

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

MANAKSIA COATED METALS & INDUSTRIES LIMITED

- I. The name of the Company is **MANAKSIA COATED METALS & INDUSTRIES 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:

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

1. To carry on in India or elsewhere the business as manufacturers, Importers, exporters and dealers in sheet metal (ferrous and non-ferrous), flat steel rolled products, cold rolled steel sheets, galvanized steel sheets/coils, aluminum and zinc coated steel sheets, color coated steel sheets and coils, aluminum sheets and coils, alloy steel, MS steel ingots and billets, SG iron castings, ferrous and non-ferrous castings, steel long re-bars, steel and alloy steel long round and flats, aluminum alloy ingots, special purpose machine, machinery parts, metal packaging products and metal articles of all kinds particularly aluminum and steel. To carry on in India or elsewhere the business of manufacturers, importers, exporters and dealers in mosquito coil repellants, insecticides, marine products, plastic packaging products and trading of products and commodities.
2. To carry on in India or elsewhere the business as manufacturers, producers, casters, importers, exporters, dealers, buyers, sellers, converters, masters in other ways to deal in aluminium and aluminium products, aluminium sheets, forging, structurals, rolling works, rods, bars, castings, wires, foils, tubes, caps, cans, boxes, cylinders, sheets, alloys of aluminium, sheets, utensils, all kinds of furniture, chimneys cops, ventilators, roofing, hand carts, municipal carts and all other articles of aluminium and doors, windows, levers and automatic door closures, zinc, copper and products of zinc and copper.
3. To carry on in India or elsewhere the business as manufacturers, producers, casters, importers, exporters, dealers, buyers, sellers, converters of all variety of steel, special steel, carbon tool, alloy steel and any other kind and grades of steel, pig iron, sponge iron, ferro silicon, ferro chrome and other ferrous substances and metal of every description and grade and to carry on and execute the work of steel engineers including manufacturing and dealing in steel, billets, steel rods, steel ingots, steel sheet, steel wires and in all kinds of steel products whether forged, rolled or drawn and consequently to manufacture, sell and deal in all or any of the by-products which will be obtained in the process of manufacturing these steel/iron products.
4. To deal in the aforesaid commodities or their derivatives at the commodities exchanges for hedging or otherwise.



5. *To carry on the business of manufacturing, buying, selling, porting, Importing, exchanging, altering, improving, manipulating, recovering and dealing in polymers, Resins, Plastics, Adhesive, Moulding Powders, Printing inks, Lacquers, Varnishes, Coatings, Plasticisers, Solvents, Additives, Pigments, Dyes, Colours, Paints, enamels, Distemper, Polishes, Spirits, Bleaches, Whitewasher, Brightener, Launderer, Bleaching Agent, Brightening Agents, and other Chemicals, Components and product of similar nature and also to undertake making of and dealing in plates, Blocks, films, bromides and other materials and machineries used in the process of all types of printing.
6. *To carry on the business of manufacturers, buyers, sellers, dealers, importers and exporters of pesticides, insecticides, fungicides, weedicides and germicides, agro-chemical, agro-chemical, Detergent, washing, preparations, Soaps, toiletries, aerosols, freshners, bathing soap, liquid soap, shower gel, shampoo, hand wash and similar products, washing, detergent soap bar or powder and other surfactants and similar products toilet cleaning powder & liquid and surfactants and floor cleaners and such other incidental and allied products.
7. *To buy, sell, exchange, improve, maintain and generally deal in real properties and to acquire by purchase or otherwise interests in lands and real property of any tenure, construct houses and buildings thereon, alter, re-build, enlarge and improve existing buildings, factories, lanes, roads, streets, gardens in order to convert the same into profit earning property of the Company; to construct, develop, set up, establish, purchase or otherwise acquire houses, buildings, sheds, godowns, warehouses, cold storages, cinema halls, lodges, hotels, factories, mills, plants, workshops and all other types of immovable properties including any other types of fixtures on land and buildings and to run all or any of these as a business undertaking or to let these out on lease, rent, contract or any other agreement as may be deemed fit; to buy lands, houses, apartments and other immovable properties and to hold, maintain, sell, allot houses, apartments, sheds and other immovables properties or buildings thereof to the shareholders or any other persons and to carry on business of builders, surveyors, architectures, bricks and tiles makers, lime burners houses and estate agents.



(B) THE OBJECTS INCIDENTAL AND ANCILLARY AND RELATED TO THE MAIN OBJECTS OF THE COMPANY ARE:

1. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the business of the Company.
2. To advance, deposit or lend money, securities and property, either with or without security and give credit (not amounting to the business of banking as defined under the Banking Regulation Act, 1949) to or with such persons, firms or body corporates as the Company thinks subject to the provisions of the Companies Act, 1956 and in particular to customers and others having dealings with the Company and on such terms as may seem expedient, and to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents and to guarantee the performance of any contract or obligation and the payment of money by any such person in connection with the business of the Company.
3. To purchase or otherwise acquire and to sell, exchange, surrender, lease, mortgage, charge, convert, hold, turn to account or dispose of in connection with the business of the Company real and personal property and rights of all kinds and in particular lands, buildings, hereditaments, business concerns and undertakings, debenture stocks, mortgages, debentures, produces, concessions, options, contracts, patents, annuities, licences, stocks, shares, securities, bonds, policies, book debts and claims, privileges and choses in action of all kinds including any interest in real or personal property and any claims against such property or against any person or Company and to carry on any business concerns or undertakings so acquired with the view of attainment of the objects pursued by the Company.
4. To receive money, securities, valuables of all kinds on loan or deposit or safe custody at interest or otherwise (not amounting to the business of banking as defined under the Banking Regulation Act, 1949) and to borrow or raise money with or without interest in such manner as the Company shall think fit subject to the provisions of section 58A of the Companies Act, 1956 and directions issued by Reserve Bank of India in connection therewith and to issue debentures, bonds, obligations and securities of all kinds, in particular debenture or debenture or stock convertible into shares of this or any other company and to frame, constitute and secure the same, as may seem expedient, with full powers to make the same transferable by delivery or by instruments of transfer or otherwise subject to the provisions of the Companies Act, 1956 and either perpetual or terminable and either redeemable or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the undertaking of the company or upon all or any specific property, assets, revenue and rights (both present and future) of the company (including its uncalled capital) and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or body corporate of any obligations undertaken by the Company or any other person or company, as the case may be in connection with the business of the Company.
5. To open accounts with any individual, firm or company or with any bank or banks and to pay into and to withdraw moneys from such account or accounts in connection with business of the Company.
6. To draw, make, accept, hold, endorse, discount, negotiate, execute and issue promissory notes, hundies, bills of exchange, bills of lading, cheques, drafts, delivery orders, warehouse keeper's certificates, warrants, debentures and other negotiable or transferable (commercial or mercantile) instruments or securities in connection with the business of the Company.
7. To acquire from time to time and to manufacture and deal in all such stocks-in-trade, plant and machinery, goods, chattels and effects as may be necessary or convenient for any business for the time being carried on by the Company.



8. To act as export house, trading house, agents, merchants, traders, commission agents, brokers, guaranteed brokers, benias, exporters, importers, contractors, representatives, carries in respect of and to buy, sell, manufacture, assemble, repair, barter, exchange, supply, import, export, pledge, make advance upon, manipulate, prepare for market, distribute or otherwise deal in goods, wares, repair, barter, exchange, supply, import, export, pledge, make advance upon, manipulate, prepare for market, distribute or otherwise deal in goods, wares, articles, produces, materials, substances, commodities implements, provisions shares, merchandises and things of all kinds and descriptions capable of being used or dealt with in connection with the company's business and operations or any of them or likely to be required by any of the customers of or persons having dealing with the company, in which the company is authorised to carry on the business.
9. To invest and deal with any surplus money of the Company in such investments as the Company may deem fit and to hold, sell or otherwise deal with such investments in the manners most beneficial to the Company.
10. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.
11. To guarantee the performance of any contract or obligations of and the payment of money unsecured or secured of, or interest on any stock, shares or securities of, any company, corporation, firm or person as the Company may think fit in any case in which such guarantee may be considered likely, directly or indirectly, to further the main objects of the Company on the interests of its shareholders.
12. To communicate with Chambers of Commerce and other mercantile and public bodies throughout the world and concert and promote, measures for the protection of the trade, industry and persons engaged therein.
13. To subscribe to, become a member of, subsidise and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company and to procure from and communicate to any such association, such information, as may be likely to forward the objects of the Company.
14. To build, construct, purchase, acquire, hire, establish, provide, equip, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control and/or manage any building, estates, offices, factories, workshops, mills, sheds, ships, plants, machinery, engines, water-works, gasworks bridges, wharves, channels, reservoirs, roads, wharves, tramways, railways branches or sliding, electric power, heat and light generating installations, pumping installations, pipelines, garages, storages, supply works, telephone works, hotels, accommodations, clubs, restaurants, baths, places of worship places of amusement, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies and other works and conveniences, which the Company may think directly or indirectly conducive to its objects or which may advance the interests of the company and to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof and to join with any other person or company in doing any of these things with the view of attainment of the objects pursued by the Company.
15. To apply, for, tender, purchase or otherwise acquire any contracts and concessions for or in relation to the construction, erection equipment, improvement, management, administration or control of works and convenience and to undertake, execute, carry out, of dispose or otherwise turn to account the same.
16. To improve, manage, work, develop, alter, exchange or otherwise acquire and to sell, mortgage, hypothecate, lease, assign, dispose of, turn to account, abandon, grant rights or privileges or otherwise deal with all or any part of the properties, rights and concessions of the company on such terms and conditions as the Company deems fit.

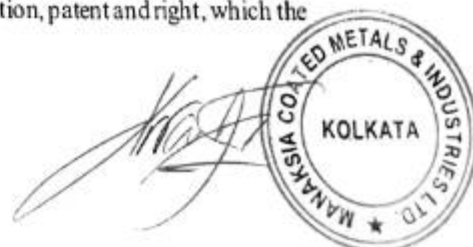


17. To insure with any person or company against losses, damages, risks and liabilities of any kind, which may effect the company either wholly or partly.
18. To vest any real or personal property rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company with or without any declared trust in favour of the Company.
19. To purchase, take on lease, exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges, which the Company may think necessary or convenient for the purpose of its business.
20. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights or liabilities of any person, firm or body corporate carrying on or proposing to carry on any business which the company is authorised to carry on, or having property suitable for the purposes of the company or which can be carried on in conjunction there with or which is capable of being conducted so as to directly or indirectly benefit the company and to purchase, acquire, apply for, hold, sell and deal in shares, stock, debentures or debenture stock of any such person, firm or body corporate and to conduct, make or carry into effect any arrangement in regard to winding up of the business of any such person, firm or body corporate.
21. To enter into any arrangements and to take all necessary or proper steps with any Government or any other authority Central, State, Municipal, Local or otherwise that may seem beneficial to any of the Company's objects and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modifications in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the company or its members and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interests of the Company and lawfully to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the Company and to apply for, procure and obtain from any such Government, authority or company any Act of Parliament, Charter, privilege, rights, concessions, licence, provisional order, authorisation, contracts, decrees, grants or loans which the company may think it desirable for enabling to it carry out any of its objects into effect or putting the same into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such arrangements, Acts, Charter, right privilege, concession, licence, decree or authorisation.
22. To subscribe for, purchase, acquire, hold, exchange, dispose of or otherwise deal and invest in Savings Certificates, deposits, bonds, stocks, debentures, debenture stocks, shares, obligations and securities issued or guaranteed by any company, government, state, dominion, sovereign, ruler, commissioner, public body or authority central, state, municipal, local or otherwise, whether in India or elsewhere in cases where such investments are to be made either compulsorily or optionally to obtain some benefits (either by way of a Tax Concession, Tax Reduction or granting of rights, privileges, concessions, licences, provisional orders, authorisation, contracts, decrees, grants on loans in favour of the company) by virtue of any Statute, Act, Rules or under directions of any Government or Central, State, Municipal, Local or other Authority (whether Taxation, Excise, Custom, Port or otherwise).
23. To establish and maintain any agencies or branches in India and elsewhere and to get the company registered or recognised in any part of the world for the conduct of the business of the company or for the sale of any materials for the time being at the disposal of the company for sale.
24. To amalgamate, enter into partnership or into any arrangement within the framework of the Companies Act, 1956 for sharing profits, union of interests, co-operation, join



venture or reciprocal concession or for limiting competition with any person, firm or body corporate whether in India or outside carrying on or engaged in, or about to carry on or engage in any business or transaction which the company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being carried on or conducted so as directly or indirectly to benefit the Company and further to enter into any arrangement or contract with any person, association or body corporate whether in India or outside for such other purposes that may seem calculated beneficial and conducive to the objects of the Company; and to lend money, to guarantee the contracts of or otherwise assist any such person, association, firm or company and to take or otherwise acquire and hold shares or securities of any such person, association, firm or company and to sell, hold, re-issue with or without guarantee or otherwise deal with such shares and securities.

25. To establish, form, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the rights, liberties and properties 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 any such other company or companies and to subsidise or otherwise assist any such company.
26. To amalgamate or enter into a merger with any Company or Companies having objects altogether or in part similar to those of this Company and to undergo any valid process of reconstruction within the framework of the Companies Act, 1956.
27. To carry on any business or branch of a business which this Company is authorised to carry on by means or through the Agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary Company or guaranteeing its liabilities or to make any other arrangements, which may seem desirable with reference to any business or branch so carried on, including power at any time either temporarily or permanently to close any such business or branch and to appoint Directors or Managers of any such subsidiary Company.
28. To guarantee the performance of any control or obligations of and the payment of money secured by or payable under or in respect of bonds, debentures, debenture-stocks, contracts, mortgages, charges, obligations and other securities of any company, firm or person promoted, formed by the Company or of any of its subsidiary companies and other companies under same management subject to the provisions of the Companies Act, 1956.
29. To lease, let out on hire, assign, mortgage, pledge, hypothecate, exchange, sell and in any other manner deal with or dispose of the whole or any part or parts of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company whether movable or immovable or any share or interest therein respectively in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any other body corporate having objects altogether or in part similar to those of the Company.
30. To enter into agreements and contracts with Indian or foreign individuals, companies or other organisations for technical, financial or any other assistance for carrying out all or any of the objects of the company and to acquire from any such person technical and financial information, know-how, process, engineering, manufacturing and operating data, plans, layouts and blue prints useful for the design, erection and operation of plants and equipments.
31. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world any patents, trade marks, trade names, designs, secret processes, patent, rights, "BREVETS" "DINVENTION" licences, protections, concessions, rights, privileges and like conferring any exclusive or non-exclusive or limited rights to their use, any secret or other information as to any invention or research which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem directly or indirectly of use or benefit to the company or may appear likely to be advantageous or useful to the company and to use, exercise, develop or grant licence, privileges, in that respect or otherwise turn to account the property, right or information so acquired and to assist, encourage and spend money in making experiments, tests, improvements of any invention, patent and right, which the company acquire or propose to acquire or develop.



32. To expend money or research, experimentation, development, testing improving or seeking to improve existing products, patents, rights etc. in connection with any of its activities in pursuance of the aforesaid objects and to expend money to invest, develop or seek any new products allied to and in the course of pursuing the objects as aforesaid.
33. To work, develop, licence, sell or otherwise deal with any inventions in which the company is interested whether as Owner, Licensee or otherwise and to make, levy, or hire any machinery required for making or desirable to be used as machines included in such inventions.
34. To establish and equip laboratories and carry on analytical, experimental and other work or undertaking any research in relation to the general objects of the Company.
35. To employ or otherwise acquire technical experts, engineers, machines, foreman, skilled and unskilled labour and other staff for any of the purposes of the company and to train and pay for the training in India or abroad of any of Company's Officers, employers or any candidate in the interest of or for furtherance of the Company's objects.
36. To pay for any property, right or privilege acquired by the Company and to remunerate any person, firm, body corporate or public bodies (whether wholly or partly in cash or other assets or by allotment of shares, debentures, debenture, stock or other securities of this or any other company credited or paid up in full or in part or otherwise) whether out of the company's capital, profits or otherwise for services rendered or to be rendered in connection with (i) either the promotion, formation of or conduct of the business of the company or (ii) introducing any property or business to the company, or (iii) placing or assisting or place or guaranteeing the subscription of any shares, debentures, debenture stock or other securities of the Company or (iv) for any other reasons which the Company may think proper.
37. To pay out of the funds of the company all costs, charges and expenses preliminary and incidental to the formation, promotion, registration and establishment of the Company and issue of its capital including any underwriting or other commission, broker's fee and charges in connection therewith including costs, charges of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
38. To take into consideration and to approve and confirm and/or carry out all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any arrangement or contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.
39. To advertise and adopt such means of making known the products, articles dealt with, business and interests of the company as it may deem expedient and in particular by advertising in the press, radio, television and cinema, by circulars, pamphlets, price list, by purchase, construction and exhibitions of works of art or general prizes, rewards and donations subject to the provisions of section 293A of the Companies Act, 1956.
40. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund whether for, depreciation or for repairing, improving, extending or maintaining any of the property of the company or for any other purposes conducive to the interest of the Company.
41. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund to give or procure the giving of donations, gratuities, pensions, allowances, emoluments, bonuses, profit sharing bonuses, benefits or any other payment to any persons, who are or were at any time in the employment or service of the Company or its successors in business or of any company, which is a subsidiary of the company or is allied to or associated with the Company or with any such subsidiary or who are or were at any time directors or officers of the Company or any such other Company as aforesaid and the wives, widows, families, dependent or connections of any such persons; and to provide for the welfare of all or any of the aforesaid persons from time to time by subscribing, subsidising, donating or contributing to any institution, association, funds, clubs, trusts, profits sharing or other schemes and by building or contributing to the building of dwelling houses or quarters and by providing, subscribing or contributing towards places or institutions of instruction, education, recreating, medical and other attendances, hospitals and



- dispensaries and to make payments to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other Company as aforesaid.
42. To aid pecuniarily or otherwise any association, body or movement having for its objects the solution, settlement or surmounting of industrial or labour problems or the promotion of industry or trade.
43. To subscribe or contribute or donate or otherwise assist or guarantee money subject to the provisions of section 293A of the Companies Act, 1956 for any national, philanthropic, charitable, benevolent, religious, scientific, public, general or useful object, fund or organisation, association or institution or for any exhibition or for any purpose which may be likely directly or indirectly to further the objects of the Company or the interest of its members.
44. To make donations subject to the provisions of Section 293A of the Companies Act, 1956 to such persons and in such cases and either of cash or other assets, as the Company may think directly or indirectly conducive to any of its objects or otherwise expedient.
45. To undertake and execute any trusts either gratuitously or otherwise, the undertaking of which may seem to the Company desirable.
46. To distribute all or any of the property of the Company amongst the members in specie or kind or any proceeds of sale or disposal or any property of the Company in the event of winding up but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
47. To do all or any of the above things in any part of the world as principals, agents, contractors, trustees or otherwise by or through trustees, attorneys, agents or otherwise and either alone or in conjunction with others and to establish offices, agencies or branches for carrying any of the aforesaid objects in India or elsewhere in the world and to undertake the management of any undertaking or company or companies having objects altogether or in part similar to those of the Company and for the purpose appoint any directors, accountants or any experts or other agents.
48. To undertake and do, purchase or otherwise acquire and carry on any other business (whole or in part), which may seem to the company capable of being conveniently carried on in connection with the main objects or calculated, directly or indirectly, to enhance the value of or render profitable any of the company's properties, rights or undertaking.
49. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.



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

1. To carry on the business of iron foundries, iron workers, steel foundries, furnace proprietors and machinists, iron & steel converters, smiths, wood workers, contractors, builders, painters metallurgists, manufactures of and dealers in railway materials, grinding media, pipes and tubes, machinery, plant, implements, tools and accessories and metal wares and to carry on all or any of the business of tool makers, boiler makers, brass foundries and foundries of all metals and metal compounds, ferrous and non-ferrous metal workers, mill-wrights, welders, fitters, manufacturers of steel metal and malleable grey castings including ferrous, non-ferrous, special and alloy steel, spring steel, forging quality steel, manufacturers and processors of forged components, railway track and wagon components and accessories, alloys, hardware items, plate makers, wire drawers, tube manufacturers, galvanisers, japanners, re-rollers, gas makers, packing case makers, general merchants and contractors and to buy, take on lease or hire, sell, import, manufacture, process, repair, convert, let on hire on otherwise deal in such products, their raw materials, stores packing materials, buy-products, their raw materials, stores packing materials, buy-products and allied commodities, machineries, rolling stock, hardware, mineral, metals, implements, tools, utensils, ground tools.
2. To manufacture and deal in heavy and light engineering products of ferrous and non-ferrous metal and to carry on the business of mechanical engineers and of manufacturers, dealers importers, exporters, assemblers, factory builders and repairs and contractors of locomotive and rolling stocks of all description of boilers, steam engines, internal combustion engines, tractors, turbines and all types of hydraulic machines, ornaments, machine tool and machinery of other description and builders of carriages, cars, carts and wagons and other vehicles and all appliances and machinery of all types.
3. To purchase or otherwise acquire any land, building or premises and to turn into account, develop, improve, alter, demolish, let out for the purpose of carrying on the business of hotel, lodge, restaurant, refreshment and tea rooms, coffee, milk and snack bars and as caterers and contractors in all its respective branches, bakers, confectioners, tobacconists, milk sellers, butter sellers, dairyman, grocers, poulterers, green grocers, farmers, ice merchants and ice-cream manufacturers; to manufacture, buy, sell, refine, prepare, grow, import, export and deal in provisions of all kinds, both wholesale and retail and whether solid or liquid and to establish and provide all kinds of conveniences and attractions for customers and others and in particular reading, writing and smoke rooms, lockers, safe deposits, telephones and telegraphs, stores, shops and lavatories.
4. To carry on the business of financing industrial, commercial and other enterprises whether by way of making loans or advances or by subscribing to the capital of such enterprises and to deal with and invest the moneys of the company in such manner and upon such securities as shall from time to time be thought necessary or for the benefit of the company and to lend, advance or deposit money, securities and property with or without any charge interest or security such to or with such person and to receive and accept deposits, advances and loans or borrow and raise money on such terms and conditions as may be thought expedient but the company shall not carry on any business amounting to the business of banking as defined in the Banking Regulations Act, 1949.
5. To carry on and undertake the business of finance, investment, trading, hire purchase, leasing chartering, renting and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plants, machineries and equipments including generators data processing equipments and computers, vehicles etc., that the Company may think fit and to subsidise, finance or assist in subsidising or financing the sale and maintenance of goods, articles or commodities of all and every kind and description by way of hire purchase or deferred payment or similar transactions upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable properties including land and buildings, plants, machineries, equipments, ships, aircrafts, automobiles, computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and/or used and to carry out financing operations and perform financing services including factoring, making of loans, both short and long term with provisions of financial software such as computer programme and to provide a leasing, finance and investment advisory and/or counselling services to leasing, financing, investment or other entities.



6. To undertake and carry on business of Safe deposit and Trust Companies and guarantee business in all their respective branches and to act as agents, factors, brokers, etc., and to carry on the business of underwriters and brokers of stock, shares, debenture stock, Government Bonds, Units of Unit Trust, National Savings Certificates and all other types of securities.
7. To carry on the business of general order suppliers, agents, brokers, commission agents financiers, investors, guarantors and underwriters.
8. To carry on all or any of the business of and act as traders, buyers, sellers, suppliers, merchants, importers, exporters, trading house, export house, indentors, commission agents, brokers, guaranteed brokers, agents, representatives, assemblers, packers, stockists, stores agents, distributors and dealers of and in goods, general produce, merchandise, commodities, articles, materials, things and substances of all kind and description and in particular paddy, wheat, oil seeds, gram, other grain and cereals, tea, coffee, cocoa, jute, cotton, rubber and all other kinds of agricultural and plantation products, food articles, forest products, edible and non-edible oils and fats, consumer and household goods, alcohol, building materials, hardware and stores, minerals and metals, industrial and other wastes and bye-products, vehicles, plant and machinery, stores, spare parts and accessories, commercial, natural and man-made fibres, yarns and textiles of all kind, jute and jute products, paper, cement, fertilizers, chemicals and drugs, bullion, precious stones, jewellery and ornaments, work of art, antique and curios.
9. To act as an Export House and a Trading House and to carry on all or any of the business or merchants, exports, importers of and dealers in (whether as principals, agents, brokers and otherwise) goods, general produce, merchandise, commodities, articles, materials, things and substances of all kind and description.
10. To invest in, sale, hold and otherwise deal in and invest in gold, silver, platinum or any precious stone (whether or not set in any furniture, utensils or other articles or worked or sewn into any wearing apparel), metal, alloy etc and to invest in any ornaments made of gold, silver, platinum or any other precious metal or any alloy containing one or more such precious metal whether or not containing any previous or semi-precious stone and whether or not worked or sewn into any wearing apparel.
11. To carry on the business as manufacturers, processors, fabricators, assemblers, engineers, repairers, contractors, traders, merchants, dealers, buyers, sellers, order suppliers, importers, exporters, indentors, stores agents, distributors, stockists, representatives, commission brokers and agents of electronic and electrical instruments, equipments and components such as transistors, integrated circuits and semi-conductors, diodes, electron tubes, valves resistors, conductors, capacitors, connectors relays and switches, circuit breakers, contractors, instruments, servo components, electro-acoustic devices, batteries, antennae, HF & VHF radio communication equipments, microwave systems, radio navigation aids, unclear electronic equipments, industrial and process instruments, electronic components, TV sets, video cassette recorders and players, machine tools, grinding machines, automatic lathes, drilling machines, planning machines, planogrinders, machinery of every description, precision tools, cutting and small tools, electric motors, pumps, generators transformers, electrical equipments, electric meters, cables, wires, coils, switch-gears, flame and drip proof motors, electric fans, regulator of all types, electric kilowatt hour meters, gas meters, electrical furnaces, control panels, control equipments for motors and generator magnets, industrial jewels, ammeter, voltmeters and other types of measuring equipments electrical or non-electrical, diecasting, screws, nut and bolts, transformers of all types, circuit breakers, hoists, elevators, gears, trolleys and coaches, winches, air compressors, welders, refrigerators, electric transmission towers, poles, tubes insulating materials, fuse and fuse wires, adopter, domestic washing machines, tape-recorders, tape deck, amplifiers, tuners, wireless apparatus including radio receivers and transmitters, micro wave components, radar equipments, electronic instruments, magnetic materials, electrical and electronic type-writers, sewing machines, watches and clocks, household appliances and component parts thereof.
12. To manufacture, process, import, export, buy, sell and deal in vana spati oils, de-hydrated vegetable oils, oils made or processes from seeds, cotton seeds, coconuts, products of plantation, horticulture, agriculture and forest produce and oil cakes, soap and lubricants made from such oils or as by-products thereof.



13. To carry on the business of millers in all its branches and to set up, construct, acquire, buy, sell, operate or work mills for milling wheat, paddy, gram, oil seeds, other grain and cereals, etc and produce flour, atta, maida, suji, rice, dal, besan, oil and all other allied and by-products.
14. To carry on the business as manufacturers, processors, fabricators, drawers, forgers, galvanisers, rollers, re-rollers, extruders, erectors, assemblers, mechanists, designers, engineers, contractors, traders, merchants, dealers, buyers, sellers, order, suppliers, importers, exporters, indentors, stores agents, distributors, stockists, representatives, commission-brokers and agents of all kinds and forms of ferrous and non-ferrous metals, aluminium, steels including mild, high carbon, spring, high speed tools, alloys, stainless and special, steel, iron castings, iron shaftings, bars, deformed bars, plane and cold twisted bars, bright bars, rods, flats, squares, hexagons, octagons, billets, ingots, wires, wire nails, screws, nuts, bolts, rivets, expanded metal hinges, plates, sheets, utensils, strips, hoops rounds, circles, angles, joints, channels, joists, steel tubes and pipe, pipe fittings, tools, implements, structurals, hardwares, poles, rails, scraps, rolling materials and other materials, and products of all sizes, specifications and description made wholly or partly of a lumium, iron, steel, brass, copper, lead, zinc and any other ferrous and non-ferrous metals.
15. To carry on all or any of the business of manufacturers, makers, assemblers, designers, processors, developers and convertors of all kinds of plants, machinery and equipment; engineers in all their respective branches (including marine, chemical, structural, mechanical, electrical, thermal, electronic, atomic and nuclear) engineering tool makers, machinists, railway and public works and general contractors, boiler makers, bridge builders, metallurgists, millwrights, iron masters, steel makers, steel converters, smelters, smiths, metal and wood workers, plate makers, metal foundries in all their respective branches and as constructors, erectors, fitters, servicers and repairers of and dealers in buildings and structures of all kinds, rolling-stock, implements, tools, plant, machinery, equipments, apparatus, appliances, products, utensils and other articles.
16. To produce, manufacture, purchase, refine, prepare, cast, mould, shape, import, sell and generally to deal in different alloys of a lumium sheets, circles, ingots, foils, powder, wires, utensils, fumitures, advertising, materials and other marketable and commercial products of a lumium including copper, brass, steel sheets, lead, zinc, enamel articles and all kinds of metal sand in connection therewith to acquire, work, construct, establish, operate and maintain factories, bauxite quarries, workshops and other works.
17. To carry on business as industrial consultants and/or advisers on matters and problems relating to all aspects of industrial operations including administration, management, organisation, accountancy, costing, financial, marketing, import, export, commercial or economic activities, labour, statistical organisation, methods, quality control, data processing, technical "know-how" operation, manufacture, production, storage distribution, sale and purchase of goods, property and to draw and design industrial plants and machineries and to act as consultants and advisers upon the means, methods and procedures for the establishment, construction, development, improvement and expansion of business, trade, commerce, industry, agriculture, buildings, real estates, plant or machineries and all systems, methods, techniques, principles in relation to the foregoing and to carry on business of rendering services on any one or more of a foresaid matters to any person, firm, company, trust, association, institution society, body corporate, government or government departments, public or local authority or any other organisation whatsoever, to act as intermediaries in the introduction of collaborators, sellers, purchasers, partners, tenants, agents, consumers and employees.
18. To grow, cultivate, produce, collect, purchase or otherwise acquire, plants, fruits, grains, seeds, cereals, roots and other agricultural and forest products and to prepare, manufacture, process, bottle, press, grind, crush, process, bake or otherwise treat the same and prepare food products including rice, flour, bread, barley, tea, coffee, cocoa, sugar, chutneys, pickles, jam, jelly, squash, sauce, cider, condiments, beverages, confectionery, sweets, cake, biscuit, chocolates, candies, chewing gum, peppermints, fruit drops, sugar glucose, syrups, juice, oil, extracts, solvents, pulses, spices, honey, hay, straw, animal feeds and other things and articles which may conveniently be prepared or manufactured therefrom and to sell, market, barter or deal with the aforesaid things, products articles either in prepared or manufactured condition or in raw state and either by wholesale, retail or in any other manner and to manufacture, process, prepare, preserve, can, refine, bottle, buy, sell and deal whether as wholesalers or retailers or as exporters or importers or as principals or agents in milk, cream, butter, cheese, bacon, pork-pie, sausage, meats, eggs and other dairy and poultry products, vegetables, roots, canned, tinned and processed foods, delicatessen, protein, health and instand foods including baby and dietic foods, powdered and condensed milk, cereals, beverages, cordials, tonics, restorative and aerated mineral waters and food stuffs both natural and synthetic wholly or in part and consumable provisions of every



description for human or animal consumption and to manufacture, produce, grow, process, preserve, can, bottle, refine, buy, sell and deal in ice, ice-candy, ice-cream and other ice products, carbonated, aerated and mineral waters, fruit juice, wines, liquors and other alcoholic, non-alcoholic or synthetic drinks, dairy products, fresh, dehydrated, preserved or processed vegetables, fruits, oils, seeds and other farm, agriculture or food products.

19. To carry on business as cold storage-keepers, manufacturers of Air-conditioning and cold storage apparatus, refrigerators and kindred articles and to acquire, construct, build, equip and maintain cold storages, storages, chambers, godowns, warehouses, workshops, show rooms, shops, containers, vehicles, plants, machineries, equipments, refrigerators, room coolers and freezing houses for storing and preserving all types of fruits and vegetables, dehydrated foods, provisions medicines, commodities, articles, things and preparations of all kinds and description whatsoever and to carry on and undertake storage, packing, removing, carrying, delivery, purchase, sale and exchange of the same.
20. To invest in, acquire whether by original subscription, participation in syndicate, tender, purchase, exchange or otherwise, sell transfer subscribe for, hold and otherwise deal in any shares, bonds, stocks, debentures, debenture stocks, obligations and securities issued or guaranteed by any company or companies constituted or carrying on business in India or elsewhere and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any Government, State, Sovereign, Commissioner, Central or Provisional public body or authority supreme, municipal local or otherwise whether in India or elsewhere and to promote, form or acquire any company and to take, purchase or acquire shares or interests in any company and to transfer to any such company any property of this company either out of its own funds or out of funds that it might borrow.
21. To carry on all kinds of business of designers, manufacturers, processors, assemblers, dealers, traders, distributors, importers, exporters, agents, consultants, system designers and contractors for erection and commissioning on turnkey basis or to deal in any other manner including storing, packing, transporting, converting, repairing, installing, training, servicing with regard to generating, accumulating, transmitting, distributing and supply of wind power and for all other purposes for which power, energy can be employed and to manufacture and deal in all apparatuses with the generation, distribution, supply, accumulation and employment of Wind Power.
22. To carry on within India and abroad, the business of importing, exporting, assembling, developing, inventing or otherwise dealing in Computers, Computer Software, plotters, scanners, electronic photo composing machines, floppy diskettes and drives, compact discs, compact disc writers and drives, all types of computer tapes and tape drives, all kinds of printer ribbons, ink, paper, cassettes.
23. To carry on the business of manufacturers, buyers, sellers, dealers, exporters, importers, of pilferproof caps, screw caps, R.O. caps, B.T. caps, tear-down caps, tear-off caps, crown closures and other sorts of bottle caps and closures, all sorts of washers, wads for caps (i.e. cork, foil, board, rubber, P.V.C., synthetic compounds), aluminium sheets, caps, foils, scraps & sheet cuttings, tin sheets, scraps and cuttings, black plates, tin free steel (TFS), PCRC, cork sheets, mosquito coil repellent, insecticides and to deal in and manufacture tin containers, aluminium containers, collapsible tubes and all sort of metallic or non-metallic containers, cans, boxes, drums, cylinders, packagings and receptacles of all kinds and to undertake metal printing, coating, varnishing, printing, designing, enamelling, electroplating, engraving or otherwise decorating the aforesaid products or any of such products or articles and to act as packers.
24. To carry on the business of manufacturers, buyers, sellers, dealers, exporters, importers of bags, containers, boxes, bottles, cans, drums, cylinders, packagings, receptacles, wrappers and other packing materials of tin, aluminium, alloy, metal, glass, paper, board, timber plywood, card board, veneer, cloth, leather, jute, gunny, hessian, fibre, plastic, synthetic and other materials.
25. To carry on the business of generating synthetic fuel/gas from the gasification of rice husk, wood, coal or any such a solid Bio mass fuel for direct thermal application and/or for generation of power meant for Industrial use and other usage. To carry on the business of generation, distribution, sales, supply, service, trading of electricity generated from alternative/green energy sources.



IV The liability of the members is limited.

*, **, **V The authorised share capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 16,00,00,000 (Sixteen Crores Only) equity shares of Rs. 1/- (Rupee One Only) each carrying appropriate dividend as * [may be permitted at law (Free of Company's tax but subject to deduction of tax as required under the provisions of the Indian Income Tax Act, 1961, for the time being in force), subject to be increased or decreased in accordance with the Company's regulations and legislative provisions for the time being in force in this behalf, and with power to divide the shares in the capital for the time being in force in this behalf, and with power to divide the shares in the capital for the time being into Equity Share Capital, Preference Share Capital with or without voting rights as may be permissible at law, and to attach thereto respectively, any preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the provisions of the Companies Act, 2013 and 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.]

**** Amended vide Special Resolution passed by the Shareholders in Postal Ballot dated 27th November, 2025.**
#Amended vide ordinary resolution passed at the Extra Ordinary General Meeting held on 3rd December, 2012.
the authorized share capital of the Company comprising 1,000,000 equity shares of face value of ₹ 10 each was sub-divided into 10,000,000 equity shares of face value of ₹ 1 each aggregating to Rs. 1.00 Crore.
###Amended vide special resolution passed at Annual General Meeting held on 10th September, 2014 to increase the Authorized Capital from Rs. 1.00 Crore to Rs. 7.50 Crores.
@Amended vide Special Resolution passed at the Annual General Meeting held on 24th September, 2020.
*** Amended vide Ordinary resolution passed at Annual General Meeting held on 13th September, 2022.**



We, the several person whose name, addresses and descriptions are subscribed below are desirous of being formed into a Company in pursuance of the Memorandum / Articles of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names:

| Signatures, Names, Addresses, Father's Name, Description & Occupation of each Subscriber | Number of Equity Shares to be taken by each Subscriber | Signature, Name, Address, Description, Occupation and Membership No. Of Witness |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| Subscribed: Mahabir Prasad Agrawal 50 Lake Terrace Prasad Agrawal 341, S.H. Poly Road Kolkata - 700038 Business 8000 (Eight Thousand only) | | Witness to all Subscribers Sandip Kumar Verma, FCS # 55B, 21 Main Road, 700 001 Kolkata - 700 001 FCS, C.P. 4837 O.C. 1, Probation |
| B.D. Agrawal B.D. Agrawal 90 Lake Terrace, Road Agrawal 341, S.H. Poly Road Kolkata - 700038 Business 7000 (Seven Thousand only) | | |
| Sanjit Kumar Agrawal 341, S.H. Poly Road Kolkata - 700038 Business 7000 (Seven Thousand only) | | |
| TOTAL | | |
| | | |

Kolkata, Dated 16th day of March, 2010

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CERTIFIED TRUE COPY

MANUSIA COATED METALS & INDUSTRIES LIMITED

Shruti Agrawal
Company Secretary

We, the several person whose name, addresses and descriptions are subscribed below are desirous of being formed into a Company in pursuance of the Memorandum / Articles of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names:-

| Signatures, Names, Addresses, Father's Name, Description & Occupation of each Subscriber | Number of Equity Shares to be taken by each Subscriber | Signature, Names, Addresses, Description, Occupation and Membership No. Of Witness |
|-----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Kanta Devi Agrawal Kanta Devi Agrawal D/o. Late Sagar Mal Kanodia 391, S.N. Roy Road, Kol-Kata-700038 HOUSEWIFE | 7000 (Seven thousand only) | <p>Witness to all signatures</p> <p>Sandip Kumar Agrawal, B.L.B. 41 ESE, 21 Kanodia Bar Sonari Kolkata-700038 B.L.B. 12/12/10 D/o: Prabha</p> |
| Mangli Agrawal Mangli Agrawal D/o. Late Lokanath Khadkar 391, S.N. Roy Road, Kol-Kata-700038 House Wife | 7000 (Seven thousand only) | |
| TOTAL | | |

Kolkata, Dated 12th day of March, 2010

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CERTIFIED TRUE COPY

MAHARAJA COATED METALS & INDUSTRIES LIMITED

Shanti Agrawal
Company Secretary

We, the several person whose name, addresses and descriptions are subscribed below are desirous of being formed into a Company in pursuance of the Memorandum / Articles of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names:-

| Signatures, Names, Addresses, Father's Name, Description & Occupation of each Subscriber | Number of Equity Shares to be taken by each Subscriber | Signature, Names, Addresses, Description, Occupation and Membership No. Of Witness |
|-------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| Prachi Agrawal Prachi Agrawal B/o Sunil Kumar Agrawal 391, S.N. Roy Road, Kolkata - 700038 Student | 7000 (Seven thousand only) | Witness: to all subscribers Sandeep Kumar Agrawal, FCS # 55B, 21, Hazratganj Bara Road Kolkata - 700001 FCS No: 7251 Sec. Agrawal |
| Anirudha Agrawal S/o Sunil Kumar Agrawal 391, S.N. Roy Road Kolkata - 700038 Student | 7000 (Seven thousand only) | |
| TOTAL | 5000 (Five thousand) | |

Kolkata, Dated 16th day of March, 2010

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CERTIFIED TRUE COPY

MANAKSIA COATED METALS & INDUSTRIES LIMITED

Shanti Agrawal
Company Secretary