

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
ORBIT EXPORTS LIMITED

- I. The name of the Company is ORBIT EXPORTS LIMITED.
- II. 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.
- III. The objects for which the Company is established are :-
 - A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-
 1. To carry on the business of Exports of all kinds of Yarn & Fabrics & other mercantile yarn merchants, carpet, rug, linen, and cloth manufactures, worsted stuff of vitriol bleaching and dyeing materials and selling, buying, importing, exporting, and otherwise dealing in yarn, linen, cloth and other goods and fabrics made from raw cotton, wool, silk, artsilk, rayon, flax, hemp, linen, jute and other natural and synthetic fibrous substances.
 - B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:-
 2. To carry on the business of processors, spinners, doublers, weavers, knitters, fabricators and manufacturers of cotton, wool, silk, art silk, nylon, polyester, rayon, flax, hemp, linen, jute and other natural and synthetic fibrous materials and to transact all manufacturing, curing, preparing, dyeing, colouring and bleaching processes, and to purchase and to tend the raw materials and manufactured articles.
 3. To prepare, process, spin weave, knit, comb, dye, manufacture, buy, sell, import, export, exchange and deal in cotton, kapas, wool, silk, art, art silk, rayon, flax, hemp, jute and other natural and synthetic fibrous substances, as well as in linen cloth and other goods and fabrics, whether textile, felted, netted or looped.

4. To purchase, erect, maintain, reconstruct, adopt, or otherwise acquire, houses, offices, workshops, mills, plants buildings and premises, and any fixed and movable machinery, tools, engines, boilers, plant, implements, patterns, stock-in-trade, patents and things found necessary or convenient for the purposes of the Company.
5. To enter into collaboration whether with foreign or Indian firms, companies or individuals for technical know-how or otherwise as may be convenient and to pay for the same either in cash or in shares.
6. To pay out the Company's funds, the costs and expenses incurred in connection with all matters preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any company which may be promoted by this Company.
7. To pay to be Promoters of the Company preliminary expenses and other incidental expenses for the promotion of the company and/or to allot shares for consideration without cash partly or wholly, towards such expenses.
8. To amalgamate with any company or Companies having similar objects.
9. To purchase or by other means acquire freehold, leasehold or other property for any estate or interest whatsoever and any rights, privileges or easements over or in respect of any property and any legal or personal right whatsoever which may be necessary, for or may enhance the value of any other property of the Company.
10. To acquire from time to time and manufacture, produce and deal in all stock-in-trade, chat ties, and effects as may be necessary or convenient for the business carried on by the company.
11. To insure any of the properties, undertakings, contracts, guarantees or obligations of the Company of every nature and kind in any manner whatsoever.
12. To lay out an, improve, build, construct, maintain, alter, develop, enlarge, pull, down, and remove or replace any buildings, factories, mills, offices, works, warehouses, wharves, roads, railways, tramways, machinery, engine walls, fences, banks, dame, sluices, watercourses, underground tunnels, subways and to clear sites for the same, or to join with any person, firm or company, in doing any of the things aforesaid, and to work, manage and do any of the things aforesaid, and to work, manage and control the same or join with others in so doing.

13. To purchase or by other means acquire and protect, prolong, and renew, whether in India elsewhere, any patents, patent rights, brewers d'inventions, licenses, discoveries, processes, protection, and concessions which may appear likely to be advantageous or useful to the Company, and to use in and turn to account and to manufacture under or grant licenses or privileges in respect of the same and to expend money in experimenting upon and testing upon and testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
14. To apply for, tender, purchase or otherwise acquire any contract subcontracts, licenses and concessions, for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
15. To purchase, acquire and undertake the whole or any part of the business, property, goodwill, assets and liabilities of any person firm or Company carrying on any business which the Company is authorised to carry on or possessed of.
16. To collaborate with, amalgamate or unite with or absorb into this Company, any company, (foreign or local) corporation or association, formed whether in India or elsewhere for objects similar, analogous or subsidiary to any of the objects of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company; to form, promote, establish and bring out or join such company, corporation or association; to acquire, hold and deal with any shares, debentures or other interests in any such company, corporation or association; to sell, lease, grant licenses of or dispose of any such company, corporation or association or any person or persons, all or any part of the property of this Company and to accept, in payment or any part payment for the same, cash and/or shares, debentures, bonds or other obligations of any such Company, Corporation or association and to distribute all or any such shares, debentures, goods or other Obligations amongst the Members.
17. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture reciprocal, concessions or otherwise, with any person or company carrying on/or engaged in or about to carry on or engage in any business or transaction which this company is authorised to carry on/or engage in, any business or transaction, capable of being conducted so as directly or indirectly to benefit this company and to take or otherwise acquire and hold shares or stocks in any such Company and to hold, sell or otherwise deal with the same.
18. To improve, manage, cultivate, develop, exchange, turn to account, let on lease, royalty, share of profit or otherwise, mortgage, sell, dispose of turn to account, grant rights and privileges in respect of, or otherwise, deal with all or any part of the property and rights of the Company.

19. To invest, and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
20. To create any depreciation fund, reserve fund, development fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for special dividends or equalising dividends or for any other purpose whatsoever.
21. To lend and advance money or give credit to such persons and on such terms as may expedient and in particular to customers and others having dealing with the Company, and to guarantee or become security for any such persons.
22. To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owed by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future including its uncalled capital and also by a similar mortgage charge, or lien to secure and guarantee the performance by the company of any obligation or liability it may undertake. The Company shall not carry on business of Banking as defined by Banking Regulation Act, 1949, subject to provisions of section 58A and direction of the Reserve Bank of India.
23. To receive money on deposit or loan upon such terms as may be thought fit; subject to the provisions of section 58A and directions of the Reserve Bank of India.
24. To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, bill of lading, warrants, debentures, and other negotiable or transferable instruments.
25. To guarantee the performance of obligations of any kind, the payment of dividends and interest on any stocks, shares or securities of any company, corporation, firm or persons in any case in which such guarantee may be considered likely, directly or indirectly to further the objects of the Company or the interest of its shareholders.
26. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debenture-stocks, contract, mortgage, charges, obligations, instruments and securities of any company or of authority, supreme, municipal, local or otherwise or of any persons whomsoever whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.

27. To acquire any shares, stocks, debentures, debenture-stocks, the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
28. To pay for any property or rights acquired by the Company, either in cash or by the allotment of fully or partly paid share of this Company with or without preferred or deferred rights in respect of dividend or repayment of capital 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.
29. To undertake and execute any trust the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
30. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally including any association, institution or fund or the protection of interest of masters, owners, and employers against loss by bad debts, strikes, combination, fire, accidents or otherwise or for the benefit of any clerks, workmen or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational, and charitable institutions, refractories, dining and recreation rooms, churches, temples, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by the public or local subscriptions for any purpose whatsoever.
31. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments to undertake and carry on scientific and technical researches, experiments and test of all kinds, to promote studies and researches both scientific and technical, investigations and inventions by providing, endowing or assisting laboratories, workshops, libraries, lecture meetings and conferences, and by providing or contributing to the remuneration of scientific and technical professors or teachers and by providing or contributing to the award scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches investigations, experiments tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.
32. To institute, conduct, defend, compound or abandon any legal proceedings by or against the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demand by or against the Company. To refer any claims or demand by or against the Company to arbitration and to observe and to carry out the terms of the award.

33. To give bonus, pension, Gratuities, annuities, allowances, demand to officers and ex-officers(including directors and ex-directors) of the company, or of any subsidiary or associated company, or the wives, widows, relations, connections and dependents of any persons, and to establish or, support associations, institutions, clubs, funds, and trusts which may be considered to benefit any such persons or otherwise advance the interests of the Company or its members, to provide for the welfare of the employees including housing, to support or subscribe to any association, institution or other body whose objects are such as calculated to promote the interests or maintain the status of the Company whether such associations or otherwise and to subscribe to any charitable or public institution, objects or appeal of any nature whatsoever.
34. To subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national public or any other institutions or objects or for an exhibition.
35. To dedicate, present or otherwise dispose of any property of the Company deemed to be of national, public local interest, to any national trust, public body, museum corporation or authority or any trustees for on behalf of any of the same or of the public.
36. To apply for, promote and obtain any act of the India Parliaments or a State Legislature or other authority enabling the Company to carry any of its objects its modification of the Company effect, or for effecting any constitution, or for any other purpose which may seem expedient, and to oppose any proceedings, or applications which may seem calculated directly to prejudice company's interests.
37. To enter into any arrangements with any Government or authorities (Supreme, municipal, local or otherwise) or any corporation, companies, whether registered in India or abroad or persons that may seem conducive to, the Company's objects or any of them and to obtain from an) such government authority, corporation, company or persons, and charters, contracts, decrees, right, privilege, and concessions which the Company may think desirable to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
38. To undertake the management of any Company or other business and to act as managing agents, secretaries, treasurers of any Company, firm or person and to undertake and transact all kinds of agency business and to appoint agents and establish agencies or branches of the company in any part of the world.
39. To adopt such means of making known the business of the company or of any company in which this Company is interested as may seem expedient and particularly by advertising in the press, magazines, journals (Trade and social) by circulars, by purchase and exhibition of work of art or

interest by publication of books and periodicals and by granting prizes, rewards and donations.

40. To act as agents or brokers and as trustees for any persons, firm or company and to undertake and perform sub-contracts, and also act in any of the business of the company through or by means of agents brokers, sub- contractors, or others.
41. To remunerate any person, firm or company, rendering services to this company, whether by cash payment or any allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
42. To pay all or any expenses incurred in connection with the formation, promotion and incorporation of the Company of pay the same, and to pay commissions to brokers and others for undertaking, placing, selling or guaranteeing the subscription of any shares, debentures, debenture-stock or securities of this Company.
43. To procure the Company to be registered or recognised in any place outside the State of Maharashtra or in any foreign country or place.
44. To promote any other company for the purpose of acquiring all or any of the property or undertaking or any of the liabilities of this company, or of undertaking any business or operation which may appear likely to assist or benefit this company, or to enhance the value of any property or business of this Company and to place or guarantee the placing of, underwrite, subscribe, for or otherwise acquire all or any part of the shares or securities of any such Company as aforesaid.
45. To sell or otherwise dispose of the whole or any pan of the undertaking of the Company either, together or in portions for such consideration as the Company may think fit, and in particular for shares, debentures, debenture-stock, or securities of any such Company purchasing the same.
46. To do the above things, and all such other things as are incidental or as may be thought conducive to the attainment of the above objects or any of them in India or any other part of the world, either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, contractors, trustees or otherwise.

C. OTHER OBJECTS:-

47. To carry on business as metallurgists, machinists, jobbers, annulets welders, and metal workers and merchants generally, and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling, stock, metal furniture, fittings, utensils, goods and equipment of all kinds, and iron monger and hardware of all kinds.

48. To carry on business of electro-plates , nickel-plates, chromium plates bronzers, oxidizers, and metal platters, generally, painters, varnishes, lacquerers, enamellers, polishers and anodizes.
49. To carry on business as importers, exporters, merchants, and dealers of and in all ferrous and non-ferrous metals and their products and alloys clinkers, ashes, machinery new or second hand, used tools, scrap metals and metallic residues, engineering, products and by products and waste and scrap metals, materials and goods of any kind.
50. To clean, restore, manipulate and prepare for the market and sell or otherwise deal with, waste metals and materials of any kind, and to recondition the same or make such other use of the same as may be thought fit.
51. To carry on business as manufacturers, producers, exporters and importers and dealers in metal end metal ware of all kinds and ironmongers and hardware dealers and to buy sell and deal in metal goods of all kinds and description.
52. To carry on any business relating to the winning end working of minerals, 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 contracts undertaken by the Company and either for the purpose only of such contracts or as an independent business.
53. 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.
54. To search, for, win, work, gel, raise, import crush manipulate and prepare for the market ores, coal end minerals generally.
55. To carry on business of buying, selling and manufacturing and dealing in all kinds of plant, machinery, equipment, hardware, appliances tools materials, scrap metals, metal residues, dress dust and by products, constructional work of every description and acquiring or working any licenses and the undertaking of any agency which the Company can lawfully undertake.
56. To manufacture, buy, sell, exchange, install, work, alter, Improve , import, export and otherwise deal in all kinds of plant, machinery vehicle apparatus tools utensils, substances, materials and things necessary or convenient for carrying on any of the business which the Company is authorised to carry on or usually dealt in by persons engaged in such business.
57. To carry on business of buying, selling, manufacturing, preparing converting, altering, letting, caking on hire and dealing in machinery, implements rolling stock and hardware of all kinds.

58. To carry on business of manufacturers of and dealers in electrical and mechanical appliances, apparatus and things required or capable of being used in connection with the generation accumulation, distribution, supply and employment of electricity or other energy for lightning, heating, sound and power or any of them.
59. To carry on business of builders and contractors, iron founders, steel makers, mechanical engineers and manufacturers of railway materials, tools, implements, machinery and metal, ware of every description, brass founders, metal workers, mill wrights, electrical engineers, ship, boat, aircraft, carriage, motor and other vehicle builders and dealers, and carriers of passengers, goods, merchandise.
60. To carry on business of ironmasters steel convertors, furnace makers, smelters, refiners, steel plate makers, manufacturers of steel castings, boiler makers, plate-makers, Japanese, wire drawers, pipe and tube factors, enamellers, electroplaters, galvanizes, anteaters, welders, smiths, painter wood workers, water supply engineers, wire and nail makers, producers of ferrous and non-ferrous metal in all their respective branches.
61. To purchase or by other means acquire freehold lease or other property for any estate or interest whatever and any rights, privileges or easements over or in respect of any property and any legal or personal rights therein.
62. To import, export, buy, sell, deal in and with whether as principals, agents, brokers or otherwise, substance and articles of every or any description, and to carry on all or any of the business of importers, exporters, manufacturers, contractors, buying and selling agents, wholesale and retail dealers in all and every kind of produce, substance , goods, machineries, machineries parts, mills stores materials and merchandise, minerals and articles from, in and to all parts of the world.
- *63. To carry on in India or abroad the business in generations, transmissions, distribution, conservation of energy by establishments of Wind mill, Wind power plants, Hydro Electric power plants, Thermal Power plants, Atomic Power Plants, Solar Power plants, Bio Gas Plants and other power plants based on other renewable and/or any other sources of energy as may be developed or invested in future and to process or deal with all products, by-products. Waste and residues resulting from or ancillary and incidental to such productions , to construct, lay down, establish, promote, erect, built, install, commission, carry out and run all necessary power of stations, works shops, repair shops, wires, cables, transmission lines, accumulators, street lights for the purpose of conservation, distribution and supply of electricity to industries, state electric board, other government agencies and also to provide regular services for repairing and maintenance of all distribution and supply lines.

AND IT IS HEREBY DECLARED THAT:-

- (a) The word “Company” save when used in reference to this Company, in this Clause, shall be deemed to include any partnership or other body of persons, whether incorporated and whether domiciled in India or elsewhere.
- (b) The term “India” when used in this Clause, unless repugnant to the context, shall include all territories from time to time comprised in the Union of India.

IV. The liability of the members is limited.

****V.** The Authorised Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) divided into 3,50,00,000 (Three Crore Fifty Lacs) Equity Shares of Rs.10/- each with the rights, privileges and conditions attached thereto as provided by Articles of Association of the Company for the time being in force and to divide the Share Capital of the Company into several classes (being those specified in the Companies Act, 1956) and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate, any such rights, privileges or conditions in such manner as may for time being permitted by the said act or provided by the Articles of Association of the Company for the time being in force.

* Revised MOA after insertion of new sub clause 63 immediately after sub clause 62 in clause III-C- “Other Objects” of the Memorandum of Association of the Company which is approved through postal ballot by the members the result of which was declared on 25-08-2009.

** Revised MOA after insertion of revised clause V, i.e., Capital Clause immediately after Clause V of the Memorandum of Association of the Company which is approved through postal ballot by the members of the Company, the result of which was declared on 07-02-2017.

We the several persons, whose names, addresses, and descriptions are subscribed hereunder are desirous of being formed into a Company, in pursuance of the 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.

Names, addresses, descriptions and occupation of each subscriber	No. of Equity Shares taken by each subscriber	Signature of Subscriber	Name, address, description and occupation of witness
<p>1. Mrs. Shailaja Ramesh Asave W/o. Ramesh Badrinath Asave 601 – A, Asave Mansion, Dr. Babasaheb Ambedkar Rd. Matunga, Bombay – 400 019</p> <p>Industrialist</p>	<p>10 Ten Equity</p>	<p>Sd/-</p>	<p>Witness to Sr. No. 1 to 3 Sd/- Mr. Sheduram Gupta S/o. Shri Rameshwardas Gupta, 2/16, Raj Laxman Society, Thane – 400 603 Chartered Accountant</p>
<p>2. Mr. Ramesh Badrinath Asave S/o. Badrinath Modiram Asave 601 – A, Dr. B.A. Road, Matunga, Bombay – 400 019</p> <p>Industrialist</p>	<p>10 Ten Equity</p>	<p>Sd/-</p>	
<p>3. Mr. Shyamsunder Harichand Seth. S/o. Harichand Mulkhraj 281, Venus Apartment, Cuffe Parade, Bombay – 400005</p> <p>Business</p>	<p>10 Ten Equity</p>	<p>Sd/-</p>	
<p>TOTAL</p>	<p>30 Thirty Equity</p>		

Place: Mumbai

Date: 24th August, 1983