

THE COMPANIES ACT, 1956  
COMPANY LIMITED BY SHARES  
(Incorporated under the Companies Act, 1956)

MEMORANDUM OF ASSOCIATION  
OF  
NPR FINANCE LIMITED

- I. The name of the Company is **NPR FINANCE LIMITED**
- II. The Registered office of the company will be situated in the State of West Bengal.
- III. The objects for which the Company is established are as follows:

**A. MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To carry on business of trading, leasing and hire purchase on easy payment system, renting and giving on rent plant and machinery of all kinds, household and office furniture, domestic or business appliances, computers, tabulators, addressing machines and other sophisticated office machinery, machinery, motor cars, taxi cabs, automobiles, tramcars, Motor lorries, tractors, earthmoving machinery, wagons, cycles, bicycles, coaches, garages and all other vehicles drawn by motor, steam, oil, petroleum, electricity or any mechanical or other power or device, agricultural implements, and machinery, air, ships, aeroplanes, and helicopters and tools, plants implements, utensils, apparatus and accessories, furniture, wireless and television receivers, telephones, telex, teleprinters, or other apparatus, ships, dredgers, barges and containers, immovable properties including land and building and movable properties of any kind.
2. To act as Merchant Bankers, Managers, Co-Managers, Registrars to the Issue, Underwriters, Brokers, Sub-Brokers, Portfolio Managers, Asset Management Affairs, Trustees, Custodians, Transfer Agents.
3. (a) To purchase, sell, develop, construct take in, exchange or on lease hire or otherwise acquire, whether for investment or sale or working the same any real or personal estate, including lands, mines, factory, buildings, mills, houses, cottages, shops, depots, warehouses, machinery, plant, stock in trade, mineral rights, concessions, privileges, licenses, easement or interest in or with respect to any property whatsoever for the purpose of all Company in consideration for a gross sum or rent or partly in one way and partly in other or for any other consideration.  
  
(b) To carry on business as proprietors, of flats, and buildings, colony and plot Developers and to let on lease or otherwise apartments therein and to provide for the conveniences commonly provided in flats, suites and residential and business quarters.
4. To carry on and undertake the business of finance, trading, project financing, personal financing/extending personal loan, loan to bodies corporate, hire purchase, leasing, hypothecation, full range of financial services like Bridge financing, Bill Discounting, Capital and Money Markets Operations, Venture Capital Finance and such other inter-related activities of lending and borrowing money, Sick Industries rehabilitation Agencies, any other financial services of any description and variety and to finance lease operation of all kinds, purchasing, selling, hiring, hypothecating or letting on hire all kinds of vehicles, plant and machinery and equipment and all kinds of articles or things that the company may think fit (including, but not limited to : financing for all kinds of vehicles, aircrafts, ships, machinery, plants, two-wheelers, three-wheelers, four wheelers, auto, tractors and other farm equipments, consumer durables, equipment, renewable energy equipment/infrastructure, construction equipment, housing equipment, capital equipment, office equipment, their spares and components, real estate, infrastructure work or activity, including used/refurbished products, etc.) and to assist in financing of all and every kind on hire purchase or deferred payment or similar transaction, to lend moneys on pledge, hypothecation, mortgage or otherwise and on such terms and conditions, with or without security, as may seem expedient and in particular, to customers of and persons having dealings with the Company and to any other company or firm or person, as may be expedient and to guarantee the performance of contracts by any such persons, to carry on the business of providing a full range of credit services, including all types of micro finance activities, in any manner including, but not limited to : through Self-help group(s) or Joint Liability Group (JLG), etc., directly or indirectly in the field of livelihood promotion, including in rural and urban areas from time to time to the economically active poor, self help groups, joint liability groups, individuals, societies, merchants, traders, industries, commercial establishments, financial institutions, co-operative societies, non-government organizations, private, charitable, educational and research institutions and related entities, etc - National and/or International.

Executive Director (D110-06935192)

Saibby

CERTIFIED TO BE TRUE COPY

For NPR FINANCE LTD.

5. To provide services as Consultants and Advisors, providing General Administrations, Secretarial, Commercial, Financial Investment, Technical, Legal, Accountancy, Quality Control, Loss Syndication, finance structuring, inter-corporate deposits, Fixed Deposits, Corporate planning, Profit Identifications, appraisal and funding, Mergers and Acquisitions, Capital re-structuring, Fund Management, Foreign Exchange (FOREX) advisory services and Brokering, Tie-ups, Collaborations, Marketing, placement and Recruitment to Indian and/or Foreign personnel and to render such other related services to Persons, Firms, Companies, Corporate Bodies, Trusts, Associations or Organisations whatsoever in India or abroad, subject to the provisions of the Companies Act and rules framed thereunder.
6. To act as advisors, dealers, money changers, brokers, buyers and sellers of all foreign currencies, to take positions and to trade on the movements of foreign currencies on behalf of customers or otherwise, to hold, operate and transact in foreign currencies by maintaining foreign currency account or otherwise and to issue or act as agents for travelers cheques, credit cards and all instruments in any currency subject to all rules, regulations and approvals as may be necessary.
7. To carry on all kinds of business of Agency / Sub-Agency such as buying agents, selling agents, commission agents, insurance agents, distributors, stockist and/or business of broker/sub broker of Banks, Financial Institutions, Insurance Companies with regard, to all types of business including insurance and/or reinsurance business such as medical, fire, burglary, marine, life & others.
8. To purchase, or otherwise acquire the mine workings and mining grounds, lands and premises and other allied work, to search for ores and minerals, mine and grant for mining in or over any lands in India as well as abroad which may be acquired by the company and to lease any such lands and to sell or otherwise dispose off the lands, mines or other property of the company and also to carry on the business of mining, smelting, refining company and as auxiliary thereto, to acquire vessels, to acquire or erect buildings and works, and to construct or contribute to the construction of piers, docks, railways and tramways. To obtain prospecting license, mining lease for exploration, development, construction, setting of industries relating to major and minor minerals and other allied materials or substances including sponge iron, mini blast furnace, otherwise acquire or enter into joint venture for development, construction, execution of mine plans, operations, management of coal mines or any metalliferous deposits or mines, screening subsequent beneficiation of coal and/or other minerals such as petroleum, gold, silver, diamond, precious stones, iron ore, bauxite, manganese, titanium, vanadium, mica, chrome ore, copper ore, molybdenum, nickel, platinum rutil, sulphur, zinc, zircon, tungsten, limestone, chalk, marble, granite, gravel, rock phosphate, other major minerals or minor minerals, refining and smelting of such minerals whenever and wherever necessary and sell, dispose of and deal in the same, either in a manufactured state or otherwise, and any materials or substances resulting from or to be obtained in the process of refining, smelting and manufacturing the finished product and also to trade in all kinds of major and minor minerals in any part of the world.
9. To carry on, in India or elsewhere and subject to all Rules and Regulations of the Central Government or any other Authority, business to generate, receive, transmit, improve, buy, sell, acquire, use, accumulate, distribute, develop, handle, produce, supply, and to act as agent, representative, consultant, collaborator, or otherwise deal in electric power in all its branches of such place or places as may be permitted by appropriate authorities for

establishment of thermal power plants, hydraulic power plants, atomic power plants, wind power plants, solar power plants and other power plants based on any source of energy as may be developed or invented in future or by installation/purchasing or hiring of Wind Turbine Generators, or any other type of generators and equipments, plants, machineries.

**(B) The Objects incidental or ancillary to the attainment of Main Objects are :**

1. To borrow or raise money and to secure their payment in such manner as the Company shall think fit and to issue debentures, bonds, obligations, and securities of all kinds and to frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery or by instrument of transfer or otherwise and either perpetual, 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, if though fit, uncalled capital) or otherwise howsoever.
2. To purchase, import, construe, take on lease or hire or otherwise acquire any lands, houses, offices, workshops, factories, buildings and other premises and fixed or movable machinery, tools, engines, boilers, plants, implements, patterns, equipments, components, spares, stock in trade including completely knocked down packs, cables, wires, dynamos, patent rights and other movable and immovable articles, properties and goods convenient to be used in carrying on the business of the Company.
3. To apply for purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, formulae, discoveries trademarks, designs, processes, devices, licences, concessions, secret or other information and the like conferring any exclusive or non exclusive or limited right to their use which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem to be expedient or convenient or calculated, directly or indirectly, to benefit the Company, and to use, exercise, develop or grant licences or sub-licences in respect of otherwise turn to account the property rights and information so acquired or to experiment upon, test or improve any such patents, formulae, inventions, designs and information to expend monies thereof.
4. To establish, provide, maintain and conduct or otherwise subsidise research centres or laboratories and experimental workshops for scientific and technical researches and experiments and to undertake and carry on all scientific and technical researches, experiments and tests and to promote, subsidise or pay for studies and researches, both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences, and by providing the remuneration of scientific or technical professors of teachers and by establishing, underwriting or providing for scholarships, prizes, grants and subsidies to students or otherwise and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the above businesses of the Company including assisting and setting up of ancillary and other units in establishing plants for the manufacture of the products mentioned in Main Objects Clauses above.
5. To construct, improve, maintain, develop, alter, pull down, restore, work, manage, carry out or control any roads, docks, piers, railway sidings, warehouses and other structures, works

and conveniences which may seem calculated to advance the Company's interest and to contribute to or subsidise or otherwise assist or to take part in the construction improvement, maintenance working and management for attaining the objects of the Company, directly or indirectly.

6. To pay for any rights privileges or properties including plants, machinery and other equipments, acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company wholly or in part either by cash payment or by allotment to him or them of fully or partly paid up shares of the Company or both or otherwise.
7. To establish depots, agencies, retail showrooms, workshops, mobile or otherwise, service centres, trial rooms, tracks, godowns and other storing, distributing and marketing facilities and to provide and equip them with tools and equipments for repairs and services necessary for the attainment of the Objects of the Company.
8. To adopt such means of making known the products or businesses of the Company as may seem expedient and in particular by publicity and advertising in the press, circulars, exhibition, demonstration, publication of books, pamphlets and periodicals and sponsoring rallies, competitions of motor vehicles of all kinds and descriptions any by granting prizes, rewards and donations in connection therewith.
9. To sell goods, assembled and manufactured by the Company on hire-purchase or easy payment system or on credit and to lend money or property on mortgage of immovable property or on hypothecation or pledge of movable property or without security and on such terms as may seem expedient to the Company and in particular to customers, employees of the Company and persons having dealings with the Company provided that the Company shall not carry on Banking business, as printed in the Banking Regulations Act, 1949.
10. Subject to the provisions section 58A, 292 and 293 of the Companies Act, 1956. to raise or borrow or secure the payment of any money debt or Obligation in such manner and on such terms and with such rights, powers, and privileges as may be deemed expedient and in particular by issue of any debenture-stocks, debentures, shares, bonds, notes, bills of exchange or other obligations or securities of the Company or by mortgage of and charge over all or any of the uncalled capital of the Company and to purchase, redeem and payoff any such securities and to guarantee the payment of money, unsecured or secured by or payable under or in respect thereof.
11. Subject to the restrictions imposed by the Banking Regulations Act, 1949 and the provisions of sections 58A, 292 and 293 of the Companies Act, 1956 and the rules made thereunder or any directions/regulation in respect thereof by Reserve Bank of India to receive fixed or other deposits not withdrawable by cheques, drafts or orders and to pay such rate of interest thereon as may be deemed appropriate by the Company.
12. Upon any issue of shares, debentures or other securities of the Company, to employ any persons, firm or company as brokers, commission agents, financial consultants, underwriters and managers to the issue and to provide for the remuneration of such persons for their services by payment in cash whether by way of commission or otherwise or by the issue of shares, debentures or other securities of the Company or by the granting of options to take the same or in any manner allowed by law.

13. To operate Bank accounts for company's business and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and other negotiable or transferable instruments or securities.
14. To undertake financial and commercial obligations, transactions and operations of all kinds in connections with the business of the Company.
15. To guarantee the payment of money including principal, interest and dividend unsecured or required or payable under or in respect of promissory notes, bonds, debentures, debenture stocks, shares, securities, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, national, municipal, local or otherwise or of any persons whomsoever, incorporated or not and to guarantee or become sureties for the performance of any contracts or obligations and to give indemnities of all kinds as may be necessary for the purpose of the Company or may be considered to directly or indirectly further the objects of the Company.
16. To pay, out of the Company's funds, the cost and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of this Company including all the pre-incorporation expenses and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation of any company promoted by this Company.
17. To aid, pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement of industrial or labour problems or the promotion of industry or trade in general.
18. To act as consultants, technical, commercial, personnel, managerial, marketing, purchasing, quality control, operational, for projects in any manner or from whatsoever, in advisory or any other capacity, either by itself solely or in conjunction with other units so as to render services emanating from above referred activities either directly or otherwise beneficial and expedient for the furtherance of the objects of the Company.
19. To do all or any of the matters and things hereby authorised whether alone or in conjunction with others as principals, agents, trustees, contractors, licencees or otherwise or by or through any principals, trustees, agents, sub-contractors or otherwise.
20. To procure the registration or recognition of the Company or its offices in or under the laws of any place outside India.
21. To undertake and transact all kinds of agency business related to the businesses of the Company.
22. To open, form, establish, acquire, incorporate, float or promote any company or companies whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets and liabilities or control, management or development of the Company or any other object or objects which in the option of the company could directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company.
23. Subject to provisions of Section 372 and other applicable provisions of the Companies Act, 1956 and the MRTP Act, 1969, to take or otherwise acquire and hold shares in any other company having Objects altogether or in part similar to those of the Company.

24. Subject, to the provisions of the Act, to lend money to such persons or companies on such terms as may seem expedient, and in particular to employees or ex-employees, customers and other having dealings with the Company and to give any guarantee or indemnity that may seem conducive to the business of the company provided that Company shall not carry on business of Banking within the meaning of the Banking Regulation Act, 1949.
25. Subject to the provisions of the Companies Act, 1956 to amalgamate or merge or to enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession with any person or persons or company or companies carrying on or engaged in, any business or transaction which this company is authorised to carry on or engage in.
26. To acquire and undertake all or any part of the business, property and liabilities of any person or persons, or company or firm carrying on or porposing to carry on any business which this Company is authorised to carry on or possess property suitable for the purposes of the Company.
27. To enter into any arrangements and agreements and to appear, represent and take all necessary and proper steps with any Government, Central or State or with any authorities, national, local, municipal, courts, tribunals, commissions, judicial authorities or before any other forum or otherwise of any place in respect of matters that may seem conducive to objects of the Company or its business and to obtain from any such Government or authority any grants rights, privileges, contracts, licences and concessions which the Company may think desirable or required to obtain, and to carry out, exercise turn to account or dispose of the same.
28. To obtain from any Government, Central or State, any order or direction or right or privilege or from Parliament, State, Municipal, or other legislative body, rule or regulation which is advantageous to or is for enabling the Company to carry out its objects or which may seem advantageous to the Company or for effecting any modification of the Company's constitution or for any purpose which may seem expedient for attainment of the objects of the Company and to oppose any applications, proceedings or proposed actions and omissions which seem calculated or appear, directly or indirectly, to prejudice the interests of the Company.
29. To adopt and undertake the financial, commercial and such other contractual obligations as might have been undertaken by such persons, firms or companies as promoters or otherwise for the benefit of this Company before its incorporation and payout of the Company's funds, the cost and expenses incurred to such persons, firms or companies as promoters or otherwise in connection with and or matters relating to the said obligations. Such obligations as may be undertaken by this Company shall be as valid and effectual as if these were undertaken by the Company after incorporation.
30. To subscribe for, acquire, hold and sell shares, share-stocks, debentures, debenture-stock, bonds mortgages, obligations, securities of any kind issued or guaranteed by any Government, Sovereign, ruler commissioners, trust, municipal, local or other authority or body of whatever nature, whether in India or elsewhere, as trade investments and buy and sell foreign exchange in accordance with applicable laws and generally subject to approval under provisions of the Companies Act, 1956 to invest and deal with the moneys of the Company in such manner and extent as from time to time may be thought proper and to hold, sell or otherwise deal with such investments as may be deemed necessary.

31. Subject to the provisions of the Companies Act, 1956, to undertake and execute any trust, the undertaking of which may seem to the Company, desirable either gratuitously or otherwise and on such terms as may be considered expedient and to vest any real or personal property, rights privileges or interests acquired by or belonging to the Company, in any person or company of or for the benefit of the Company, its members and employees and with or without any declared trust in favour of the Company.
32. To apply any of the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund which is in any way connected with any trade or business or commerce generally and particularly with any association, institution or fund for the promotion of business which the native company is authorised to carry on hereunder or for the protection of the interests of owners and employees against loss by bad debt, strike, combination, fire accident or otherwise or for the benefit of any employees or others at any time employed by the Company or any of its predecessors in business or their families or dependants and whether or not is common with other persons or classes of persons and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational, religious and charitable institutions, dining and recreation rooms, libraries, educational, religious and charitable institutions, dining and creation rooms, schools and hospitals and to grant gratuities, pensions and allowances and subject to section 293A of the Companies Act, 1956 to contribute to any fund raised by public or local subscription for any purpose charitable or otherwise.
33. To establish and maintain or procure the establishment and maintenance of or contribute to any contributory or non-contributory pension or superannuation or provident funds for the benefit of, and give or procure the giving of donations, gratuities, contributions, allowances or emoluments and also establish, for any person who is or was at any time in the employment or service of the Company or who was or is Director of Company or Company allied to or associated with the Company or with any subsidiary Company thereof or whose services have been transferred to the Company.
34. To provide housing, educational, recreational and other amenities and facilities for employees and such other persons as the Company may deem expedient including directors and their wives, widows, families-and dependants and to establish or subscribe to or subsidise any institutions, associations, clubs or funds, calculated to be for the benefit of or to advance the interest and well-being of such persons, the Company, or its members, and to make payments to or towards the medical expenses or insurance of any such persons as aforesaid either alone or conjunction with any other Company allied to or associated with or a subsidiary of the Company.
35. Subject to the provisions of sections 293A, of the Companies Act, 1956, to subscribe or guarantee money for any national, Charitable, benevolent, public, general or useful object to any institution society or any other body, political or apolitical.
36. To undertake, manage, finance, promote, sponsor associate with or carry out either individually or in association in any manner with any other person or Government authority or otherwise any programme of rural and agricultural development or for promoting the social and economic welfare of, or the upliftment of the public in any rural area which the Directors consider to promote and assist in rural development and the word 'rural area' shall include such areas as may be regarded as rural areas under the provisions of the

Income Tax Act, 1961, or any statutory modification or re-enactment thereof or under any other law relating to rural development for the time being in force and the Directors may in their discretion 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 Local body or Central or State Government or any other appropriate authority as the Directors may approve and without prejudice to the generality of the foregoing to subscribe, donate, establish, provide, maintain, conduct, subsidise, undertake, associate with, carry on and promote studies research, experimental work and application of technology, in any field of human endeavour, by establishing, endowing or assisting workshops, laboratories, schools, hospitals first-aid centres and other technical, scientific, agricultural or any other institution and bodies for the development and education medicine, human welfare, agriculture, horticulture, animal husbandry, dairy product, cottage, small scale and any other industry.

37. To let on lease or hire their whole or any part of the movable and immovable property and undertaking of the Company on such terms as the Company shall determine.
38. Subject to the approval of the shareholders under section 293 of the Companies Act, 1956, to sell, exchange, hire, let on lease, pledge, hypothecate, grant licences, easements, options and rights over and in any other manner and to deal with or dispose of the whole or any part of the undertaking, property movable or immovable easements, privileges, assets, rights and effects of the Company for such considerations as may be thought fit and in particular for stocks, shares or debentures whether fully or partly paid up ; or securities of any other Company having objects in whole or in part similar to those Company or on payment of any royalty or tribute.
39. To distribute among the members in specie or in kind any property of the Company including in particular privileges and concessions and any shares and securities of other companies belonging to the Company, or any proceeds of sale or disposal of any property of the Company, subject always to the provisions of applicable laws, if any, in the event of its winding up but so that no distribution amounting to a reduction of capital be made except with the sanction required by law.
40. 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 or between the Company and third parties, to arbitration in India or at any place outside India, and observe and perform to do all acts, deeds, matters and things to carry out or enforce the awards.
41. To do all such other things as may appear incidental or conducive to the attainment of the above objects or any of them.

**(C) THE OTHER OBJECTS :**

Agricultural  
Machinery

1. To engineer, develop, design, assemble, manufacture, produce, import, export, buy, sell, operate, run, let on hire and otherwise deal in-
  - (a) all kinds of earthmoving and agricultural machines, petrol and diesel engines, tools, plants, tractors, equipments, appliances, implements, accessories, mobile or otherwise;



- (b) heavy vehicles and machines for agricultural and land reclamation, drainage, irrigation, waterworks, engineering, forest clearing, pumping and other purposes;
  - (c) spraying machines, vehicles and equipments, whether mobile or otherwise;
  - (d) mobile workshops and garage equipments for repair and service stations;
  - (e) tubewells, pumps, floating or otherwise, motors and tubewells, machinery ;
  - (f) transportation equipments, for movements of its products or stores, machines or personal and as general purpose freight carriers.
2. To manufacture, sell, purchase, import, export, work as consultants/expert or otherwise deal in or carry on the business of ferrous and non-ferrous metal, its smeltings, special alloy steel castings, all types of special alloys, tool, steels, high speed steel, heat resistant steel, stainless steel, steel rounds, flats, refractories, foundries; oil and steel tools, furnace oil and lubricants and to run mills for manufacture of these items, rolling mills and in preparing the steel to put in rolling mills-hot and cold and also to deal in the spares, accessories and other parts of these items. Also to do the business as plant and machinery and technology suppliers of these items. Alloys
3. To carry on all or any of the business of constructional engineers; architects, builders, contractors, decorators, electricians, wood workers and to acquire, develop, buy, sell, real estate, multi-storeyed or other buildings and group housing schemes.
4. To engineer, develop, design, assemble, manufacture, produce, import, export, buy, sell, operate, let on hire, repair or otherwise deal in-
- (a) motor trucks, motor cars, motor buses, motor vans, motor wagons, motor jeeps, motor cycles, scooters, mopeds, motor launches, trolleys, trailers, light commercial vehicles, amphibious vehicles and other vehicles and conveyances capable of being operated with any motive power and for use on land, sea or air;
  - (b) automotive ancillary parts such as engine parts, drive transmissions and steering parts, suspension braking parts, other ancillaries, body building, chassis, frames, power train, spares, accessories, fittings, mobile workshops, garage equipments and tools;

- (c) material handling, earthmoving and agricultural machines and vehicles, petrol and diesel engines, tools, plants, tractors, equipments, spares, appliances, implements, accessories, mobile or otherwise;
- (d) transportation and other vehicles and machines including vehicles and machines for agricultural and land reclamation, drainage, irrigation, water-works, engineering, forest clearing, pumping and other purpose;
- (e) engines for marine, earthmoving amphibious agricultural and land reclamation and other such uses and applications and vehicles therefore and
- (f) machine tools including gear cutting machines.

Batteries

5. To manufacture, export, import, buy, sell, and deal in voltaic battery cells, power pack, storage batteries, battery containers and battery eliminators of different types required for or used in domestic, household, industrial, commercial, agricultural, mining, hospital, surgical or scientific appliances, machinery, apparatus or accessories, railways, tramways, automobile and other vehicles, aircraft, boats, ships, defence establishments, army, navy and air force, wireless, radios, torches, toys, electronic equipments or otherwise and also carry on business as manufacturers of and dealers in torches, toys, personal aids, and other appliances, working on such batteries.

Boutiques

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

Bread and Biscuits

7. To carry on the business of processing, and milling wheat, corn, grams, grains and cereal of all kinds and manufacturers and dealers in bread, flour biscuits, pastry, cakes, confectionery, other farneaceous food products, baking materials and ingredients used.

Calcined Coke

8. To carry on development and research work and to manufacture, calcine, refine, process, import, export, buy, sell, and deal in petroleum coke, calcined coke, and coal tar, anthracite coal and to draw out, manufacture and deal in coal tar, and other by-products as may be possible and to utilise waste gases for industrial uses and purposes.

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| 9. To carry on all or any of the business of transport, cartage and haulage contractors, garage proprietors, owners and charterers of road vehicles, aircraft, ships, tugs, barge and boats or every description, carriers of goods and passengers, by road, rail, water or air, cartage contractors, stevedores, wharfingers, cargo superintendents, packers, hauliers, warehousemen, storekeepers and job masters.  | Carriers                 |
| 10. To produce, manufacture, treat, process, prepare, refine, import, export, purchase, purchase self and generally to deal in, either as principals or as agents, either solely or in partnership with others, all types and kinds of cement, ordinary, white, coloured, portland, pozzolana, alumina, blast furnace, slag, oil well, rapid hardening, silica and all other varieties of cement, lime and limestone, clinker and/or products thereof, as also cement products of any or all descriptions, such as pipes, slabs, asbestos sheets, blocks, tiles, garden-wares, plaster of paris, lime pipes, building materials and otherwise and articles, things, compounds and preparations connected with the aforesaid products now known and/or that may hereinafter be invented from time to time and in connection therewith to take on lease or otherwise acquire, erect, construct, establish, work, operate and maintain factories, quarries, mines and workshops.   | Cement                   |
| 11. To produce, manufacture, use or otherwise, acquire, sell, distribute, deal in and dispose of alkalies and acids, gases, compounds, fertilizers, chemicals and chemical products of every nature and description and compounds, intermediates, derivatives and by-products and thereof products to be made therefrom (hereinafter for convenience referred to generally as chemicals and products), including specifically but without limiting the generality of the foregoing, calcium carbide, calcium cyanamide, naphthols, all type of flotation reagents, detergents, wetting agents, pesticides, insecticides and fumigants, plastics and resins, dyestuffs, explosives, catalytic agents, foods, direct colours, basic and rapid fast colours, pigments, drugs, biological, pharmaceutical, serums, vitamins, hormones, drugs for all kinds of diseases or disabilities in men or animals 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 as hereinabove defined. | Chemical and Fertilizers |
| 12. To carry on a general business of providing comparative information about the characteristics, interest or other attributes of individuals, communities, organisations, countries or other social unit and of any articles or commodities or economic trends whatsoever, and to design, invent, prepare, own, make and lease.   | Data Processing          |

sell or otherwise dispose of computers, data processing machines, tapes, cards, memory equipment or any other equipment and materials of every kind and description useful in connection with this business; and to licence or otherwise authorise others to engage in the foregoing; and to engage in general research and development in areas related to or involving the foregoing.

**Electrical Engineers**

13. To carry on the business of electrical engineers, electricians, contractors, manufacturers, suppliers and dealers in electrical appliances, cables, wirelines, dry cells, accumulators, fluorescent tubes, lamps and works, and to generate, accumulate, distribute and supply electricity for the purpose of light, heat, motive power and for all other purposes, for which electrical energy can be employed, and to manufacture and deal in all apparatuses and things required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of electricity including in the term electricity all power that may be directly or indirectly derived therefrom or may be incidentally hereafter discovered in dealing with electricity.

**Electrical Equipments**

14. To manufacture, produce or deal in electrical kilowatt hour meters, electromagnets power cables, industrial jewels, ammeters, voltmeters and other type of measure instruments, electrical or non-electrical, die castings, screws, nut and bolts, transformers of all types, circuit-breakers, punch card machines, hoists, elevators, trolleys and coaches, wind power generators, magnetic separators, winders, air compressors, welders, fans of all types, switches and motors of all types, drill electric grinders, air-conditioners, refrigerators, washing machines, television and wireless apparatus including radio receivers and transmitters, electronic instruments, diodes, transistors and allied items, watches and clocks, cameras and household appliances and any equipment used in the generator, transmission and receiving of sound, light and electrical impulses, and component parts thereof.

**Electronics**

15. (a) To manufacture, assemble, market, fabricate, lease, supply, distribute, buy, sell, import, export, design, manipulate, exchange, alter, improve, prepare, instal, maintain, repair, or otherwise deal in any or all types of electronic equipment including electronic typewriters, printers, word processors, mini and micro computers, computer peripherals, micro processor based equipment, floppy disketts, winchester hard disc drives terminals, monitors, daisy wheel printers, black and white and colour televisions, photocopy and photographic equipment, telephone and telecommunication equipment, teleprinters, private automatic branch exchanges, electronic and

electrical gadgets, video recorders, video games, electronic calculators, radar equipment, electronic accounting and business machines, electronic control instruments, electronic cash registers and cheque writing machines, intercom equipment, electronic sound and amplifier systems, projection electronic hobby kits, electronic hardware, electronic clocks equipment, T. V. signal boosters, electronic X-ray and other medical equipment, electronic synthesizers, electronic sirens, radio telephones, electronic navigational aids, electronic alarm systems, electronic traffic control systems, electronic laboratory equipment, electronic controlled washing machines, electronic weighing machines, black and white and colour TV deflection components, fly back transformers, video projection equipment, electronic toys & games and screens of all kinds.

- (b) To manufacture, assemble, market, fabricate, lease, supply, distribute, buy, sell, export, import, design, manipulate, exchange, alter, improve, prepare, instal, maintain, repair or otherwise deal in any or all types of printed circuit boards, switches, semi conductors, transistors, integrated circuits, memory chips, diodes, connectors, resistors, rectifiers, capacitors, digital meters, transformers, generators, control panels, valves, thyristors, timers plugs and sockets, leak detectors, button cells, battery chargers of all kinds.
16. (a) To construct a cinematograph theatre and other building and works and conveniences and to manage, maintain and run the said theatre and to let out other buildings when so erected or constructed.
- (b) To carry on the business of proprietors and managers of theatres (cinemas, picture places and concert halls) and to provide for the production, representation and performance (whether by mechanical, means or otherwise) or operas, stage plays, operettas, burlesques revues, ballets, pantomimes, spectacular pieces promenade, and other concerts and other musical and dramatic performance and entertainments.
- (c) To carry on the business of restaurant keepers, wine and spirit merchants, licensed victuallers, theatrical agents, box office keepers, dramatic and musical literature publishers and printers.
- (d) To manufacture films and other appliances and machines in connection with mechanical reproduction or transmission of pictures, movements, music and sounds; and to organise and conduct theatrical production and entertainment of all kinds.

Entertainment

- (e) To enter into agreements with author or other persons for the dramatic or other rights of operas, plays, films, operettas, burlesques, revues, ballets, pantomimes, spectacular pieces, musical composition and other dramatic and musical performances and entertainments or for the representation thereof in India and elsewhere as well as of foreign rights and to enter into agreements of all kinds with artists and other persons.

**Farming, Horticulture  
and Processing**

17. To carry on the business of farmings, horiculture, floriculture, sericulture, dairies, cultivators of all kinds of foodgrains, seeds, fruits, proprietors of all orchards and traders exporters, dealers and sellers of the products of farming dairy, horticulture, floriculture, sericulture and pisciculture and fishing and manufacturers of drinks, alcoholic or otherwise, including beverages produced from such products or otherwise to carry on the business of cultivators, growers, manufacturers, millers, grinders, rollers, processors, cold stores, canners, and preservers, dealers of foodgrains and other agricultural, dairy, horticulture and poultry products, fruits, vegetables, herbs, medicines, flowers, drinks fluids, gas and other fresh and preservable products and to extract by-products and derivatives whether edibles, pharmaceutical medicines or any other kind or nature whatsoever and food preparations of every kind description and generally 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 articles and other derivatives of all kinds and description and to set up and run machinery for processing and preserving the same.

**Financing Industrial  
Enterprises**

18. To finance the industrial enterprises by way of lending and advancing money, machinery, land, building, shed or such other things as may be required by such industrial enterprises either with or without security and upon such terms and conditions as the Company may think fit and to guarantee or become sureties for the performance of any agreement or contract entered into by any industrial enterprises with any financial institution, banks or other parties for obtaining finance whether for its long-term capital, working capital or for any deferred payment finance.

**Food and Dairy  
Products**

19. To manufacture, process, chemically, electrically or by any other means refine, extract, hydrolyze, buy, sell, import, export, produce or otherwise deal in seeds and agricultural products, good products, dietetic products and preparations, patent drugs and proprietary articles of all kinds, whether basic or derived and in all forms and in particular protein foods of all kinds and all other ingredients.

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| 20. To carry on business as producers, manufacturers, processors, converters, refiners, makers, bottlers, stockists, dealers, importers, exporters, traders, retailers, agents, buyers or sellers of oxygen, acetylene, ammonia nitrogen, hydrogen, coal gas, natural gas, helium and other types and kinds of gases, mineral oils, motor and aviation spirit, diesel oil, kerosene, hydrocarbon oil and their blends including synthetic fuels and lubricating oils.  | Gases                         |
| 21. To manufacture, prepare, import, export, buy, sell and otherwise deal in all kinds of glass, glassware, glass goods, mirrors, looking glass, scientific glass, wares, sheet and plate, glass bangles, false pearls, bottles, phials and all kind of articles prepared of glass and to carry on the business of glass patent solvers, glass embossers, ecclesiastical lead workers, tablet show card and show case manufacturers.   | Glass                         |
| 22. To carry on the business, of hotel, restaurant, cafe, tavern, beer house, restaurant room, boarding and lodging, house keepers, licensed victuallers, wine, beer and spirit merchants, maltsters, manufacturers of aerated mineral and artificial waters and other drinks, purveyors, caters for public amusements coach, cab, carriage and motorcar proprietors, livery, Stable and garage keeper, importers and brokers of food, live and dead stock, hairdressers, perfumers, chemists, proprietors of clubs, baths, dressing room, laundries, grounds, and places of amusements and recreation, sports, entertainment and instruction of all kinds, tobacco and cigar merchants, agents for railway, road, air and shipping companies and carriers theatrical and opera-box office proprietors and general agents and to provide services and facilities of all kinds on commercial basis that may be required for the tourist and entertainment industry. | Hotel                         |
| 23. To carry on the business as importers and exporters of services, goods or merchandise of any description or to act as shippers, underwriters, commission agents, advertising agents, travelling agents, transport agents, brokers, estate agents and hardware merchants.   | Importers Exporters<br>Agents |
| 24. To carry on the business of manufacturer of and dealers 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, equipment, instruments, appliance and hardware of all kinds, general fittings, component, accessories and appliances of all description made of metal alloy, glass, synthetic and other fibres, chemical and PVC compounds, plastic or any material.  | Industrial<br>Machinery       |
| 25. To manufacture, produce, assemble, distribute, stock, barter, exchange, pledge, repair, use, buy, sell, import and export and otherwise deal in all types of scientific instruments and their accessories, testing instruments, process control instruments,   | Instruments                   |

electrical and electronic instruments, nautical, aeronautical and survey instruments, optical and ophthalmic instruments, general laboratory, medical and surgical instruments, apparatuses, scientific laboratory, glasswares, photographic, chemical, and other instruments, apparatuses, appliances, equipments, devices, contrivances, their accessories and components.

- Libraries**                      26. To establish and maintain circulating libraries, and also reading and writing rooms and a reference library, and to furnish the same respectively with books, reviews, magazines, newspapers, and other publications, including instrumental and vocal music.
- Mechanical Engineers**      27. To carry on the business of mechanical engineers, mechanists, fitters, millwrights, founders, wire drawers, tube makers, metallurgist, saddlers, galvanizers, happeners, annealers, enamellers, electroplaters and painters also the business of brokers, agents, factors, and to establish branches at places in or outside India as the Company may think fit.
- Oils**                              28. To manufacture, produce, refine, prepare, purchase, store, sell and generally to trade and deal in petroleum and all kinds of mineral oils and all products and by-products thereof including wax, paraffin, soap, paint, varnish, lubricants, illuminant and butter substitutes, oil cloth, candles, glycerine, and in connection therewith to acquire, construct, repair, operate and use oil and other refineries, buildings, mills, factories, oil wells, derricks, distilleries, ghanies, rotaries, expellers and mechanical or hydraulic press.
- Paints**                          29. To manufacture, export, import, buy and sell, produce and deal in paints and varnishes of all kinds, and to buy, sell or deal in oils, fats, dyes, and other raw materials necessary for the manufacture thereof and to manufacture and sell all kinds of finishing and coating materials, industrial finishing materials, oils, boiled and treated oils, varnishes, lithographic varnishes, insulating varnishes, paints, enamels, nitrocellulose enamels and lacquers, finishing and coating materials, printing inks, and accessory compounds, synthetic resins, and oils, stains and colourings, inorganic and organic pigments, drying agents and putties.
- Papers**                          30. To carry on the business of manufacturers of and dealers in all kinds of pulp including sulphite and sulphate, wood pulp, mechanical pulp and soda pulp and paper, including transparent vellum, writing, printing, glazed, absorbent, newsprinting, wrapping, tissue, cover, blotting, filter, bank or bond, badami, brown, buff or coloured, wove, lined, azure laid grass or waterproof handmade parchment, drawing, craft, carbon, envelope, and box and straw duplex and triplex boards and all kinds of articles in the manufacture of which in any form pulp, paper or boards is



used and also to deal in or manufacture artificial leather of all varieties grades and colours.

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| 31. | To purchase or otherwise acquire or carry on the business of manufacturers of and dealers in bricks, tiles, stone pipes, potteries, earthen or china, sanitary wares and similar goods and any substitutes thereof.  | Potteries                |
| 32. | To carry on the business as general, commercial, colour and process printers-lithographers, typefounders, photographers, stereotypers, engravers, electrotypers, die-makers, publishers of newspapers, books, magazines, art and musical production, plan and chart printers, press and advertising agents contractors, ink, die colour and chemical manufacturers, manufacturers of metal and other signs, manufacturers, and dealers of containers, components, and printing machinery, and type, book binders and stationers and dealers in all kinds of supplies and equipment for this business.  | Printers and Stationers  |
| 33. | To carry on the business of manufacturers of readymade garments, synthetic fibre, hosiery goods, cloth of all kinds, handicraft goods, hand loom and raw silk fabrics, jewellery of all types, precious stones, diamonds, pearls, watches, clocks, chronometers, gold and silver plates, cutlery, presents and gifts, coins and cups, medals, shields, curios, articles of virtue art and antiques, dressing bags hand bags bronzes, musical instruments, all kinds of wood works, metal works, glass work, embroidered works, sewing works cosmetics, perfumes, leather goods, household and all other articles of all kinds commonly dealt in by persons.  | Readymade Garments       |
| 34. | (a) To purchase, sell, develop, take in exchange or on lease hire or otherwise acquire, whether for investment of sale or working the same any real or personal estate, including lands, mines, factory, buildings, mills, houses, cottages, shops, depots, warehouses, machinery, plant, stock, stock-in-trade, mineral rights, concessions, privileges, licences, easement or interest in or with respect to any property whatsoever for the Company in consideration for a gross sum or rent or partly in one way and partly in other or for any other consideration.<br><br>(b) To carry on business as proprietors of flats and buildings and to let on lease or otherwise apartments therein and to provide for the conveniences commonly provided in flats, suites and residential and business quarters. | Real Estate              |
| 35. | To establish experimental farms and research stations any where in India for conducting experiments, test and research for developing better qualities to foodgrains and agricultural products and for developing milk strain in cattle by cross-breeding or   | Research and Experiments |

otherwise and increasing egg laying capacity in poultry and also for finding other ways and means of improving other agricultural crops, produce, seeds fodder crops and cattle feed of all kinds.

Research  
Laboratories, Colleges  
and provision of  
Lectures

36. To establish, provide, maintain and conduct research and other laboratories, training colleges, schools and others institutions for the training, education and instruction to students and other who may desire to avail themselves of the same and to provide for the delivery and holding of lectures demonstrations, exhibitions, class, meetings and conferences in connection therewith.

Resins

37. To carry on the business of manufacturers, importers and exporters of and dealers in natural and synthetic resins, moulding powders, adhesives and cements, oil paints, distempers, cellular paints, colours, varnishes, enamels, gold and silver leaf enamels, spirits and other allied articles.

Rubber and  
Plastics

38. To promote, establish, acquire and run or otherwise carry on the business of any plastic or rubber industry or business of manufacturer of materials for use in such industries or business such as wax, paper, bakelite, plywood, celluloid products, chemicals of all sorts and other articles or similar things or allied products, or process and to sell purchase or otherwise acquire or deal in materials or things in connection with such trade industry or manufacture and to do all things as are usual or necessary in relation to or in connection with such business, or industry or manufacture.

Coal & Cokes

39. To carry on the business of manufacturers, producers assemblers, importers, exporters, buyers, sellers, stockists, suppliers, wholesalers, retailers, jobbers, contractors, storers and warehouseers of special smokeless fuels in the shape of solid and or liquid and its by products by processing raw coals and to manufacturers, all types of Cokes and Coals used for industrial and or domestic purposes.

IV. The liability of the members is limited.

- V. The Authorised share capital of the Company is Rs. 7,00,00,000 (Seven Crore) divided into 70,00,000 (Seventy Lacs) equity shares of Rs. 10/- (Rupees Ten) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into several calls and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may, for the time being be provided by the regulations of the Company subject to companies Act, 1956.

We, the several person, whose name and address are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum of Association and respectively agree to take the number of shares in the Capital of Company set opposite to our respective names.

Names, Signatures, Father's/Husbands names and address and occupations of subscribers	No. of equity shares taken by each subscribers	Name, Signature, address father's name and occupation of witness
1. NAND LAL TODI S/o. Late Brijal Lal Todi 2, Queens Park Calcutta-19 Industrialist	10 (Ten)	Witnessed to all Signatories RAJ KUMAR SUREKA S/o. Sri Laxmi Narayan Sureka C/o. R. K. Sureka & Co. 121, Netaji Subhas Road Calcutta-700 001 Chartered Accountants
2. PAWAN KUMAR TODI S/o. Shri Nand Lal Todi 2, Queens Park Calcutta-19 Business, India	10 (Ten)	
3. RAJ KUMAR TODI S/o. Shri Nand Lal Todi 2, Queens Park Calcutta-19 Business	10 (Ten)	
TOTAL	30 (Thirty)	

Place : CALCUTTA

Dated the 15th June, 1989.

CERTIFIED TO BE TRUE COPY

**For NPR FINANCE LTD.**

*Sanku Maiti*

**Executive Director**

DIN-06935192