic or of any other nature.
58. To carry on business of manufacturing, acquiring, selling, distributing or otherwise dealing in synthetic resins, synthetic leather clothes, plastics, rubber, synthetic or otherwise, man-made fibres, coke oven by-products, coal, tar distillation products, explosives, textile cloth of any type including cotton, synthetics, blends, rayons and so on, textiles auxiliaries and sizing and bleaching materials.
59. To carry on and engage in business of providing consultative and technical services in design, construction and engineering of chemical and chemical process plants and equipment, air and water conditioning and affluent treatment, handling of inflammable liquids and gases and materials, steam and high temperature services, project estimating and planning and servicing, prospecting, market survey, safety and fire fighting services and in manufacture of and dealers in equipment machinery apparatus and special fittings therefore or in relation thereto.
60. To purchase, take on lease, or otherwise acquire, any mines, mining rights, and metaliferous land and any interest therein, and to explore, work, exercise, develop and turn to account the same.
61. To carry on any trade, agriculture, plantations, business, manufacture, venture or commercial operation in India or in any other part of the world in connection with any merchandise, commodities, goods, wares, produce, products, articles and things, and to purchase or otherwise acquire, and to sell or otherwise dispose of or deal in, either for future or ready delivery and either absolutely or unconditionally, or to manufacture or do work upon any merchandise, commodities, goods, wares, produce, products, articles and things, dealt with or traded in by the Company and to cover any such purchase or sales by options, cross contracts or otherwise.

62. To carry on business as capitalists, financiers, guarantors, concessionaries, and merchants and to undertake and carry on and execute all kinds of financial, commercial, trading and other operations.
63. To manufacture, buy, sell, treat, and deal in all kinds of plants, machinery, equipment, apparatus, tools, utensils, materials, substances, articles and things necessary or, useful for carrying on any of the businesses of the company or usually dealt with by persons engaged therein.
64. To carry on business and to act as merchants, traders or contractors in India or elsewhere and generally to import, export, buy and sell, either for cash or on credit or by barter or exchange, for ready or future delivery and to pledge, make advances upon or otherwise deal in goods, produce, articles and merchandise of all kinds.
65. Subject to the provisions of the Companies Act, 1956 to transact and carry on all kinds of agency business.
66. To carry on business of any investment company and/or invest in shares, stocks, debentures, debenture stock, bonds, mortgages, obligations, and other securities by subscription, tender, purchase, exchange or otherwise and to subscribe for the same, either conditionally or otherwise and to guarantee or underwrite the subscription thereof.
67. To carry on business and/or invest in jewellery and ornament, precious and semi-precious stones and bullion.
68. To act as financial consultants, management consultants and provide advice or consultancy services in various fields, general administrative, commercial, financial, legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing and to act as consultants in financing industrial enterprises.
69. To acquire lands for development and resale with or without subdividing them into smaller plots with or without development or construction work.
70. To undertake or direct the construction and the management of the property,

buildings, lands and estates (of any tenure or kind) for any person, whether member of the Company or not, in the capacity of stewards or receiver or otherwise.

71. To act as contractors for any person, or governmental authorities for the construction of buildings of all description, roads, bridges, earthwork, sewers, tanks, things that may be necessary or convenient for any of the objects of the Company.
72. To undertake repairs of existing buildings, factories, and other structures and to pull down, rebuild and enlarge, alter and improve existing house, buildings, factories and other structures, sheds, premises.
73. To hold, maintain, sell, allot houses, apartments, flats, sheds, premises, or parts thereof to the shareholders or any other person on such terms and conditions as may be deemed fit by the Company.
74. To lend or advance money to builders and other persons on securities of all descriptions whether real or personal or without security and to grant loans upon mortgage of any lands, buildings, and hereditaments, of whatever tenure, for the improvements thereof or otherwise or without any security and with or without interest.
75. To manufacture, buy, sell, treat or deal in all kinds of plant, machinery, equipment, apparatus, tools, utensils, materials, articles and things, whether or not related to any of the business of the Company.
76. To acquire, lease or lend sophisticated office machineries such as computers, tabulators, equipment, addressing machinery and other office equipments and leasing or lending such equipment for providing services of these machines to various clients.
77. To carry on business of Travel Agency and to act as tourist agents and contractors, and to facilitate travellings, and to provide for tourists and travellers or promote the provision of conveniences of all kinds.
78. To carry on business as manufacturers, assemblers, importers, exporters, and dealers, wholesalers, retailers, distributors, stockists, etc. of lamination and/or coating of textiles, papers, plastic films, nylon, fibre glass with

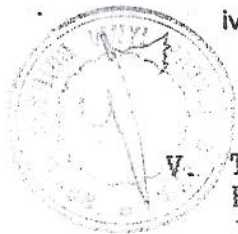
synthetic resins, like polyurethanes, PVC, silicones, acrylics, polyethylenes, polyamides, co-polyamides and other synthetic resins.

79. To carry on the business of manufacturers of and dealers in raw materials and substances required for the above business.

AND IT IS HEREBY DECLARED THAT :

- (i) The objects incidental or ancillary to the attainment of the main objects of the Company as aforesaid shall also be incidental or ancillary to the attainment of the other objects of the Company herein mentioned.
- (ii) The word "Company" (save when used with reference to the Company) in memorandum shall be deemed to include any authority, partnership, trust or other body or association of persons whether incorporated or not and wherever domiciled.
- (iii) The objects set forth in each of the several clauses of paragraph III hereof shall have the widest possible construction and shall extend to all parts of the world and the objects set forth in any clause of sub-paragraph C shall, subject to the provisions of the Companies Act, 1956, be independent and shall in no way be limited or restricted by reference to or inference from the terms of the clauses of sub paragraph A or by the name of the Company.
- (iv) Nothing in this paragraph shall authorise the Company to do any business which may fall within the purview of the Banking Regulation Act, 1949, or the Insurance Act, 1938.

- iv. The liability of the members is limited.



V. The Authorised Share Capital of the Company shall be Rs.15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity shares of Rs.10/- (Rupees Ten) each with powers to increase or reduce the same in shares of several classes permissible under the Act and to attach or withdraw thereto respectively such preferential, qualified and special rights, privileges and conditions as may be determined under the provisions of law in force for time being and to vary, modify, abrogate and deal with any such rights, privileges and conditions in the manner provided in law, for the time being in force.

We, the several persons, whose names, addresses, occupations and descriptions are hereunto subscribed, are desirous to be formed into a Company in accordance with and in pursuance of the Memorandum of Association and we respectively agree to take, the number of shares in the capital of the Company set opposite our respective names.

Names, description and occupation of Subscribers	Addresses of Subscribers	Number of Shares taken by each Subscriber	Signature of Subscribers	Signature, name, address, description and occupation of the witness
1. MAHESH KANTILAL SHAH S/o. (Late) Kantilal G. Shah Business	Gita Nivas, Laxmi Narayan Lane, Mathuradas Road, Bombay - 400 067.	150 Equity	Sd/-	HARESH GULABRAI BUCH s/o. (Late) Gulabrai K. Buch Dattanigram No. 3, M. G. Road, Kandivli (West), Bombay-400 067 SERVICE
2. JAYSHREE MAHESH SHAH W/o. Mahesh K. Shah Business	-Do-	150 Equity	Sd/-	
3. VINOD KANTILAL SHAH S/o. (Late) Kantilal G. Shah Business	-Do-	150 Equity	Sd/-	
4. MEENA VINOD SHAH W/o. Vinod K. Shah Business	-Do-	150 Equity	Sd/-	
5. ARVIND VADILAL MOTASHA S/o. Vadilal B. Motasha Business	Fionika, 59-B, Walkeshwar Road, Bombay - 400 006.	150 Equity	Sd/-	
6. HANSA ARVIND MOTASHA W/o. Arvind V. Motasha Business	-Do-	150 Equity	Sd/-	
7. DIPAK AMRITLAL MOTASHA S/o. Amritlal B. Motasha Business	Vaikunth, Daxina Murthy Co-op. Hsg. Society Ltd. Bungalow No.7, Juhu Vile Parle Extn. Scheme, Road No.10, Bombay - 400 049.	100 Equity	Sd/-	
8. MUKESH AMRITLAL MOTASHA S/o. Amritlal B. Motasha Business	-Do-	100 Equity	Sd/-	
9. JAYESH AMRITLAL MOTASHA S/o. Amritlal B. Motasha Business	-Do-	100 Equity	Sd/-	
	TOTAL	1200		

Dated This Second day of November 1983.

