

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATES
OF
AMBA ENTERPRISES LIMITED



1. The name of the company is **AMBA ENTERPRISES LIMITED**
 - ❖ The registered Office of the Company is situated in the Jurisdiction of Roc Pune, State of Maharashtra
 - ❖ This Clause I has been modified by passing Special Resolution vide dated 30th September, 2020 for Change of Registered Office from Jurisdiction of Roc Mumbai to Jurisdiction of Roc Pune of State of Maharashtra

2. The object for which the Company is established are:

A. THE MAIN OBJECT OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. To carry on the business in India or abroad, as manufacturers, formulators, processors, producers, makers, importers, exporters, traders, buyers, sellers, suppliers, stock lists, merchants, distributors and dealers in iron and electrical steel, electric stamping, electrical steel lamination, portable solid fuel, tins, kits, pouches, portable stands, and chemicals of any kind.
2. To carry on the business of Software designing, development, customization, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centres or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centres using owned /hired or third party infrastructure and equipment, providing recruitment and HR related services, providing and taking personnel / consultants/ human resources to / from other organizations, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services like call Centre Management, Medical and legal transcription, data processing, Back office processing, Accounting, HR and payroll processing, Insurance claims processing, credit card processing, loans and letters of

credit processing, cheque processing, data warehousing and database management, to carry on the business of manufacturing, dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipments and devices and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for Networking and network management, data centre management and in providing consultancy services in all above mentioned areas.

3. To carry on the business of importers, exporters, buyers, sellers, dealers and as agents, stockists, distributors and suppliers of all kinds of readymade garments, coverings, coated fabrics, textiles, hosiery and silk or merchandise of every kind and description and other production goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fiber by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof.
4. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.
5. To construct , build, equip, own, and maintain and to carry on business as keepers of cold storage, storage chambers, ice-plants, godowns, warehouses, refrigerators, freezing houses and room coolers for storing protein foods, milk, cream, butter, cheese, bacons, sausages, fruits, roots, vegetables or other substances made from all or any of them and canned, tinned and processed foods of every description and to act as transporters of aforesaid foods, substances and pharma products, chemicals, agro products, etc
6. To construct, erect, build, repair, re-model, demolish, develop, improve, grades, curve, pave, macadamize, cement and maintain building, structures, houses, apartments, hospitals, schools, places of worship, highways, roads,bridges, canals, flyovers, paths, streets, sideways, courts, alleys, pavements etc and to do other similar construction, levelling or paving work, and for these purposes to purchase, take on lease, or otherwise acquire and hold any lands and prepare lay-out thereon or buildings of any tenure description wherever situate, or rights or interests therein or connected therewith.
7. To purchase, acquire, take on lease or in exchange or in any other lawful manner any area, land, building, structures and to turn the same into

account, develop the same and dispose of or maintain the same and to build townships, markets or other buildings residential and commercial or conveniences thereon and to equip the same or part thereof with all or any amenities or conveniences, drainage facility, electric, telephonic, television installations and to deal with the same in any manner whatsoever, and by advancing money to and entering into the contracts and arrangements of all kind with builders, tenants and others.

8. To carry on business of plastic recycling and as dealers in plastic raw materials, resins, goods and articles connected with the plastic manufacturing industry. To carry on business of importers, exporters, manufacturers, agents and representatives and dealers in all kinds of plastic raw materials and products.
9. To carry on the business of an Investment Company and to invest, buy, sell, transfer, trade, deal in and dispose of any shares, stocks, debentures, whether perpetual or redeemable debenture, debentures, stocks, securities of any Government, Local, Authority, Bonds and Certificates and commodities market etc
10. To act as financial consultants, investment consultants, management consultants, and provide advice, services, consultancy in various fields, general administrative, secretarial, audit, commercial, financial legal, economic, labour, industrial, public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing.
11. To manufacture, process, prepare, preserve, can, refine, bottle, buy, sell and deal whether as wholesalers or retailers or as exporters or importers or as principals or agents in foods, vegetables, canned and tinned and processed foods, protein, health and instant foods of all kinds including baby and dietic foods, cereals, beverages, cordials, tonics, restoratives and aerated mineral waters and food stuffs and consumable provisions of very description for human or animal consumption and to carry on business in all natural, artificial, synthetic or chemical edible food colour. To carry on the business of all agro based activities including farming, horticulture, floriculture etc and processing of all kind of the same.

* This clause has been modified by passing Special Resolution through Postal Ballot vide dated 20th April, 2016

B. THE OBJECT INCIDENTAL AND ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECT ARE:-

12. 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.

13. To pay out of the company's funds, the costs and expenses incurred in connection with all matters preliminary and incidental to the promotion and incorporation to 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.
14. To acquire, purchase, maintain, buy, sell or* dispose of land, buildings, factories, workshops, foundries, mills, equipments, machinery, plants, components, accessories, spares, tools, raw materials, industrial undertakings, warehouses, godowns, shops, departmental stores, offices, cellars, vaults, wagons, power stations, gasworks, water works, water tanks, bridges, staff and worker quarters, roads, ways, sidings, bridges and other works and convenience which may seem directly or indirectly conducive to any of the objects of the Company and to contribute, subsidies or otherwise aid by taking part in any such operations.
15. To purchase, construct, take on lease or tenancy r in exchange, hire take option over to otherwise acquire any estate, lands, buildings, easements or other interest, rights, immovable properties, and to hold concessions licensed, privileges, claims, leases, options which any appears to be necessary or convenient for the business of the company and to sell, lease mortgage, hypothecate or otherwise dispose of grant rights over any immovable belonging to the Company.
16. To purchase, charter, hire or otherwise acquire vehicles for the business of the Company.
17. To buy materials or know-how relating to the business of the Company.
18. To enter into any like of barter business involving the exchange or purchases and sales of any of the products dealt in by the Company involving the exchange or purchase or sales of any of the products dealt in by the company.
19. To establish and maintain agencies, branches or appoint representatives, agents, canvassers, selling and buying agents in India or abroad for sale, purchases, exchange, hire, distribution or for any one or more of the objects of the Company and to regulate and discontinue the same.
20. To form, constitute and promote or join in promoting Companies, associations and undertaking of all kinds having similar objects.
21. To apply for, take out, obtain purchase or otherwise acquired and turn to account any copywriters, licences, concessions, patents rights, or inventions, privileges, trademarks or secret processes which may seem capable of being used for any of the purposes of the Company and to use, exercise, developer or grant licences in respect of or otherwise turn to account the property, right or information to acquire and to expend money in experimenting upon and testing and improving or seeking to improve any

patent right, inventions, discoveries, processes or information of the Company of which the Company may acquire or propose to acquire.

22. To undertake the payment of all rents and the performance of all covenants, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or be otherwise acquired by the Company.
23. To acquire and take over as a going concern by purchase of, or on lease and to undertake, to carry on the whole or any part of the business together with the goodwill and trade name, property, rights, and liabilities of any person or persons, firm or any company carrying on business any part of the purposes of which is within the authorised to carry on and to pay for the same by shares, debentures, debenture-stock, bonds, cash or otherwise and to conduct and carry on or liquidate and wind up any such business.
24. To amalgamate, enter into foreign or India technical and/or financial collaboration, partnership, or into any arrangement, for sharing or dealing profits, union of interest, cooperation, joint venture reciprocal concession or otherwise with any person, firm, corporation or government and to lend money, guarantee the contracts or otherwise assign any such persons, firms or companies and to take or otherwise acquire and hold shares or securities of any such persons, firms or companies, to sell, hold, reissue with or without guarantee or otherwise deal with the same.
25. To promote, form and to be interested in, and take, hold and dispose of shares in any other company having objects similar altogether or in part to those of this company.
26. To enter into, make any perform contracts and arrangements of every kind and description with corporate body, state or central government or any companies, firms, or persons that may seem conducive to the Company's objectives or any of them and to obtain from any such authority any rights, privileges, charters, contracts, concessions, licences or purchase and sale of any kind of goods, machinery, spare parts, securities, shares, stocks, debentures, which the company for the time being may think desirable to obtain and to carry out, exercise and comply with such arrangements, rights, privileges and concessions.
27. To sell, sublet, mortgage, lease, manage, develop, exchange, dispose of or transfer the business, immovable property and undertaking of the Company or any part thereof or of the company in such manner and upon such term and conditions and for such consideration as the Director of the Company, for the time being may think fit to accept and in particulars for cash, shares, debentures, debentures-stock, bonds, or securities of any other company having objects, altogether or in part similar to those of this company.
28. To receive, raise or borrow money from time to time for any of the purposes of the company by bonds, debentures or promissory notes or by taking credit, in or opening current account with any individual or firm or with any bank or bankers and whether with or without giving any security, goods to

other articles or by mortgaging, pledging, charging, hypothecating or selling or receiving advances, or the sale of any lands, buildings, and machinery, goods, assets or revenue of the company, present or future, including its recalled capital or by the issue of debentures, debenture stock convertible into shares of this or any other company or to convey the same absolutely or in trust and give lenders power of sale and other powers as may be expedient and to purchase, redeem or pay off such securities subject to the provisions of section 58-a and directives of Reserve Bank of India.

29. To lend or deposit moneys belonging or entrusted to or at the disposal of the Company to such person or company and in particular to customers and others having dealings with the Company with or without security upon such terms as may be thought proper and to invest or otherwise employ such moneys in such manner as may be thought proper and from time to time to vary such transactions, however, the Company shall not carry on banking as defined under the Banking Regulation Act, 1949.
30. To invest and deal with the moneys of the company not immediately required in immovable properties, shares, stock, bonds, debentures, obligations or other securities of any company or association or in government securities or in current or deposit account with banks or on the mortgage of immovable properties of any tenure or on the pledge of movable property or in any other manner as may from time being and from time being and from time sell or vary such investments and execute all assignments, transfer, receipts and documents that may be necessary in that behalf.
31. To advance and/or to lend money, either with or without security to such persons, firms, associations, trusts, corporations, companies upon such terms and conditions as the Company may think fit.
32. To give guarantee for the performance or discharge of money by any persons, firms, and companies or governments of the state and to give indemnities.
33. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instruments, stock and securities of any company or of any such authorities, 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.
34. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply any money received by way of premium on shares, or debentures issued at a premium by the Company and any moneys received on forfeited shares. Subject to the provisions of the Companies Act, 1956, to property of the Company or any proceeds of sale or disposal of any property of the Company, in the event of winding up.

35. To draw, make, issue, accept, transfer and endorse, discount, excute and negotiate promissory notes, hundies, bills of exchange, cheques, drafts, bills of lading, letters of credits, delivery orders dock warrants, railway or transport receipts, warehouse-keeper's certificates and other negotiable or commercial or mercantile instruments connected with the business of the Company.
36. To open accounts with any bank or banks and to deposit moneys therein and to draw and endorse cheques on and to withdraw moneys from such accounts and generally operate upon same (whether overdraft or not) as may be required for any of the objects or purposes of the Company.
37. To insure any of the persons, properties, undertakings, contracts, guarantee or obligations or profits of the Company, of every nature and kind in any manner whatsoever.
38. To refer any dispute, claim or demand by or against the Company to arbitration and observe and perform the awards.
39. To employ experts to investigate and to examine into the conditions, prospects, value, character and circumstances of business concerns and undertakings and of any assets, property or rights.
40. To acquire from any person, firm or body corporate or unincorporated, whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plants, layouts and blue prints useful for the design erection and operation of plant required for the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.
41. To be interested in, promote and undertake the formation and establishment of such institutions, associations, chamber of commerce or other bodies, industrial trading or manufacturing within the objects of the Company as may be considered to be conducive to the profit and interest of the Company and to acquire, promote and/or subsidise any industry or undertaking.
42. To enter into any arrangements and to take all necessary or proper steps with governments or with other authorities supreme, national local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose or directly carrying out the objects of the Company or effecting any modification in the constitution of the company or furthering the interests of its members and to oppose any such steps taken by the other company, firm or persons, which may be considered likely directly or indirectly to prejudice the interests of the Company or its members and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interest of the Company and to oppose and resist whether directly or indirectly legislation which may seem disadvantageous to the Company and to obtain from any such government, authority or any company any charter, contracts, decrees, rights, agents, loans, privileges or concessions which the

company may think fit or desirable to obtain and to carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges or concessions.

43. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, radio, television, by circulars, posters, by purchase and exhibition of works of art or interest, by publication of books, periodicals and by granting prizes, awards and donations (including donations to any fund for charitable or public purpose).
44. To promote, form and register and aid in promotion, formation and registration of any company or companies having similar objects for the purpose of acquiring all or any of the property, undertaking, rights and liabilities of such company and to be interested in, or take or otherwise acquire, purchase, hold, sell or otherwise dispose of shares, debentures and other securities in or of any such company, or any other company, for all or any of the objects mentioned in its Memorandum and to subsidise or otherwise assist any such company and to subsidise or otherwise assist any such company and to undertake the management or other work, duties and business of any such company on such terms and conditions as may be arranged.
45. To create any depreciation fund, reserve fund, sinking fund, insurance fund, dividend equalisation fund, capital, redemption fund or any other special 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 any other purpose whatsoever conducive to the interest of the Company.
46. To provide for the welfare of the Directors, ex-directors, employee or ex-employees of the Company or its predecessors in business and the wives and families of the dependents or connections of such persons by grants of money, pensions, gratuities, non-contributory pension or superannuation funds, allowances, bonuses, awards, profits sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistances as the Company shall think fit and to establish, maintain and grant scholarships, monies to any persons or technical study and education in India and elsewhere in the world which may be necessary or useful for any of the objects of the Company and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality or operation or of public and general utility or otherwise.
47. To purchase, taken on lease or in exchange, hire or otherwise acquire any real and personal property and any right and privileges necessary or convenient for the purpose of the Company and in particular, any land,

buildings, easements, patents, licences, machinery, plant, laboratory and stock-in-trade.

48. 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 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.
49. To sell, improve, construct, manage, lease, mortgage, dispose of, tune to account, or otherwise deal with or any part of the property and rights of the Company.
50. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in India or any part of the world and for this purpose to appoint managers, agents, either on salary and commission and to have, maintain and to discontinue, such number of offices and agencies therein as may be convenient.
51. To prepare the company to be registered or recognized in any part of the world.
52. To negotiate lease, underwrite contracts, mortgages, equity participations, cash credits, working and other financial facilities from banks, financial institutions and government or semi-government bodies.
53. To remunerate any person, firm or body corporate, rendering services to the company, either in cash, kind or by allotment of shares or securities of the company credited as paid in full or in part or otherwise.
54. To do the above things and all such thing in any part of the world as principals, agents, contractors, trustees or otherwise and as alone or in conjunction with others

AND IT HEREBY DECLARED THAT:-

- (i) The objects of the company shall extend to all States in the Union of India and to all other parts of the world.
 - (ii) The objects set forth in each of the several clauses of paragraph III hereof shall have the widest possible construction.
 - (iii) Nothing in this paragraph shall authorize the Company to do any business which may fall within the purview of the Banking Regulation Act, 1949 or Insurance Act, 1938.
4. The liability of the members is limited.
 5. *The Authorised share capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen crores Only) divided into 3,00,00,000 (Three crore) Equity Shares of 5/- (Rupees Five Only) each, with rights , privileges and conditions attaching thereto

as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the Share in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified so special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

* This Clause has been modified by passing special resolution in Annual General Meeting dated 25th July, 2016

We the several persons whose names and addresses are subscribed below are desirous of being formed into a company in pursuance to 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.

Name, address description and of occupation of Subscribers	Number of Equity Shares taken by each Subscriber	Signatures of Subscribers	Name, Address and description of Witness
1) MR. ASHWINKUMAR PRASANNA TENDULKAR S/O. MR. PRASANNA TENDULKAR 1/NAVNEET APARTMENT, 25, RAM MARUTI ROAD, DADAR, BOMBAY-400028. BUSINESS.	500 (Five Hundred)	Sd/	
2) MR. ASGER JAFFER POONAWALA S/O. JAFFERHUEN POONAWALA 617, RAVIWAR PETH,PUNE-2, BUSINESS.	500 (Five hundred)	Sd/--	
3) MR. ARJUN KIKA TANDEL	500		

S/o. KIKA TANDEL KOTHPAT SHERI, NANI DAMAN-396210. BUSINESS.	(Five hundred)	Sd/-	
4) MR. HARIBHAI SOMA TANDEL S/o. SOMA M. TANDEL KATHRIA GHATI STREET, NaniDaman-396210. Business	500 (Five hundred)	Sd-	

Name, address description and of occupation of Subscribers	Number of Equity Shares taken by each Subscriber	Signatures of Subscribers	Name, Address and description of Witness
5) MR. KISHOR NARSI TANDEL S/o. NARSI KIKA TANDEL Kothpath Sheri. Nani Daman -396210 Business.	500 (Five Hundred)	Sd/-	
6) MRS. USHA SHANKARRAO SHAHADE D/o. SHANKARRAO KRISHNAJI SHAHADE 1, NAVNIT 125, RAMMARUTI ROAD, DADAR, Bombay-400028. Business.	500 (Five Hundred)	Sd/-	Witness to all Sd/- (SHUBHADA A. SHAHADE) W/O. MR. ATUL GAUTAM SHAHADE Gautam, plot no . 29, Road No. 2, Sion (East), Bombay -400022. Chartered Accountant.
7) KETAN PURUSHOTTAM JUVEKAR S/o. MR. LATE SHRI PURUSHOTTAM JUVEKAR 3 RD FLOOR, "Suresh ", Ram Maruti Road, Dadar, Bomaby-400028.	500 (Five Hundred)	Sd/-	

Business.			
Total...	3500 (Three Thousand Five Hundred Only)		

Place: Bombay
Date : 21st May, 1992.