

MEMORANDUM OF ASSOCIATION

OF

**Smiths & Founders (India) Limited
(Company Limited by Shares)
(Registered under the Companies Act, 1956)**

- I. **The name of the Company is Smiths & Founders (India) Limited.**
- II. The Registered Office of the Company will be situated in the State of Karnataka.
- III. The objects for which the Company is established are:
 - (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:
 1. To carry on the business of manufacturing, purchasing, producing, selling, importing, exporting, applying and dealing in ferrous and non-ferrous forgings, castings, fabrication of every kind.
 2. To carry on the business of manufacturers of and dealers in electrical motors, pump sets, furnaces, metal handling equipment, Turbines, pressed components, automobile machinery and all types of machinery for engineering industry.
 - 2A. To Carry on the business as Manufacturer, Producer, Exporter, Importer, Dealers, Traders, Growers of Agricultural Produce, Horticulture Products, Medicinal and Aromatic Plants, Herbals and Herbal Products, Ayurvedic Products, Planting, Plantation and Growing of Natural Herbs, Medicinal Plants and Herbal Extraction, formulations, Pharmaceuticals, Phyto Pharma Products, neutrauciticals, bio-pharma, bio-matrices etc., and any other incidental or allied activity thereto.

(amended- AGM 20.6.2003)
 3. To undertake research, investigation, designing and implementing the above objects.

2

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

1. To establish any workshop, factory, plant, machinery or other equipment necessary for any of the purposes of the business of the Company.
2. To pay for any properties, rights or privileges, acquired by the Company, either in shares of the Company or partly in shares and partly in cash or otherwise.
3. To establish laboratories and carry on analytical, experimental and other works or undertaking and to carry on research in relation to the objects of the Company.

4. To enter into collaboration, agreements and contracts, with Indian or Foreign individuals, companies or other organizations for technical, financial, or any other assistance for carrying out all or any of the objects of the Company.
5. To establish and maintain any agencies in India or any part of the world for the conduct of the business of the Company for the sale of any materials or things for the time being at the disposal of the Company for sale.
6. To enter into, make and perform contracts of every kind and description, agreements and arrangements with any person, firm, association, corporation, municipality, country, state body politic or government or colony or dependent thereof.
7. To buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise, deal in all kinds of plant, machinery, apparatus, tools, utensils, receptacles, substances, materials, articles, and things necessary or convenient for carrying on any of the business or process of the Company usually dealt in by persons engaged in the like business or processes.
8. To buy, sell refine, manipulate, import, export and deal in substances, apparatus and things capable of being used in any business of the Company or required by any customers or persons having dealings with the Company.
9. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale and resell any goods from time to time belonging to the Company.
10. To employ experts to investigate and examine into the condition, prospect, value, character and circumstances of any business concerns and undertaking and generally of any assets, property or rights.
11. To purchase, take on lease or license or in exchange, hire or otherwise any real and/or personal property and any rights or privileges, which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the Company and, in particulars, any land (freehold/or other tenure), building easement lease hold machinery, plant and stock-in-trade and on any such lands to erect buildings, factories, sheds, godowns or other structure for the works and purposes of the Company, and also for the residence and amenity of its employees, staff and other workmen and erect and install machinery and plant and other equipments deemed necessary or convenient or profitable for the purposes of the Company and either or retain any property to be acquired for the Company's business or to turn the same to account as may seem expedient.
12. To build, construct, maintain, enlarge, pulldown, remove or replace, improve or develop and to work, manage and control any buildings, offices, factories, mills, refineries, furnaces, godowns, warehouses, shops, machinery, engines, roads, railways, tramways, roadways, or other means of transport, sidings, bridges, reservoirs, dams, watercourses, water systems, Warves, electrical works, gas works, or works operated by any other kind of power and also such other machinery equipment, conveyances and conveniences for attaining the main objects of the Company.

13. To let on lease or on hire-purchase system or lend or otherwise dispose of any property belonging to the Company and to finance the purchase of any article or articles, whether made by the Company or not, by way of loans or by the purchase of any such articles, and the letting thereof of the hire purchase system or otherwise, howsoever.
14. To sell, lease, mortgage, grant licenses, easements and other rights, over and in any other manner whatsoever, to transfer, deal with or dispose of, undertaking, property, assets, rights and effects of the Company, or any part thereof for such consideration as the Company may think fit and, if particular for shares, stocks, debentures, or other securities of any other Company whether or not having objects altogether or in part similar to those of the Company.
15. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or Company, carrying or proposing to carry on or possessed of property or rights suitable for any of the purpose of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to purchase, acquire, sell and deal in property, shares, stocks, of any such person, firm or Company and conduct, make or to carry into effect any arrangements in regard to the winding up of the business of any such person, firm or Company.
16. To establish or promote or incur or be interested in establishing or promoting any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose whatsoever and to transfer to any such Company any property of this 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 any such other Company and to subsidise or otherwise assist any such other Company.
17. To acquire by purchase, subscription or otherwise and to receive, hold, own guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, any voting, trust certificates in respect of the shares of the capital stock, scrip, warrants, rights, bonds, debenture, the notes, trust receipts, and other securities, obligation, chose-in-action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trust or persons, public or private or by the Government control or state territory, province, municipality or other political subdivision or by any government agency, and as owner thereof possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.
18. To pay for any rights or property acquired by the Company and to remunerate any person or Company whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part otherwise.
19. To acquire, hold, use, sell, assign, lease, grant licenses, in respect of mortgage, pledge, or otherwise, dispose of in any part of the world any patents of India, patents rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks, trade

names, concessions and formulae, of any mixture whatsoever, and apply for purchase or otherwise acquire, and protect and renew in part of the world any patents, patent rights, abrevants, invention, trade mark, designs, licenses, concessions, and the like conferring any exclusive or non-exclusive or limited right to their use, or 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 acquisition of which may seem) calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licenses in respect of, or otherwise, turn to account the property, right of information so acquired and expend money in experimenting upon, testing or improving any such patents, inventions or rights and without prejudice to the generality of the above any contracts, monopolies or concessions for or in relation to the supply and sale of any minerals, metals, products or other substances, materials, articles or things or equipments for or in relation to the construction, execution carrying out improvement, management, administration or control of any works and convenience required for the purpose of carrying out, any of the business which Company is entitled to carry on and undertake, execute, carry out, dispose of, or otherwise turn to account, such contracts, monopolies or concessions.

20. To enter into any arrangement with any government or authority central, state, local or foreign or public body, or persons or authority or from any private individual that may seem conducive to the Company's objects or any of them and to obtain from any such government, authority, person or Company any concession grants, decrees, rights, charters, contracts, licenses, power, and privileges, whatsoever which may seem to the Company capable of being turned to account, or which the Company may think directly or indirectly conducive to any of its objects or capable of being carried on in connection with its business, and to work, develop, carryout, exercise and turn to account the same.
21. To apply for, promote and obtain any act of parliament, charter, privilege, concession, or authorization of any Government, state or municipality, provisional order or license of any authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company 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 interests of the Company.
22. To establish, maintain and conduct training schools, courses and programs in connection with the sale, installation, use maintenance, improvement or repair of machines, apparatus, appliances or products and or articles required in the use thereof or used in connection there with by the Company, and establish, provide, maintain and conduct or otherwise subsidise research laboratories and experiments and to undertake and carry on all scientific and technical researches, experiments, and tests of all kinds and to promote studies and research, both scientific and technical, investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lecturers, meeting and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award or exhibitions, scholarships, prizes and grants to students, researches, 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 of the business which the Company is authorized to carry on.

23. To acquire any person, firm or body corporate whether in India or elsewhere, technical information, knowhow, processes, engineering, manufacturing and operating data, plans, layouts and blue prints useful for the design, erection and operation of plant required for any of the businesses of the Company and to acquire any grant or license and other rights and benefits in the foregoing matters and things.
24. To make donations to such persons or institutions and in such cases and therein of cash or any other assets as may be thought directly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any persons or corporation, introducing business to this Company, and also to subscribe, contribute, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or other institutions, objects or for any exhibition or for any public, general or other objects.
25. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident, pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with such subsidiary Company of any such other Company as aforesaid, and the wives, widows, families and dependents of any such persons, and also establish and subsidise and subscribe to any institutions, clubs or funds calculated to the benefit of or to advance the interests and well-being of the Company or of any such other Company as aforesaid, and payments to or towards the insurance of any such person as aforesaid and to any of the matters aforesaid and either alone or in conjunction with any other Company as aforesaid.
26. To give to any officers, servants or employees of the Company any share or interest in the profits of the Company's business or of any branch thereof and whether carried on by means of the agency of any subsidiary Company or not, and for that purpose to enter into any arrangements the Company may think fit.
27. To train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of or for furtherance of the Company's objects.
28. To provide residential and/or sleeping accommodation for workmen and others, and in connection therewith to afford to such person facilities and conveniences for washing, bathing, cooking, reading, writing and finding employment and for the purchase, sale and consumption of provisions, both liquid and solid, and for the safe custody of goods.
29. To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.

30. To pay out of the funds of the Company all costs, charges and expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company and/or the Company shall consider to pay other expenses in the formation of the Company and expenses attendant upon the formation of agencies, branches and local boards.
31. To borrow or raise money, or to receive money or deposit or loan at interest or otherwise in such manner as the Company may think fit, and in particulars by the issue of debentures, (perpetual or otherwise) and convertible into shares of this or any other Company or not and to secure the repayment of any such money borrowed, raised or received or owing by mortgage, pledge, charges, or lien upon all or any of the property, assets or revenue of the Company (both present and future) including its uncalled capital and to give the lenders or creditors the powers of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charge or lien, to secure and guarantee the performance by the Company or other persons, firm or Company of any obligation undertaken by the Company or any other person, firm or Company as the case may be. The acceptance of deposits shall be subject to the provisions of Section 58A of the Companies Act, 1956 and the rules framed thereunder.
32. To lend and advance money or to give credit to such persons or Companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of the or by any such persons or Companies and generally to give guarantee and indemnities.
33. To invest and deal with moneys of the Company in such manner as may from time to time to be determined.
34. To take or concur in taking all such steps and proceedings as may seem calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert or minimize financial disturbances which might affect the Company.
35. To confer upon any encumbrances or trustee for any encumbrances of uncalled capital, such powers of making and enforcing calls and of voting the transfer of shares not fully paid up as may be thought fit.
36. To issue or guarantee the issue of or the payment of interest on the shares, debentures, or other security or obligations of any Company or association.
37. To draw, make, accept, endorse, discount, execute and issue and negotiate bills of exchange, hundies, bills of lading, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities subject to the provisions of Banking Regulation Act, 1949.
38. To receive money on deposit with or without allowance or interest there upon to guarantee the debts and the contracts of customers and others.
39. To subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by and person or Companies and in particular,

customers of the Company any person or Companies with whom the Company has or intends to have business relations.

40. To act as agents or brokers and as trustees for any person for Company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world themselves and as principals, agents, contractors, or trustees or otherwise and by or through agents, sub-contractors, or trustees or otherwise and by or through agents, sub-contractors or trustees or otherwise and either along or jointly with others.
41. To procure the incorporation, registration or other recognition of the Company in any country, State or place, and to establish and regulate agencies for the purpose of the Company's business.
42. To carry on any business or branch of a business which this Company is authorized to carry on by means or through the agency of any subsidiary Company or Companies and to enter into any arrangement with any such subsidiary Company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make other arrangements, which may seem desirable with reference to any business or branch so carries on, including power at anytime either temporarily or permanently to close any such business or branch of business, to act as managers or to appoint directors or managers of any such subsidiary Company.

(C) OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE:

1. To act as consultants, advisers, technicians or experts to carry on the business of consultancy in the manufacture of Automobile Parts.
2. To manufacture any product and, either as principals or agents, trade and deal in any articles belonging to any business mentioned in previous clauses & in all materials, appliances and things used in connection therewith, or with any inventions, patents or privileges belonging to the Company.
3. To engage in the business of engineering, contracting, and construction, including the design, manufacture, construction, erection, repair and installation of plants, buildings, structure, ways, works, systems, and mechanical, electrical and electronic machinery, equipment, apparatus and devices.
4. To explore, prospect take on lease or on royalty basis or otherwise acquire mines, mining rights and lands or any interest thereon and to quarry, mine, dress, reduce, draw, extract, calcine, smelt, refine, manufacture, process and otherwise acquire, buy, sell and otherwise dispose of and deal in all types, qualities and descriptions of ores, metal and mineral substances and to carry on any other metallurgical operations which may seem, conducive to any of the Company's objects.
5. To undertake the custody and warehousing of merchandise, goods and materials and to provide cold storage and other special storage facilities.

6. To carry on business as financiers, capitalists, commercial agents, mortgage brokers, financial agents and advisers.
7. To Establish, Design, Develop, Manufacture, Publish, Author, Create, Maintain, it Export, Import, Acquire, Hold, Deal in, Distribute, Exchange, Buy, Sell, Transfer, Gift, Commission, Install, Service, Implement, Manage, Train, Consult, Data Conversion, Data Management, Data Analysis, Data Processing, Data Warehousing, Leasing, Hiring, Acting as Agents, Consultants, Processors, Create knowledge base in, of all types and kinds of Software Systems, Application Software, Software Products, Information Technology Products, in any medium, in all areas such as, Process Engineering, Paging Software, Wireless Software, Geographic information, Engineering, Networking, Electronics, Communication, Education, Entertainment, Banking, Internet, Intranet, E-commerce, Statistical, Accounting, Medical, Legal, Management, Edutainment, Multimedia, Call Centers, Software Services in India or abroad.

IV The liability of the members is limited.

V The Authorised Share Capital of the Company is ` 10,25,00,000/- (Rupees Ten Crores Twenty five lakhs only) divided into 10,25,00,000 (Ten Crores Twenty five lakhs) equity shares of ` 1/- (Rupee One Only) each. **(amended-AGM 27.12.2014)**

We, the several persons, whose names and addresses are subscribed hereunder, 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.

Sl. No.	Name, Address, Occupation, Description and Signature of Subscriber	Number of Equity Shares taken by each subscriber	Name, Address, Occupation, and description of witness
1	SURESH S. IInd Cross Mission Compound Shimoga – 577 201. Industrialist Sd/-	50 (Fifty)	
2.	SHAILAJA S. IInd Cross Mission Compound Shimoga – 577 201. Industrialist Sd/-	50 (Fifty)	Sd/- Gurijala Venkateshwara Rao S/o. G. Venkata Subbiah Naidu 17, 59 th Cross, Vth Block, Rajajinagar Bangalore – 560 010. Chartered Accountant
		<hr/> 100 (One Hundred)	

Dated this 8th day of October 1990 at Bangalore