

MEMORANDUM OF ASSOCIATION
OF
SIMMONDS-MARSHALL PRIVATE LIMITED.

For Asstt. Superintendent of Stamps,
Bombay.

Asstt. Registrar of Companies.
Maharashtra, Bombay.

1. The name of the Company is "SIMMONDS-MARSHALL
PRIVATE LIMITED".

Asstt. Registrar of Companies,
Bombay.

2. The Registered Office of the Company will be situated in
the State of Maharashtra, Bombay.

3. The objects for which the Company is established are:—

- (a) To carry on all or any of the businesses of importers, exporters, manufacturers of or dealers in cold die casting, gears, pinions, arbors, nuts, bolts and screws, automat machineable materials, plating of all types, anodising, oxidising, sheet metal fabrication, welding of all types, castings, patterns, dies tools, jigs, fixtures, gauges, machining, turning, fitting, designing, heat treating, painting, ink manufacture and pens-syphon capillary and lockings and other fastening devices, filtration and hand tools, electronic and mechanical instruments.
- (b) To carry on the business of steam, mechanical and electrical engineers and contractors, suppliers of light, heat, sound and power.
- (c) To carry on business as iron-founders, mechanical engineers and manufacturers of agricultural implements and other machinery, tool-makers, brass-founders, metal-workers, boiler makers, mill-wrights, mechanists, iron and steel converters, smiths, wood-workers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas-makers, farmers, printers, carriers and merchants, and to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling-stock and hardware of all kinds, and to carry on any other business (manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with the above or otherwise calculated, directly or indirectly, to enhance the value of any of the Company's property and rights for the time

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being; to carry on any business relating to the winning and working of minerals, the production and working of metals, and the production, manufacture and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the Company or any contracts undertaken by the Company and either for the purpose only of such contracts or as an independent business; and to undertake and execute any contracts for works involving the supply or use of any machinery and to carry out any ancillary or other works comprised in such contracts.

- (d) To carry on in India or elsewhere the trade or business of purchasing, hiring, or otherwise acquiring and making, building or manufacturing railway carriages and wagons and other carriages, wagons, carts, trucks, vehicles, locomotives, engines, rolling-stock and conveyances of all kinds, whether for railway, tramway, road, field or other traffic or purposes, and also rails and railways and tramways, plant and all machinery, materials and things applicable or used in accessory thereto, and letting or supplying all or any of the things heretofore specified to coal proprietors, railways and other persons from year to year or for term of years or otherwise at annual or other rents, and of repairing and maintaining the same respectively, whether belonging to this Company or not, and of selling, exchanging or otherwise dealing in the same respectively.
- (e) To carry on the business of manufacturers of, dealers in hirers, repairers, cleaners, stores and warehousers of motor cars, motor-cycles, cycle-cars, motors, scooters, cycles, bicycles and carriages, launches, boats, vans, aeroplanes, hydroplanes and other conveyances of all descriptions (all hereinafter comprised in the term "motors and other things"), whether propelled or assisted by means of petrol spirit, steam gas, electrical, animal or other power, and of engines, chassis, bodies and other things used for, or in connection with motors and other things; to buy, sell, let on hire, repair, alter and deal in, machinery, component parts, accessories and fittings of all kinds for motors and other things and all articles and things referred to above or used in, or capable of being used in connection with the manufacture, maintenance and working thereof; and to carry on the business of garage-keepers and suppliers of and dealers in petrol, electricity and other active power to motors and other things.
- (f) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and

machinery necessary or convenient for the company's business, and to contribute to or subsidise or otherwise assist or take part in the erection, construction, and maintenance of any of the above.

- (g) To carry on business as general merchants, manufacturers, contractors, importers, exporters, factors, ware-housemen, and as shipping, clearing, or carting agents.
- (h) To carry on all kinds of agency business, and to take part in the management, supervision or control of the business or operations of any other company, association, firm or person, and to act as the managing agents, buying and selling agents, secretaries and treasurers, secretaries or other officers of any such company, association, firm or persons, or as managers of any private company, association firm or persons and in connection therewith to appoint and remunerate any directors, accountants, assistants, and other officers or experts or agents, and to do and perform all and singular the several duties services and offices which the Managing Agents, Buying and Selling Agents, Secretaries and Treasurers and Managers usually do and perform and to undertake and become bound by conditions of any agreement or agreements entered into for any of the purposes aforesaid.
- (i) To buy, sell, manufacture, repair, alter, improve, exchange, install, let-out on hire, import, export, and deal in all kinds of goods, chattels, articles and things (whether specified in the memorandum or not) which may be required for the purposes of any of the businesses which the company is expressly or by implication authorised by this memorandum to carry on or which are commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said businesses and to manufacture, experiment with, render marketable and deal in all products of residual and by-products incidental to or obtained in any of the businesses carried on by the company.
- (j) To apply for, purchase, or otherwise acquire any rights, privileges, patents, brevets d'invention, licences, concessions, and the like conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, rights or information so acquired.

- (k) To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects or businesses herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
- (l) To assign or sub-let all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
- (m) To carry on any other trade or business, whether manufacturing or otherwise, which can in the opinion of the Board of Directors be advantageously carried on by the company in connection with or ancillary to any of the above businesses or the general business of the company.
- (n) To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or moveable property of any tenure or description in India or elsewhere and any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery plant and stock-in-trade; and either to retain any property so acquired for the purposes of the company's business or to turn the same to account as may seem expedient.
- (o) To acquire and undertake the whole or any part of the business property and liabilities of any person or company carrying on any business which the company is authorised to carry on, or possessed of property suitable for the purposes of the company.
- (p) To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company, or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.
- (q) To lend money to such persons or companies and on such terms as may be expedient, and in particular to customers and others having dealings with the company and to guarantee the performance of contracts by and obligations of any persons or companies and to give all kinds of indemnities.
- (r) To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
- (s) To establish branches, or appoint agencies for, in India and abroad in connection with any of the objects of the company.

- (t) To adopt such means of making known the products 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 and periodicals and by granting prizes, rewards and donations.
- (u) To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit Directors or ex-Directors or the employees or ex-employees of the Company, or the wives, widows, families and dependents or connections of such persons, and to grant pensions, allowances, bonus and other payments and to make payments towards insurance, and to subscribe or guarantee money for the establishment and support of any schools and any educational, scientific, literary, religious, charitable, national, public, political or other institutions or trade societies or any other public, general or useful objects whether such institutions or societies be solely or in any way connected with the business carried on by the company or its predecessors in business or not, and to institute and maintain any club or other establishment or benefit fund or profit sharing scheme calculated to advance the interests of the company or of the officers of or persons employed by the company.
- (v) To enter into any arrangements with any government, union or state, or authority, supreme, municipal, local, or otherwise that may seem conducive to the company's objects or any of them, and to obtain from any such government or authority all rights, concessions and privileges which the company may think it desirable to obtain and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.
- (w) To obtain any provisional order or Act of Government of India or any State Government for enabling the company to carry any of its objects into effect, or for effecting any modification of the company's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the company's interests.
- (x) To borrow or raise or secure the payment of money for the purposes of or in connection with the company's business, by promissory note, bills of exchange, hundies or other negotiable instruments or by mortgage, charge, hypothecation or pledge, or by debentures or debenture stock (perpetual or otherwise) charged upon all or any

of the Company's properties or assets (both present and future) including its uncalled capital upon such terms as the Directors may deem expedient and for the purposes of or in connection with the borrowing or raising of money by the company to become a member of any building society.

- (y) To sell, lease, gift, mortgage and charge the undertaking and all or any of the real and personal property and assets, whether moveable or immoveable, present or future, and all or any of the uncalled capital for the time being of the company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the company by a trust deed or other assurance.
- (z) To receive money on deposit or loan on interest or otherwise (merely for the purpose of financing the business of the Company) upon such terms as the company may approve. Provided that the Company shall not carry on Banking business as defined under Banking Companies Act 1949.
- (aa) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange, and other negotiable instruments.
- (bb) To invest and deal with the moneys of the company not immediately required for the purposes of the company in or upon such investments and in such manner as may from time to time be determined.
- (cc) To pay for any property or rights acquired by the Company either in cash or fully or partly paid-up shares with or without preferred or guaranteed rights or restrictions in respect of dividend, re-payment of capital, voting or otherwise, or by any securities which the company has power to issue or partly in one mode and partly in another. and generally on such terms as the company may determine.
- (dd) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares or stock of any company or corporation, with or without preferred or guaranteed rights in respect of dividends or re-payment of capital or otherwise or in debentures or mortgage debentures or debenture stock,

mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and and to hold, dispose of or otherwise deal with any shares, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

- (ee) To amalgamate with or enter into any partnership or arrangement for sharing profits, union of interests, reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this company or which is capable of being carried on so as directly or indirectly to benefit this company, and to acquire and hold, sell, deal with or dispose of any shares, stock or securities of or other interests in any such company and to guarantee the contracts or liabilities of, subsidize or otherwise assist, any such company.
- (ff) To purchase or otherwise acquire, take over and undertake all or any part of the business, property, liabilities and transactions of any person, firm or company carrying on any business which this company is authorised to carry on, or the carrying on of which is calculated to benefit this company or to advance its interests, or possessed of property suitable for the purposes of the company.
- (gg) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the company for such consideration as the company may think fit, and in particular for shares, stocks, debentures, debenture stock or other obligations of any other company.
- (hh) To promote, or join in the promotion of, any company for the purpose of acquiring all or any of the property rights and liabilities of this company or for any other purpose which may seem directly or indirectly calculated to benefit this company and to underwrite shares and securities therein.
- (ii) To undertake and execute any trusts the undertaking of which may seem to the company desirable and either gratuitously or otherwise.
- (jj) To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any shares in the company's capital, or any debentures, debenture stock, or

other securities of the company or in or about the formation or promotion of the company, or the acquisition of property by the company, or the conduct of its business.

- (kk) To distribute amongst the members in specie any property of the company, or the proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- (ll) To do all or any of the above things in any part of the world either as principals, agents, trustees, contractors, or otherwise, and by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with others.
- (mm) To do all such other things as may be incidental or conducive to the attainment of the above objects. And it is hereby declared that the word "company" (save when used in reference to this company) in this clause shall be deemed to include any partnership or other body or persons, whether incorporated or not incorporated, and wherever domiciled, and that the objects set forth in any sub-clause of this clause shall not, except when the context expressly so requires be in any wise limited or restricted by reference to or inference from the terms of any sub-clause, or by the name of the company. None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause, but the company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts, proposed to be transacted, acquired, dealt with or performed do not fall within the objects of the first-sub-clause of this clause.

4. The liability of the members is limited.

5. The share capital of the Company is Rs. 5,00,000/- divided into 50,000 Equity shares of Rs. 10/- each with power to increase or reduce such capital from time to time in accordance with the regulations of the company and the legislative provisions for the time being in force in this behalf, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions.

We the several persons, whose names and addresses are subscribed hereto are desirous of being formed into a Private Company in pursuance of these Memorandu of Association and we respectively

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Mr M

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The Share Capital of the Co
has been increased by the addi-
tion of the sum of Rs. 10,00,000/-
(Rs Ten lakhs) beyond the present
authorised capital of Rs. 5,00,000/-
(Rs. Five lakhs) dt. 20/1/66

Asst Secy.
Secretary

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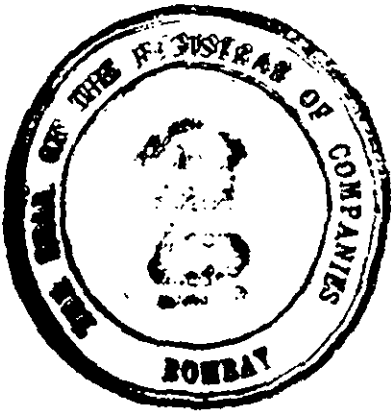
The Share Capital of the Co has
been increased by the addition thereof
of the sum of Rs 10,00,000/- (Rs Ten lakhs)
beyond the present authorised capital
of Rs 5,00,000/- (Rs Five lakhs) dt
20/1/66

Asst Secy.
Secretary

Dated this 1st day of April 1960.

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Office of the Registrar of
Companies, Bombay

1. Company No. 11645

2. Company Name *Simmonds-Messhall Pvt. Ltd*

3. Nature of Business *None of them*

4. Date of Incorporation *16.4.60*

5. Date of Certificate *16.4.60*

6. G.O's Signature *[Signature]*

Copy of the Certificate attached

[Signature]
Registrar of Companies
Bombay