

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

Mayur Leather Products Limited

1. The name of the Company is MAYUR LEATHER PRODUCTS LIMITED.
2. The Registered Office of the Company will be situated in the STATE OF RAJASTHAN.
3. 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 manufacturing business of shoe upper of leather and synthetic leather
 2. To carry on manufacturing of shoes and chappals made out of above mentioned uppers.
 3. To carry on manufacturing of all kinds of hand bags, purses, wallets, belts, brief-cases, suit-cases, travelling bags, wrist-watch straps etc., made out of leather and leather cloth materials
 4. To carry on manufacturing of garments, made out of leather.

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

1. To purchase, sell acquire, manufacture, construct, erect, maintain work, install, import export and otherwise acquire and deal in all materials and substances and ancillaries used in process of dealing in various items and doing various things mentioned under the main objects and deal in any of the by-products of the manufacturing processes which the company may undertake
2. To plant, cultivate, produce, raise, manufacture, purchase or sell, import, export or otherwise handle or deal in land products required to run the plants of the company and to acquire land and fields for the same
3. To offer technical services and provide all assistance in planning, construction, erection and installation of appliances, apparatuses, equipments, plant and machinery related to the business of the company and to obtain technical services in repairs, maintenance and replacement thereof and to employ, remunerate and collaborate with experts for the purpose.
4. To design, construct, fabricate and manufacture buildings, mills, factories, plants, equipments, accessories, apparatus, parts and machinery required for the business of the Company and to build, erect, construct, furnish or re-furnish, equip, maintain or improve any building, structure, edifice, hall, enclosure, studio for the use of the company, its employees or other persons connected with the affairs of the company or business subsidiary to the objects of the company.
5. To establish, equip, maintain, subscribe to or become member of training, institutions, research laboratories, research institutions and experimental workshop for scientific and technical research and experiments and to carry on analytical, experimental and other works and research for implementing the objects.
6. To apply for and procure licences under the Industries (Development and Regulation) Act for establishment of new industries for attainment of its main objects.
7. To use trade-marks or trade-names of brands for the products and goods of the Company and adopt such means of making-known the business and products of the Company or any other Company in which this Company is interested as may seem expedient and in particular by advertising in newspapers, magazines, periodicals, radio, television and cinema, by circulars, by purchase and exhibitions, of works of art or interest, by opening stores and exhibitions, by publication of periodicals, calendars, diaries or any other materials of publicity by distributing samples and granting prizes, rewards and donations subject of the provisions of

Section 293 A of the Companies Act, 1956.

8. To acquire and undertake the whole or any part of the business, property, assets, undertakings, belongings, funds, obligations, contracts and agencies, rights or liabilities of any person, Government, 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 purpose of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly to benefit the Company, either in full or in part or enter into partnership, joint venture or any other arrangement which the Company may deem fit, with such person, Government, Firm, Company or body corporate on such terms conditions and considerations as the Company may think fit.
9. To pay any premia, commission or salaries and to pay for any property rights or privileges acquired by the Company or for services rendered or to be rendered in connection with the promotion or formation of the business of the company or in case of conversion into public company for services rendered or to be rendered by person, firm or body corporate in placing or assisting to place or guaranteeing the placing of any of the shares of the Company or any other debentures, debenture-stock or other securities of the Company either wholly or partly in cash or in shares, bonds, debentures or other securities of the Company and to issue any such shares either as fully paid up or with such amount credited thereon as may be agreed upon and to charge any bonds, debentures and other securities and all or any part of the property of the Company.
10. Subject to the provisions of section 58A of the Companies Act, 1956 and the Rules framed thereunder and directions issued by Reserve Bank of India from time to time to borrow or raise money or receive money on deposit, on interest or otherwise in such manner as the Company may think fit and in particular by the issue of debenture or debenture-stock, perpetual or otherwise and in security of such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets and revenues of the company present or future, including its uncalled capital by special arrangement or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders, power of sale or other powers as may seem expedient and to purchase, redeem or to pay off any such securities. However, the Company shall not carry on banking business as defined in the Banking Regulations Act, 1949 for the time being in force.
11. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
12. To take into consideration and approve and confirm all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the

- body corporate having objects altogether or in part similar to those of the Company.
20. To do all or any of the above things in any part of the worlds parincipals, agents or otherwise and either alone or in conjuuction with others and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the world.
 21. 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 and with or without any declared trust in favour of the Company.
 22. Subject to the provisions of the Act of merge, reconstruct, amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession 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 can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
 23. To establish, promote, or concern in establishing or promoting any Company or companies for the purpose of acquiring all or any of the rights, liabilities 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 such other Company or Companies.
 24. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other funds, whether for depreciation or for repairing, replacing, improving, extending or mantaining any of the property of the Company or for any other purpose whatsoever and to transfer from any such fund or part thereof to any the other funds in mentioned.
 25. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any associations institutions or funds in any way connected with any particular trade or business of scientific research, industry or commerce which is directly or indirectly deemed conducive for the attainment of main objects.
 26. To establish the agencies in India and elsewhere and to regulate and to discontinue the same in connection with the business of the company.
 27. To establish the branches of the Company and to get them recognied in any part of

the world outside the Union of India.

28. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund, gratuities, pensions, allowances, emoluments, bonus, profit sharing bonus, benefits or any other payment to any person who are or were at any time in the employment or service of the Company or its predecessors in business or of any Company which is a subsidiary of the Company or is an allied to or associated with the Company or with any such subsidiary or who are or were any time Directors or Officers of the Company or any of such dependent or connection 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 or contributing to any Institution, Association, funds, clubs, trusts, profit sharing or other schemes and by providing, subscribing or contributory towards place of instruction and recreation, hospitals and dispensaries, medical and other attendances and to make payments to or towards the insurances of such person as aforesaid and to do any of the matter aforesaid either alone or in conjunction with any other Company as aforesaid.
29. To issue as fully or partly paid up any shares, securities, bonds, debentures or other obligations of the Company in consideration of any privileges, concessions or rights or any property transferred, services rendered to the Company and accept any consideration for any property sold or otherwise disposed of by the Company, fully or partly paid up shares or securities or bonds, debentures or other obligations of any other Company.
30. To enter into any collaboration or arrangements with the Government of India or any Foreign Government of Companies, with any State or with any authorities, municipal, local or otherwise or with any person, that may seem conducive to the Company's objects or any of them and to apply for and obtain and to purchase or otherwise acquire from any such Government, State Authorities or persons any rights, powers, privileges, licences, decrees, sanctions, grants and concessions whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and acquire and to carry out, exercise and to comply with any such arrangements, rights, powers, privileges, licences, decrees, sanctions, grants concessions.
31. To subscribe in or donate to or guarantee money for any National, Philanthropic, charitable, benevolent, public, general or useful fund or organisation, association, institution or for any exhibition or for any purpose which may be likely, directly or indirectly to further the objects of the Company or interest of its members subject to the provisions of the Companies Act, 1956.
32. To make arrangements with persons engaged in any trade, business or profession for the concession to the Company's members ticket holders and their friends of any special rights, privileges and advantages and in particular in regard to the

supply of the goods.

33. To aid, assist and finance any industrial undertakings, projects enterprises whether owned or run by Government of India, Government of Rajasthan, firm or individual for extension of its work and business.
34. To undertake and execute any trust either gratuitously or otherwise.
35. On winding up of the Company to distribute all or any of the property of the Company or any proceeds of sale or disposal of any of the properties of the Company amongst the members in specie or kind subject to the provisions contained in the Companies Act, 1956.

(C) OTHER OBJECTS:-

1. To manage and deal in land, building and other properties; to collect rents and income and to supply tenants and occupiers and others refreshments, attendance, messages, light, waiting-rooms, reading rooms, meeting rooms, lavatories or laundry, conveniences, electric conveniences, stables and other advantages.
2. To carry on the business of hotel, restaurant, cafeteria, beer-house, lodging house keepers, licenced victuallers, wine, beer and spirit merchants, malters, dealers and manufacturers of aerated and artificial waters and other drinks, purveyors, caterers for public amusements, coach-cab carriage and motor car proprietors, livery, stable and garage keepers, importers of food, live and dead stock for the business of the company, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspapers rooms, libraries, grounds and places of amusements, recreations, sports, entertainment and instructions of all kinds, theatrical and opera box office proprietors and general merchants.
3. To carry on the business as farmers, house keepers, millers and gardeners, agriculturists and horticulturists.
4. To carry on the business of manufacturers and suppliers of plants, machinery and equipments, stores, tools, gadgets, wire drawers, tubes, boilers and other mechanical and electrical products, devices, contraptions, instruments, spares and components and to procure agencies for the same and to develop, acquire, supply plans, drawings, estimates, project-reports and know-how for industries, business Companies, services and public bodies and Governments.
5. To process and manufacture, import, export, buy, sell or otherwise deal in jewellery and semi-precious stones of all varieties, articles of handicrafts and architects and curios, garments and readymade clothes, wool and other fabrics.
6. To process, machine, grind, extract, grow, buy, sell, manufacture, refine, prepare,

crush or otherwise deal in all kinds of oil, seeds, wheat, rice and rice brans and other agricultural products and oleaginous and saponaceous substances and all kinds of by-products or ingredients thereof, ghee from whatever source and method including oil seeds, oil cakes, rice bran and other oil containing medias, de-oiled cakes, deoiled meals for consumption, balanced food and baby food.

7. To carry on the business of manufacturing and/or processing animal foods for cattle, fowl, chicken and for all kinds of birds and animals and to manufacture, import, export, buy, sell or otherwise deal in such products and by-products.
8. To carry on the business of manufacturers and printers of tin containers, drums and other packing articles made of metals or card-board or hard-board or of any other material or substance and to manufacture, buy, sell import, export, convert, recondition or otherwise deal in such products.
9. To carry on the business of canning and dehydration of fruits, vegetables, pickles and to prepare, manufacture, process such other items of fruits, vegetables and roots and to carry on the business of cold storages or deep freezers.
10. To carry on the business of manufacturers, processors, importers, buyers, sellers, stockists, agents and distributors of and/or dealers in all kinds of P.V.C. and plastic products and goods, including P.V.C. pipes, sheets, linings, conduit pipes and ancillary products, resins and high density polythene products.
11. To carry on the business of manufacture, processors, importers, buyers, sellers, stockists, agents and distributors of and/or dealers in metal drawing equipments, metal press working, utensils of brass, steel, aluminium and their accessories, components and spares of any kind.
12. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and dealers in pulp, paper and boards products of all type, transparent paper, craft paper, carbons, inks and parchments.
13. To carry on the business of manufacturers, processors, importers exporters, buyers, sellers, stockists or otherwise dealers in precision, instruments, tools and accessories nut bolts.
14. To carry on the business of and to render services in the field of electroplating, galvanising and anodising.
15. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and/or dealers in automobile and automobile parts, accessories, tyres and tubes. lubricants, automotive oils, fuel, gas, batteries and the accessories thereof.

promoters of the Company and further to enter into any arrangements, agreements of contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in connection with the formation or promotion of the company.

13. To purchase, take on lease or in exchange, hire or otherwise acquire real and personal property and any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, building, stock-in-trade and to construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Company.
14. To draw, make, accept, endorse, Discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments and to open an account or accounts with any scheduled bank or banks and to pay into and to withdraw money from such account or accounts.
15. Subject to the provisions of law to invest and deal with the money of the Company not immediately required in such manner as the Company may deem fit. But the Company shall not carry on any banking business as defined under Banking Regulations Act, 1949.
16. Subject to the provisions of Section 58A Companies Act, 1956 and the Rules framed there-under and the directions issued by Reserve Bank of India from time to time to receive, grants, loans advances or other moneys or deposits or otherwise from the State or Central Government, banks, companies, trusts or individuals with or without allowing interest thereon.
17. To subscribe, to become a member of 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 procure from and communicated to any such association such information as may be likely to further the objects of the Company.
18. To communicate with Chamber of Commerce and other mercantile and public bodies through out the world and concern and promote measure for the protection of the trade, industry and persons engaged therein.
19. To lease, let out on hire, sub-let, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part of the undertaking, any land, business property, rights or assets of the company including all and every description apparatus or appliances or any shares of interest therein respectively in such manner and for such consideration as the Company may think fit and according to procedure of Company Law and in particular for shares, debentures or securities of any other

16. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and/or dealers in surgical items and medical equipments, accessories required in hospitals and dispensaries.
17. To carry on the business of manufacturing, processing, manipulating, crushing, importing, exporting, buying, selling or otherwise dealing in fertilizers, pesticides insecticides and other allied products.
18. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and/or dealers in ceramic, glass and insulators.
19. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and/or dealers in cement and cement products.
20. To carry on the business of transport whether by road, air or sea and to carry on all kinds of business of transport agents, clearing agents and to carry on the business of transportation in all or any of its branches.
21. To carry on the business as promoters, underwriters, financiers, investors, hirepurchase dealers, contractors, concessionaires, merchants and other agents and to carry on all kinds of business of investment including shares, debentures or any other securities and to undertake, carry on and execute all kinds of financial, commercial and trading operations excluding the business of banking within the meaning of the Banking Regulations Act, 1949.
22. To purchase, take on lease, licence or concession or otherwise acquire, mineral oils, beneficiation, dressing, concentration and refining plants and rights and privileges therein and to explore, prospect, work develop, administer and manage the same.
23. To carry on the business or business of spinning, weaving , combing manufacturing, darning, preparing, packing, bleaching, dyeing, colouring, processing, finishing, selling and buying or dealing in cotton, staple, silk and other fibrous and synthetic sustances including waste and raw wool and wool tops.
24. To carry on all or any of the business of agents, chief agents or licenced agents of any Compny or Companies and further to acquire exclusive distribution rights, to act as agents of Indian and Foreign manufacturers particularly dealing in plant, machinery, tools, spares, electric goods and articles.
25. To engineer, develop, design, assemble, manufacture, produce, import and export, buy, sell and otherwise deal in industrial, mining, agricultural machines and all

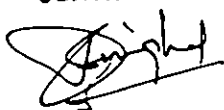
types of tools, plants, equipments, instruments, appliances and hardware of all kinds, general fittings, accessories and appliances of all description made of metal, alloy, glass, synthetic and other fibres, chemicals and PVC compounds, plastics or any other materials.

26. To compose, print, lithograph or by block-making or engraving or by any other means and methods whatsoever, musical pieces, plays, openings, programmes or other devices for amusement and entertainment. To make, manufacture, purchase, import, sell, export, hire or otherwise dispose of film records or other material for recording songs, poems or other pieces of entertainment or print or publish books, pamphlets, periodicals, magazines, journals or other papers.
27. To enter into agreements with authors or assignees of the copyright in respect of any films, stories, operas, operettas, burlesques, dramas, compositions, musical performances, songs, records, ballets or other musical, dramatic performances or to acquire temporarily or permanently such rights and interest for the purposes of resale.
28. To make, manufacture, sell, import, hire or otherwise deal with gramophones, victrolas or appliances or machinery or goods connected therewith.
29. To carry on the business of manufacturers of and dealers in water-proof and fabrics, pavliners, American clothes, floor clothes and all kinds of imitation leathers and rubbers.
30. To provide all types of financial and Company law services to industries and to act as financial and investment Consultants.
31. To carry on manufacturing and trading business of shoe uppers, shoes, chappals, soles and all other related goods made of synthetic and natural material except leather and synthetic leather.
32. To carry on the business of general trading including activities of buying, selling, import, export, stockists, agents in such goods and commodities as manufactured, produced or otherwise available in the country and to import into the country such goods and commodities as the Company may from time to time determine, including the service as a channel for the outflow of goods to the export market and to take such steps as may be considered necessary by the company to promote exports and to serve as a channel for the inflow of goods imported by various agencies.

Inserted vide special resolution passed through the Postal Ballot result declared in the nineteenth Annual General Meeting of the Company dated 10.07.2004.

- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs. 5,80,00,000/- (Rupees Five Crore Eighty Lacs) divided in to 58,00,000 Equity Shares of Rs. 10/- each.

CERTIFIED TRUE COPY





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

Sl. No.	Signature, Name, Address Description and Occupation of the Subscribers	No. of Equity Shares taken by each Subscribers	Signature, Name, Address Description and Occupation of Witness
1.	Sd/- (Suresh Kumar Poddar) S/o Shri Champa Lal Poddar 15 Sarat Chatterjee Avenu, Calcuta-700029 Business	1 (one)	Witness to both the subscribers Sd/- (Pradeep Garg) S/o Shri H. C. Garg 3, Gangwal Park Jaipur Advocate Sd/- (Sunil Shukla) S/o Shri M. M. Shukla 6, Ajmer Road, Jaipur-302001 Chartered Accountant
2	Sd/- (Rajesh Virendra Gupta) S/o Shri Virendra Gupta O-8, Ashok Marg, 'C' Scheme, Jaipur Business	1 (one)	

Total No. of Equity Shares subscribed 2 (Two)

Dated the 31st day of January, 1987

Place : Jaipur