

MEMORANDUM OF ASSOCIATION  
OF  
**KAYCEE INDUSTRIES LTD**

1. The name of the Company is “Kaycee Industries Ltd.”
2. The Registered Office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of the Registrar of Companies, Maharashtra at Mumbai. #
3. The objects for which the Company is established are the following :—
  - (a) To manufacture, repair, purchase, supply, import, export, or otherwise deal in machine tools, pumps and other hydraulic equipment, boilers, turbines, Steam and Diesel engines, and other kinds of Prime Movers, Locomotives, Wagons, Boats, and other kinds of Vehicles, Textile, Paper, Printing, Cement, Sugar, Metal and Wood Working and all other kinds of Industrial Machinery, Bicycles, Typewriters, Duplicators, Sewing Machines, and all other kinds of office, domestic and other Machines, tanks, containers, and all other kinds of machinery and apparatus and component parts of all these and to conduct all operations connected therewith and incidental thereto.
  - (b) To manufacture, repair, purchase, supply, import, export, or otherwise deal in electric motors and generators, transformers, switchgear, meters, instruments, wires and cables, lamps, fans, fittings, electro-medical and X-ray apparatus, heaters, radiators, ovens, refrigerators, Air Conditioning Equipment and all other kinds of appliances, telephonic, telegraphic and wireless and other Signalling and Communicating apparatus and various other kinds of electrical machinery, instruments, apparatus and goods and component parts of all these and to conduct all operations connected there-with and incidental thereto.
  - (c) To manufacture, refine, purchase, supply, import, export or otherwise deal in all kinds of scientific apparatus, laboratory equipment, chemicals, gases, oils, fuels, paints, pipes and fittings, Bolts and Nuts, Screws, Nails, Hardware tools, metal-ware, wood-work, leather-ware, rubber goods. Glass-ware, Porcelain, Enamel-ware, Synthetic plastic materials, and other allied and subsidiary goods and accessories and to conduct all operations connected therewith and incidental thereto.

*# altered vide Resolution passed at Annual General Meeting held on 29.09.2016*

- (d) To establish, acquire, lease, convert, work, let and sell factories, workshops, Laboratories, Plantations, Lands, Buildings, Mines and Quarries for the manufacture, preparation, extraction, growth or treatment of materials, goods, apparatus, machinery and other things used in any business or merchandise within the scope of this company and to do all other things connected therewith and incidental thereto.
- (e) To trade and deal in any article belonging to any such business and in all apparatus, appliances, raw materials and things used in connection therewith, or with any invention, patent or privilege for the time being belonging to the Company.
- (f) To carry on the business of suppliers of light, heat, gas and electrical power.
- (g) purchase or otherwise acquire the business of any other company, association, corporation or partnership formed for the purposes of carrying on business within the objects of the Company, and to buy, take over and discharge any or all liabilities thereof.
- (h) With the sanction of a special Resolution passed by the Share-holders of the Company in general meeting to amalgamate with any other company or companies whose objects in whole or in part are similar to or include objects similar to those of the company, on such terms as may be agreed upon between the several companies, subject to the liability of all the companies concerned being taken over by the amalgamated company.
- (i) To promote, form, invest in or join in promoting, forming or investing in or otherwise take interest in any subsidiary or other company whose objects are, in whole or part, similar to any of the objects of the company and to pay cost, charges and expenses preliminary or incidental to the promotion, formation or establishment, registration and advertising of any such company and the issue of its capital or securities and to guarantee payment of any debentures, debenture stock and other securities issued by any such company and the interest thereon and the payment of interest or dividend upon the stock or shares of any such company.
- (j) To promote, form or join in promoting or forming any company or companies for the purpose of acquiring by purchase, exchange or otherwise all or any of the undertakings, property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to pay the costs, charges and expenses, preliminary or incidental to the promotion, formation, establishment, registration and advertising of any such company and the issue of its capital or securities and to guarantee the payment of any debentures, debenture stock or other securities issued by any such company and the interest

thereon, and the payment of interest or dividend upon the stock or shares of any such company.

- (k) To carry on all and any other trade or business which can in the opinion of the Company be advantageous or convenient by way of extension or in connection with Company's business or is calculated directly or indirectly to develop any branch of the Company's business or increase the value or turn into account any of the Company's assets, properties or rights.
- (l) To purchase, construct, maintain, alter, take on lease, let, exchange or otherwise acquire any movable or immovable property for the purpose of the Company.
- (m) To purchase, acquire, lease any patents, rights or privileges which the Company may think necessary or convenient for the purpose of its business.
- (n) To borrow, raise or secure the payment of moneys by mortgage or any other manner the Company shall think fit for the purposes said above, and to charge all or any of the Company's properties or assets, present or future.
- (o) To invest and deal with the funds of the Company not immediately required for the purposes of the company in such manner as may be deemed expedient.
- (p) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, handiest, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (q) To grant bonuses, allowance and gratuities to employees of the Company or the dependants of such persons and to support or to subscribe to any charitable institutions, clubs, societies and other benevolent funds.
- (r) To sell or dispose of the undertaking or property of the Company or any part thereof in such manner and for such consideration as the Company may think fit and to improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (s) To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books, magazines, periodicals, or by granting scholarships, exhibition prizes, rewards or donations.
- (t) To do all or any of the above things in any part of the world either as principals, agents, trustees or otherwise and by or through agents, sub-contractors or trustees.

(u) To do such other things as are incidental or conducive to the attainment of the above objects or any of them.

\*(v) To Manufacture, repair, purchase, supply Import, export ,trading or otherwise deal in Micro processor based Electronics equipments, machinery for Traffic signaling Systems, Energy meters Data processing and display machines, equipments for information, personal computers, Kiosk machines and all type of electronics and electrical machineries.

\*(w) To purchase, sell, develop, lease, hire or otherwise acquire, whether for investment or sale any real, commercial or personal estate including lands, mines, business, building, factories, mill, houses, cottages, warehouses, mineral rights, concessions, privileges, licences, easement or interest in or with respect to any property or interest in or with respect to any property.'

4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them. #
5. The Share capital of the Company is Rs. 97,50,000/- divided into 97,500 ordinary shares of Rs. 100/-each.
6. The Company shall have powers to increase or decrease its capital and to divide the share in the capital for the time being into several classes and to attach thereto respectively such preferential deferred or qualified or special rights, privileges or conditions be determined by or in accordance with the regulations of the Company and to vary or 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.

*\*Inserted vide special resolution passed by the members of the Company through Postal Ballot process dated July 13, 2009.  
# altered vide Resolution passed at Annual General Meeting held on 29.09.2016*

We, the several persons whose names and addresses are subscribed are desirous into a company in pursuance to the Memorandum of Association and respectively agree to take the number of the shares in the capital of the Company stat B against our respective names.

Names Addresses and Description	Signature Subscribers	Number of shares	Withness to the Signatures
1. Kishenchand, Merchant, C/o. Kayee & Co. Ltd., Lahore	Kishenchand	100 Ordinary	
2. V. H. Advani-Service C/o Eastern (Sales) Ltd., Lahore	V. H. Advani	25 do	
3. Gumukhadas-Service C/o. Eastern (Sales) Ltd. Lahore	Gurmukhdas	50 do	
4. Sardari Lal – Service C/o. Eastern (Sales) Ltd. Lahore	Sardari Lal	20 do	
5. Ram Narain Batra-Service C/o. Eastern (Sales) Ltd. Lahore	R. N. Batra		
6. Pritam Lal Sachdev – Service Radio Lamp workds Ltd., Lahore	Pritam lal	25 do	
7. Naraindas Kapur, Auditor, 14, Cooper Road, Lahore	N. D. Kapur	25 do	

Dated at Lahore this Fourteenth day of December 1942.