

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ARNOLD HOLDINGS LIMITED

- I. The name of the Company is **ARNOLD HOLDINGS 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 the following:

A. MAIN OBJECTS :- TO BE PERSUED ON INCORPORATION

1. To carry on, as its principal business, the business of Investment Company and to invest in and acquire and hold and otherwise deal in shares, stock, debenture, debenture stock , bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debenture, debenture stock , bonds, obligations and securities issued or guaranteed by any government , state, dominion sovereign, ruler, commissioner , public body or authority supreme, municipal, local or otherwise , whether in India or elsewhere.
2. To acquire any such shares, stock, debenture, debenture stock , bonds obligations or securities , by original subscription, participation in syndicates, tender , purchase , exchange or otherwise and to subscribe for the same, either conditionally or otherwise , and to guarantee the subscription thereof and to exercise and enforce all rights and power conferred by or incidental to the ownership thereof.
3. To vary and otherwise dispose of, sell, exchange transfers or alienate any of the Company's investment and those mentioned in (1) and (2) above.
4. To deal with and invest the money 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 on security to or with such persons and to receive and

accept deposits expedient and in that company shall not carry on the business of the Banking as defined in the Banking Companies Act, 1949.

5. To act as guarantors, brokers, agents, executors, administrators and nominees for any person , firm , Company, body corporate, trust, institution, association, society or any other organisation whatsoever and to work and perform and undertake the formation, supervision and control of any business or operation of any person , firm, Company, body corporate, trust, institution, association, society or any other organisation whatsoever.
6. To carry on business as financiers, concessionaries and to undertake, and carry on, and execute all kinds of financial, commercial and trading operations and to discount, buy, sell and deal in bills, notes, warrants, coupons suits and decrees for money granted by any count in the Union of India and other negotiable or transferable securities or documents.
7. To guarantee the payment of money unsecured or secured by or payable under or in respect of shares, promissory notes, bonds, debenture- stock, contracts, mortgages, charges, obligations or securities of any company or of any authority, supreme, municipal, local or otherwise and to guarantee the performance of the obligations and interest on any stock, shares or securities.
8. To carry on the business of buyer and sellers of and dealers in and manufactures of gunny, hessians, tarpaulin cloth, jute, jute cuttings, jute rejections, jute yarn , cotton yarn, cloth, terelence, any other type of cloth, and for any other fibrous materials.
9. To acquire, purchase, sell, transfers, let- out and otherwise deal in land, buildings, plants, patents, and all kinds of moveable and immovable properties; and to act as Promoters, underwriters, contractors, agents and hire- purchase merchants.
10. To buy, sell, exchange, improve maintain and generally deal in real properties, improved and unimproved, office buildings, stores buildings, dwelling houses, wharves, water rights and privileges and any rights and interest therein; to build, construct, operate, maintain, lease and sell dwelling houses, apartment houses, factories and business houses of all kinds and descriptions to maintain to general real estate agency and broker's business, to act as agent, broker or attorney – in fact for any person or corporations; to make and obtains loans upon real estate, improved or unimproved to mortgage, pledge and otherwise deal in all kinds of property, chattels and chattels real; to let out on a rent apartments, offices, lands.

B. OBJECT INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS:-

1. To borrow or raise or secure the payment of money from any Bank or Banks or any person or persons for the purpose of the Company's business in such manner and on such terms and with such rights, powers and privileges as the Company may think fit and particularly by issue of or upon bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Company and with a view to hypothecate and/or in any way encumber or create charge on the under-taking and all or any of the immovable or movable properties, present or future, and all or any of the uncalled capital for the time being of the Company and to purchase, redeem or pay off any such securities.
2. To enter into partnership or arrangement for sharing the profits or joint venture with any person, persons or company carrying on or about to carry on any business capable of being conducted so as directly or indirectly to benefit this Company and to acquire or join in acquiring any such business, as covered by the object clause A above.
3. To sell, improve , manage, develop , exchange, lease , mortgage, dispose of, turn to account or otherwise deal with all or any part of the undertaking, property, investments and rights of the Company.
4. To apply for purchase, or otherwise acquire, any patent, trademark, brevets, invention, licences, concessions, protections, rights, privileges, and the like conferring any exclusive or non- exclusive or limited rights to any secret or other information as to any invention which may seem capable of being used for any of the purpose 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 on 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 inventions, patents and right, which the Company may acquire or propose to acquire.
5. To establish and support or aid in the establishment and support of association, institutions, clubs, societies, funds, trusts and conveniences calculated to benefit employees or ex- employees of the Company or the dependants or the connections of such person; or subjects to the provisions of the Companies Act to subscribe or grant money for any charitable, national, religious, benevolent general or useful object or fund ; or for any purpose which may likely directly or indirectly, further the object of the Company or the interest of its members or business subject to Section 182 of the Companies Act, 2013.

6. To distribute among the members of the Company dividends including bonus shares (including fractional share certificate) out of profits, accumulated profits, or funds and resources of the Company in any manner permissible under Law in event of the winding up.
7. To allot shares in this Company to be considered as fully or partly paid- up in payment or consideration of any service or property of whatever descriptions which the Company may acquire.
8. To amalgamate with any company or companies having object altogether or in part similar to those of this Company or any other Company, subject to the provision of Sections 391 to 394 of the Companies Act, 1956.
9. To open branches in India and elsewhere and to get the company registered in any foreign country and adopt such means of making known to the public the business or the products of the Company as may seem expedient and in particular by advertising in the press, by circulars and publication of books and periodicals.
10. To pay out of funds of the company all costs, charges and expenses preliminary and incidental to the promotion, formation establishment and registration of the Company.
11. To provide for the welfare of the employees or ex- employees (including Directors and ex- Directors) of the Company and the wives and the families or the dependants or the connections of such person by building or contributing to the building of dwelling houses or quarters, to grant money, pensions, gratuities, allowances, bonuses, profit sharing bonuses, benefits or any other payments, by creating and from time to time subscribing or contributing to provident fund institutions, funds, profits sharing or other schemes, or trusts and by providing or subscribing or contributing towards place of instruction and recreations, hospitals and dispensaries, medical and other attendance or assistance as the Company shall think fit.
12. To guarantee the payment of money, unsecured or secured by or payable under or in respect of under bond, debentures, contracts, mortgages, charges obligations and other securities of any Company or any Authority Central, State, Municipal, local or otherwise or of any person whatsoever, whether incorporated or not and generally to transact all kinds of guarantee business.
13. To promote, form or acquire any company and to take purchase, acquire share or interest in any company and to transfer to any such company and property of this

Company and to take or otherwise acquire, hold and dispose of or otherwise deal in and invest in any shares, debentures and other securities in or of any company or companies either out of its own funds or out of funds that it might borrow by issue of debentures or from bankers or otherwise howsoever or in any other manner whatsoever and to subscribe or otherwise assist any such company.

IV. The liability of the members is limited.

V. **[*]** The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crores Only) divided into 25,00,00,000 (Twenty Five Crores) **[*]** Equity Shares of Rs. 2/- each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being with power to increase or reduce the capital of the Company and to attach thereto respectively such preferential rights, privileges, or conditions as may be determined by or in accordance with the regulation of the Company and to vary, modify on any / each rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

[*] The Authorised Share Capital of the Company is increased from Rs. 5,05,00,000/- to Rs. 50,00,00,000/- pursuant to the Ordinary Resolution passed by Share holders of the Company by Postal Ballot dated 22/02/2015.

[*] Equity Shares of face value Rs. 10/- (Rupees Ten) each, shall stand sub-divided into Five Equity Shares of face value of Rs. 2/- (Rupee Two) each, fully paid-up, pursuant to the Ordinary Resolution passed by Share holders of the Company by Postal Ballot dated 22/02/2015.

We, the several persons whose names, addresses are subscribed herein below, 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 to our respective names.

Signatures and Names, Address, Description and Occupation of the Subscribers.	Number of Equity Shares taken by each Subscriber	Signatures and Names, Address, Description and Occupation of witness.
1. Banwari LI Goenka S/o. Late Basdeo Goenka 7, Lyons Range, Calcutta-1. Share Broker.	10 (Ten)	<p>Witness for all the Signatories,</p> <p>Asima Das, D/o. Shri Kanailal Das, 12, Nutun Bagan Lane, P.O. Serampore, Dist. Hooghly Service.</p>
2. Bishnu Pada Sarkar S/o. Late Birendra Kr. Sarkar C/o. Bhagirath Murarka 7, Lyons Range, Calcutta-1. Service.	10 (Ten)	
3. Ashutosh Paul S/o. Joy Ch. Paul Vill. West Panshila, P.O. Panshila, sodpur. Service.	10 (Ten)	
4. Bimal Kumar Halalkar S/o. Chandanmal Halalkar 110, Southern Avenue, Calcutta. Business	10 (Ten)	
5. Lata Agarwala W/o. Bhagwati Prasad D1/6 Labnoy Colony, Salt Lake City, Calcutta. Business	10 (Ten)	
6. Ratan Lal Poddar S/o. Radha Krishna Poddar 26A, Camac Street, Calcutta-16, Business	10 (Ten)	
7. Subhas Ch. Choudhary S/o. Murlidhar Choudhary The Reliance Jute and Industries Ltd. Bhatpara, 24 Pgs. Service.	10 (Ten)	
	70 (Seventy)	

Calcutta, Dated 18th Day of November, 1981.