

**(THE COMPANIES ACT, 2013)**  
**(PUBLIC COMPANY LIMITED BY SHARES)**  
**MEMORANDUM OF ASSOCIATION**

**OF**

**HILLRIDGE INVESTMENTS LIMITED**

- I. The Name of the Company is: HILLRIDGE INVESTMENTS LIMITED
- II. The Registered Office of the Company will be situated in the state of Maharashtra<sup>1</sup>.
- III. The Objects for which the Company is established are: -

**(A) MAIN OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -**

- i. To invest, buy, sell, transfer, hypothecate, deal in and dispose of any shares, stocks debentures (whether perpetual or redeemable debentures), debenture stocks, securities, properties of any other company including securities, of any Government, Local Authority, bonds certificates etc.
- ii. To receive money, deposits on interest or otherwise and to lend money, and negotiate loans with or without security to such companies, firms or persons, and on such terms as may seem expedient, and to guarantee the performance of contracts by any person, companies or firms.
- iii. To carry on in all their respective branches the business of Promoters, Consultants, General Finance, Investment, Trust and Legal Trust.  
To undertake and carry on business of safe deposit companies and trust companies and guarantee business in all their respective branches  
To act as brokers and underwriters and to give any guarantee for the payment of money or the performance of any obligation or underwriting.
- iv. To act as advisers and/or Consultants on all matters and problems relating to administration, management, organisation, manufacture, production, storage, processes, systems and account, training of personnel, marketing, distributing and selling methods and problems relating to, the administration, business methods, techniques, personnel for

---

<sup>1</sup> Amended vide special resolution passed in the Annual General Meeting held on 27<sup>th</sup> July, 2020, subject to the approval of Central Government (power delegated to Regional Director).



- ~~(A)~~ To secure sound investments of foreign capital in Indian undertakings and enterprises and Indian Capital in foreign undertakings and enterprises.

**(B) ANCILLARY OBJECTS INCIDENTAL TO THE ATTAINMENTS OF THE MAIN OBJECTS:**

- ~~(i)~~ To enter into partnership or into any arrangement for sharing profits or losses or any union of interest, joint venture, reciprocal concession or co-operation, with any person or persons or company or companies carry on or engage in or about to carry on or engage in or being authorised to carry on or engage in any business or transaction which the Company is authorised to carry on or engaged in, on any business or transaction capable of being conducted so as directly to benefit this Company.
- ~~(ii)~~ To acquire and take over either the whole or any part of the business, goodwill, trade marks, patents and property, assets and liabilities of any person or persons, firm or corporation, carrying on any business which the company is authorised to carry on.
- (iii) To establish branches and agencies of the Company in India and elsewhere and to discontinue the same whenever necessary.
- (iv) To pay for any property or rights acquired by the Company either in cash, or fully, or partly paid shares or by the issue of the securities or partly in one mode or partly in another, and generally, on such terms as may be determined.
- (v) To open banking accounts with banks.
- (vi) To pay all the preliminary expenses of any kind and incidental to the formation and incorporation of the Company out of the funds of this Company.
- (vii) To procure the registration of the Company in or under the Law of any foreign country.
- (viii) To amalgamate with any other Company having objects altogether or in part; similar to those of this Company.
- (ix) To apply for, purchase or otherwise acquire, any patents, brevets d' invention, licences concessions, protections, rights, privileges, 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 or may appear likely to be advantageous or useful to the Company and to use, exercise, develop or grant licences, Privileges in respect of or otherwise turn to account the property, rights or information so acquired and to assist, encourage and spend money in making experiments, tests, improvements



of all inventions, Patents and rights etc, which the Company may acquire or Propose to acquire.]

- (x) To enter into arrangements with any authorities, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to acquire by grant, purchase or otherwise from any such authority any rights, grants, Privileges and concessions of Property or otherwise which the company may think fit and desirable, Privileges and concessions.
- (xi) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (xii) To remunerate any person or company for services rendered or to be rendered in acting as trustees for debentures or debenture stock holders or in placing or assisting to place or guaranteeing the placing of any of the Shares in the Company's capital or any debentures, debentures stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business or for guaranteeing payment of such debentures or debenture stock and interest.
- (xiii) To appoint attorneys and agents whether or commission or otherwise and constitute agencies and sub-agencies of the Company in India or elsewhere.
- (xiv) To distribute any of the property of the Company in specie among the members in the event of its winding up.
- (xv) Generally to do and perform all such acts and things as may, for the time being, be conducive and or incidental to the attainment of the above objects.
- (xvi) To borrow or raise or secure the payment of money in such manner as the Company may think fit and in particular by the issue of bonds, debentures, or debenture stock, (perpetual or otherwise) charged upon all or any part of the company's property, both present and future, including its uncalled capital and to purchase, release or pay off any such securities.

#### (C) OTHER OBJECTS

- (i) To carry on all or any of the business of constructional engineers, architects, builders, contractors, decorators, electricians, wood workers and paviours.
- (ii) To carry on the business of manufacturers and dealers in all kinds of packaging, packing requisites and cartons made of cardboard, strawboard, wood, glass or any other material, metal, glass or plastic containers as also containers of any other material.]
- (iii) To carry on business of and to act as shippers, underwriters, commission agents,



- advertising agents, travelling agents, transport agents, forwarding and clearing agents, brokers, estate agents, hardware merchants.
- (iv) To carry on business as financiers and concessionaires.
  - (v) To carry on all or any of the business of transport, cartage and haulage contractors, garage proprietors, owners and charterers of road vehicles, aircrafts, ships, tugs, barges and boats of every description, lightermen, carriers of goods and passengers by road, rail, water or air, carmen, cartage contractor, stevedors, carts superintendents, packers, hauliers warehousemen, storekeepers and jobmasters.
  - (vi) To construct, purchase or otherwise acquire, foreclose, purchase on auction, hire, lease, sell or sell on hire-purchase system all kinds of motor vehicles, motor cycles, cycles, sewing machines, radio sets, gramophones, cinematographs, talking films and machine and all classes of machinery or any other article or articles, that the Company may deem fit.
  - (vii) To carry on in India or elsewhere the business of export and import of all kinds of produce, goods, merchandise.
  - (viii) To construct, hire, purchase or maintain a mill or mills, warehouses, sheds, factories, houses, buildings stores or establishment or for use and benefit of the Company or its employees and others.
  - (ix) To carry on business as agents, factors, commission agents, insurance agents, brokers, shippers and electricians.
  - (x) To manufacture or deal in electrical and electronic goods of any kind, size or description.
  - (xi) To manufacture and/or deal in cables, wire ropes, conductors and fibre foam and to carry on such business as agents.
  - (xii) To undertake, aid promote and co-ordinate project studies, arrange collaboration, extend technical assistance and services, prepare schemes, project reports, market research and studies, to arrange technical, financial, legal and management agreements, to make agreements and arrangements to provide management personnel, supervise, and set up production techniques, assist in binding markets for manufactured goods of Indian and foreign origin.
  - (xiii) To undertake and carry on business of safe deposit companies and trust companies and guarantee business in all their respective branches, subject to the provisions of the companies Act 1956.
  - (xiv) To act as advisers and/or Consultants on all matters and problems relating to administration, management, organisation, manufacture, production, storage,



processes, systems and account, training of personnel, marketing, distributing and selling methods and principles, to develop procedures and principles of, and engage in research of all the problems relating to the administration, business methods, techniques, personnel for commercial, industrial and business purposes distribution, marketing and selling; to collect, analyse, process, interpret, distribute and circulate data, statistics and information relating to any type of business, trade or industry; to analyse, collate, examine, consider, formulate, report and recommend on the means and/or methods for extending and/ or developing and/or improving and/or promoting and/or managing any type of commerce, business or industry, organisation and methods, techniques and procedures; to consider and evaluate problems relating to manufacture, production, storage, distribution, finance, purchasing, marketing and sale, and /or relating to the rendering of any services to render the above services to any person, firm, company, trust, association, institution, society, body corporate, Government or Government Department, public or local authority, or any other organisation, and to render all such other services as may be ancillary or incidental to any of the foregoing matters and problems.

- (xv) To prepare complete schemes, drawings, plans and estimates including layout of plant and machinery and establish and assist establishment of such concerns, also, to act as consultants, supervisors and erection engineers for public, government or semigovernment authorities and to give advice to buy, sell, import, export to both Indian and foreign clients dealing in all or any kinds of manufactured goods.
- (xvi) To advise clients on the comparative merits or otherwise of equipment, required by them and pass on their indents to the approved suppliers and/or manufacturers in India and/or abroad and to import on behalf of the clients and for the Company necessary items of machinery, tools, etc, for clients and the Company and to employ experts from any part of the world to inspect the produce's on behalf of Company's clients in India and/or abroad.
- IV The liability of the members is limited.
- V The Authorised Share Capital of Company is Rs.8,52,00,000/- (Eight Crore Fifty Two Lacs) Divided into 85,00,000 (Eighty Five Lacs) Equity Shares of Rs.10/- (Rupees Ten) each and 20,000/- (Twenty Thousand) Non Redeemable Preference Share of Rs.10/- (Ten) each.



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

Names, Address and Occupation of Subscribers	Signature of subscribers	Number of Equity Shares taken by each Subscriber	Signature, Address and Occupation of witnesses
1. Narayan Swarup Agal S/o Shri Nand Lal Agal 29A/1 Asaf Ali Road, New Delhi. Chartered Accountant	Sd/ N.S. Agal	One Equity Share (1)	Witnesseth the Signature of Shri Narayan Swarup Agal
2. Jatinder Pal Singh S/o Late Shri Joginder Singh Johar 29A/1 Asaf Ali Road New Delhi. Service	Sd/ J.P. Singh	One Equity Share (1)	Sd/ G.D. Nangla S/o Late Shri Dwarka Das Nangla C/o Agal & Co. 29A/1 Asaf Ali Road New Delhi Service
3. Bal Krishan Sharma S/o Shri Gajraj Sharma 29A/1 Asaf Ali Road New Delhi Study	Sd/ B.K. Sharma	One Equity Share (1)	
4. Ravi K. Gupta S/o Shri B.S. Gupta 29A/1 Asaf Ali Road New Delhi Chartered Accountant	Sd/ R.K. Gupta	One Equity Share (1)	
5. Surendra Singh Wadhwa S/o Late Shri Mathura Dass Wadhwa 29A/1 Asaf Ali Road New Delhi Advocate	Sd/ S.S. Wadhwa	One Equity Share (1)	
6. Narottam Dass Agrawal S/o Shri Ballash Dass Agrawal 1282 Sector 8 Chandigarh Chartered Accountant	Sd/ N.D. Agrawal	One Equity Share (1)	
7. Kan Singh Bolia S/o Late Shri Sagat Singh Bolia 22 Birla Flats A.S. Road, New Delhi-110005 Service	Sd/ K.S. Bolia	One Equity Share (1)	
	TOTAL	(7) Seven Equity Shares	

I witness the signatures and particulars of all the Subscribers

Sd/-

N.S. Agal

S/o Shri Nand Lal Agal

29A/1, Asaf Ali Road,

New Delhi

Chartered Accountant

New Delhi, dated the 22nd day of July, 1990

