
Memorandum And Articles

of

Association

of

LILY COMMERCIAL PRIVATE LIMITED

For Lily Commercial Pvt. Ltd.

SJaw
Sushil Kumar Jain

Director

DIN No. 00278611

LC/SL-1
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GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

4th Floor, IFCI Tower 61, New Delhi, Delhi, India, 110019

Corporate Identity Number: U65923DL1985PTC306331

SECTION 13(5) OF THE COMPANIES ACT, 2013

Certificate of Registration of Regional Director order for Change of State

M/s LILY COMMERCIAL PRIVATE LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Jammu & Kashmir to the Delhi and such alteration having been confirmed by an order of Regional Director bearing the date 11/08/2016.

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at New Delhi this Twenty third day of September Two thousand sixteen.

DS Ministry of
Corporate Affairs
- (Govt of India)
14

Afsar Ali
Assistant Registrar of Companies
Registrar of Companies
RoC - Delhi

Mailing Address as per record available in Registrar of Companies office:

LILY COMMERCIAL PRIVATE LIMITED

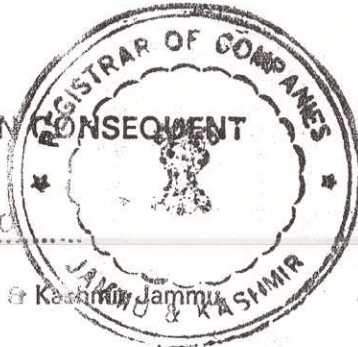
DIAMOND PRESS BUILDING, 8E, 1ST FLOOR, RANI JHANSI ROAD,
JHANDEWALAN EXTENSION, NEW DELHI, New Delhi, Delhi, India, 110005



For Lily Commercial Pvt. Ltd.
Aut. [Signature]

No. Doc./JMD/2001/1430

DI-2202-2001



FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

Company No. 07-760

In the office of the Registrar of companies' Jammu & Kashmir

In the matter of...LILY COMMERCIAL PRIVATE LIMITED... LILY COMMERCIAL PRIVATE LIMITED.

I hereby certify that.....

Which was originally incorporated on 27th March, 1985 day of.....

under the Companies Act, 1956 and under name LILY COMMERCIAL PRIVATE LIMITED.

having duly passed the necessary resolution in terms of Section 21/22 of the Companies Act, 1956 and under the powers and functions under section 21 of the Companies Act, 1956 (1 of 1956) read with the Government of India, Ministry of Law, Justice & Company Affairs, Department of Company Affairs Notification No GSR 507 (E) Published in part II, Section 3 of Sub-Section 1 of the Gazette of India Extra Ordinary dated 24-6-85. The word 'private' was deleted w.e.f. 03.10.91 in terms of 43A(1), the word 'private' inserted w.e.f. 22.02.2001 in terms of sec 43A 4 of Co's Act. 1956.

The name of the said company is this day

changed to ...LILY COMMERCIAL PRIVATE LIMITED.....

and this certificate is issued pursuant to Section 23 (1) of the Companies Act, 1956.

Given under my hand at JAMMU this 22nd

February day of.....Two thousand One.

Dt. 3rd. Phalguna, 1922 (saka)

Dt. 22.02.2001.

MANMOHAN JUNEJA REGISTRAR OF COMPANIES, JAMMU & KASHMIR



Form I. R.

CERTIFICATE OF INCORPORATION

— : o : —

No. 760 of 1985

I hereby Certify that **LILY COMMERCIAL PRIVATE LIMITED** is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is limited.

Given under my hand at **SRINAGAR** this **TWENTY SEVENTH (27TH)** day of **MARCH** One Thousand Nine hundred and **EIGHTY FIVE.**

(6th Chaitra 1907 Saka)

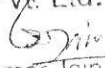
SEAL

Sd/-

Registrar of Companies
JAMMU & KASHMIR
(27-3-1985)

(S.K. SAXENA)
Registrar of Companies
Jammu & Kashmir

For Lily Commercial Pvt. Ltd.


Sushil Kumar Jain
Director
DIN No. 00278011

CERTIFIED COPY


DIRECTOR

THE COMPANIES ACT, 1956

(PRIVATE COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

Lily Commercial Private Limited

CERTIFIED COPY


DIRECTOR

- I. The name of the Company is LILY COMMERCIAL PRIVATE LIMITED
- II. The registered office of the Company will be situated in National Capital Territory of Delhi.
- III. The objects for which the Company is established are :—

(a) Main Objects to be pursued by the Company on its incorporation—

- (1) To establish and carry on business and to act as merchants, traders, commission agents, buying agents, selling agents, contractors, importers, exporters of all types of engineering goods, electrical appliances and goods, electrical motors, fans, sewing machines, knitting and embroidery machine, cooking ranges, refrigerators, sealed compressors, electrical devices, yarn linen, cloth and ancillary goods and fabrics and readymade cloths made from cotton jute, silk, hemp, wool, hair, rayon and any other fibre or fibrous substances whether natural or artificial, or a blend of natural and artificial fibres, plastics goods, plastics resin, rayon goods, heavy and other chemicals including polyvinyl chloride, calcium carbide, chlorine, caustic soda, bleaching powder, oils, paints and pigments, petrol, petroleum products, acids and alkalis, fertilisers, dyes and intermediates, paper and paper products, minerals and salts, alcohol and alcoholic beverages, soap preparations, confectionaries, sugar and sugar products, vegetable ghee, refined oils and vegetable products food and all kind of beverages, shoes, leather goods, cars, automobiles and trucks, auto scooters, automobile and truck spare parts, rubber manufactures, tyres, cords, tubes, typewriters, teleprinters plant and machinery tools and equipments, accessories, engines pumps, agricultural produce and implements, ceramic goods, crockery, glass wares, vacuum flasks and vacuumised goods, rayon, tyre chord, all types of bearings, plaster of paris, transfer papers.

* As amended by special resolution passed on 21.03.2016.

cosmetics and toilet goods, things of art and beauty, raw materials and ingredients in any way required for manufacture of or for marketing any of the above commodities and to undertake transport of and general trade in such goods and commodities in India or any where else in the world and particularly non-traditional commodities, goods and articles to non-traditional destinations.

2. To purchase, sell, give or take on lease, grant or acquire easements or other interest, exchange or otherwise acquire or dispose of or deal in any manner whatsoever with any land, building, flat, sheds of any other immovable property or real estate and in particular to develop, construct, reconstruct, alter improve, connect, reconnect, divide subdivide, consolidate, decorate, furnish, maintain any building, flat, office, godown, warehouse, factory, shop, wharve or any other immovable property and to sell, lease exchange, dispose of or deal with or create any interest; right or title in such or other immovable properties.
3. To carry on the business as an Investment Company and to buy, underwrite, invest in and acquire, hold and deal in shares, stocks, debentures, debenture-stock, bonds notes, obligations and securities issued or guaranteed by any company and debentures, debenture-stocks, bonds, notes, obligations and securities issued or guaranteed by any Government, sovereign ruler, commissioner, public body or authority supreme municipal or local or otherwise, in any part of the world.
4. To acquire any such shares, stocks, debentures, debentures-stock, bonds, notes, obligations or securities by original subscription, contract tender, purchase, exchange under writing and by participation in syndicates or otherwise and whether or not fully paid, and to subscribe for the same subject to such terms and conditions (if any) as may be thought fit, and to dispose of the same.
5. To carry on the business of dealers in shares, stocks, debentures, debenture-stock, bonds, obligations, units securities and other investments.

(B) The Objects incidental or ancillary to the attainment of the main objects :

1. To advance deposit to lend money with or without securities to such persons and on such terms as may be expedient and to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents.
2. To carry on and transact every kind of guarantee and counter-guarantee business and to guarantee the payment of money secured by or payable under or in respect of bonds, debentures, debenture stock, contracts, mortgages, charges, obligations and other securities of any Company or any authority supreme, municipal, local or otherwise, or any persons whomsoever whether incorporated or not.

For Lily Commercial Pvt. Ltd.


Sushil Kumar Jain
Director
DIN No. 00278611

3. To act as agents for the investment, loan payment, transmission collection of money and for the purchase, sale & improvement, development and management of property including business concern and undertakings.
4. To carry on the business of :
 - (i) Providing or making available finance in the form of long or medium term loans or equity participations.
 - (ii) Sponsoring and underwriting new issues of shares and securities.
 - (iii) Guaranteeing loans from other investment sources.
5. To exercise and enforce all rights and powers conferred by or incidental to the ownership of any such shares, stocks, obligations or other security including without prejudice to the generality of the foregoing all such powers to vote or control as may be conferred by virtue of the holding by the Company of some special proportion of the issued or nominal amount thereof and to provide managerial and other executive supervisory and consultant services for or in relation to any company on such terms as may be thought fit.
6. To undertake, and carry on and execute all kinds of financial commercial and other operation of the company which may be capable of being conveniently carried on in connection with indirectly, to the enhance the value of facilitate the realisation of, any of the objects of the Company or calculated directly or render profitable, any of the Company's property or rights.
7. To subscribe for conditionally or unconditionally to underwrite, issue or commission or otherwise take, hold; deal in and convert stocks, shares and securities of all kinds and to enter into partnership or into any arrangement for sharing profits, union of interest, reciprocal concessions, co-operation with any person or Company and promote and aid in promoting, constituting, forming or organising any Company (Syndicate or partnership of any kind) for the purpose of acquiring and undertaking any property and liabilities of this Company or of advancing directly or indirectly the objects thereof, or for any other purpose which the Company may think expedient.
8. To buy, sell, provide, contract annuities for certain period deferred and other types of annuities and do the business connected therewith whether for cash or in exchange of property or in lieu of any rights.
9. To act as trustee, professional trustee, debenture trustee and to accept the confidence on trust with or without remuneration, compensation or profits.

For Lily Commercial Pvt. Ltd.


Sushil Kumar Jain

Director

DIN No. 00278611

10. To establish companies and association for prosecution or execution of undertakings, works, projects or enterprises of any description, whether of a private or a public character and to acquire and to dispose of shares and interests in such companies or associations, or in any other company or association, or in the undertaking thereof.
11. To purchase or otherwise acquire, sell, dispose of concerns and undertakings, mortgages, charges, annuities for certain period on or deferred basis, patents, licences, securities, concessions, options, policies, book debts and claims and any interest in real or personal property and any claims against such property or against any persons or Company and to carry on any business in the concern or undertaking so acquired.
12. To amalgamate, enter into partnership or into any arrangement or agreement for sharing profits or losses, assets or liabilities, union of interests, cooperation, joint venture or reciprocal concessions or for limiting competition with any person or Company carrying on or engaged in or about to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly to benefit the Company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures stock, or securities that may be agreed upon and to hold and retain, or sell mortgage and deal with any shares, debentures, debenture-stock or securities so received.
13. To guarantee the title to or quiet enjoyment of property either absolutely or subject to any qualifications or conditions and to guarantee persons interested or about to become interested in any property against any loss, actions, proceedings, claims or demands in respect of any insufficiency or imperfection or deficiency of title, in respect of any encumbrances, burden or outstanding rights.
14. To guarantee the fidelity of persons filling or about to fill situations, of trust or confidence and the due performance and discharge, by such persons of all or any of the duties and obligations imposed on them by contract or otherwise.
15. To guarantee the due performance and discharge by receivers, liquidators, committees, guardians, executors, administrators, trustees, attorneys, brokers and agents of their respective duties and obligations.
16. To guarantee persons filling or about to fill situations of trust or confidence against liabilities in connection therewith and in particular against liabilities resulting from the misconduct of any particular co-trustee, co agents, sub-agent, or other persons, or from the insufficiency, imperfection or deficiency of title to property or from any insufficiency, imperfection or deficiency in any security or from any bankruptcy, insolvency fraud or tortious act on part of any other persons or from any error of judgement or misfortune

For Lily Commercial Pvt. Ltd.


Sushil Kumar Jain
Director
DIN No. 00278611

17. Generally to carry on and transact every kind of guarantee and indemnity business and to undertake obligations of every kind and description and also to undertake and execute trusts of all kinds, which may be conveniently undertaken or executed in carrying on the main objects of the Company.
18. To collect rents and debts and to negotiate loans to find investments and to issue and pledge shares, stocks, debenture-stock or other securities.
19. To take or hold mortgages, liens and charges, to secure the payment of the purchase price or any unpaid balance of purchase price of any part of Company's property of whatsoever kind, sold by the Company or any money due to the Company from the purchaser and others.
20. To contract with lease holders, borrowers, lenders, annuitants and other for the establishment, accumulation, provisions, and payment of sinking funds, renewal funds, redemption funds endowment funds and any other special funds and that either in consideration of a lump sum or of an annual premium or otherwise, and generally on such terms and conditions as may be arranged.
21. To undertake and execute any trust or discretion, the undertaking whereof may seem desirable and the distribution amongst the beneficiaries, pensioners or other persons entitled thereto, of any income, capital, annuity or other sums of money or other property, whether periodically or otherwise and whether in money or in specie in furtherance of any trust, discretion or other obligation or permission.
22. To vote, upon or in respect of any shares, securities, bonds, notes, other evidence, interest or applications of any Corporation Trust, Association or concern whether or not affecting the security or the apparent security of TRUST property or the purchase or sale or lease of the asset of any such Corporation, Trust, Association or Concern; and to enter into or establish any voting TRUSTS in respect of any shares, securities or property and to appoint, remove and replace any voting TRUSTEE with specific power to the TRUSTEES to appoint themselves as voting TRUSTEES either jointly with other/s or not as they in their absolute discretion shall deem fit, to deposit any such shares, securities or properties in any voting TRUSTEE or with any depository thereby, and to give proxies or power of attorney with or without power for substituting or for voting or acting on behalf of the Trustees as the owners of any such property.
23. To lend money to, and guarantee the performance of the obligations of, and the payment of dividends and interest on any stock, shares and securities of any Company, firm or person in any case in which such loan or guarantee may be considered, likely directly or indirectly to further the objects of Company, and generally to give any

For Lily Commercial Pvt Ltd.

Sushil Kumar

Director

EDR No. 0007A611

guarantee whatsoever which may be deemed likely, directly or indirectly to benefit the Company or its Members.

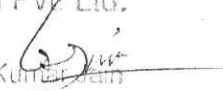
24. To pay for any property or business or services rendered or to be rendered or any purchase in cash or by bills of the Company, or by shares ordinary, preferred or either fully or partly paid up or by bonds, mortgages, debentures, debenture-stock or other securities or acknowledgements of the Company or partly by one or more of them or otherwise.
25. To grant pensions or gratuities to any employee of the Company or its predecessors in business, or the relations, connections or dependents of any such person/s, and to establish or support Association, Institutions, Clubs; Funds and Trusts calculated to benefit any such person/s or otherwise advance the interests of the Company.
26. To hold, administer, sell, realise, invest, dispose off, and deal with the moneys and property both real and personal, and to carry on, manage, sell realise, dispose of and deal with any business, comprised, or included in any estate of which the Company is executor or administrator or in any trust of which the Company is the Trustee, or of which the Company is administrator, receiver, manager, liquidator, treasurer or agent.
27. To make deposits, enter into recognizance bonds and otherwise give security for the execution of the offices and performance of the duties of executors, administrators and trustees, receivers, managers, liquidators, treasurers and agents.
28. To take such steps as may be necessary to give the Company the same right and privileges in any part of world as are possessed by local companies or partnership of a similar nature.
29. To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licences 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.
30. To dedicate, present or otherwise dispose of either voluntarily or for value any property of the Company deemed to be of national, public or local interest to any national trust, public body museum, corporation or authority or any trustees for or on behalf of any of the same or on behalf of the public.
31. To aid pecuniarily or otherwise, and association, body or movement having for an object the solution, settlement or surmounting of labour problems or troubles or the promotion of industry or trade.

For Lily Commercial Pvt. Ltd.


Sushil Kumar Jain
Director
DIN No. 00278611

32. To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the company of any of the objects for which the Company is formed.
33. To sub-let all or any of the works, contracts from time to time and upon such terms and conditions as may be thought expedient.
34. To form, manage, join, or subscribe to any syndicate, pool or cartel.
35. Subject to the provisions of the Companies Act, 1956 to distribute among the members in specie any property of the Company or any proceeds of sales or disposal of any property of the company.
36. To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise or any person or company that may seem conducive to the Company objects, or any of them, and to obtain from any such Government, authority, person or company that any rights, privileges, charters; and concessions which the Company may think fit and desirable to obtain and to carry out exercise and comply therewith.
37. To apply for, promote and obtain any Act, charter, order, regulation, privilege, concessional licence or authorisation of any Government; State or municipality or any authority or any Corporation or any public body which may be empowered to grant, for enabling the Company to carry on its objects into effect or for extending any of the powers of the Company or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any bills, proceedings, applications which may seem calculated directly or indirectly to prejudice the Company's interest and to appropriate any of the Company's Shares, debentures or other securities and assets to defray the necessary cost, charges and expenses thereof.
38. To apply for, purchase, or otherwise acquire and protect and renew in any part of the world, any patents, patent rights, brevets of invention, trademarks, designs, licences, copyrights, concessions and the like conferring any exclusive or nonexclusive or limited right to their use, or any secret or other information as to any of the 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, and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property rights or information so acquired and to expend the the money in experimenting upon, testing or improving any such patents inventions or rights.

For Lily Commercial Pvt. Ltd.


Sushil Kumar Jain
Director
DIN No. 00278511

39. To establish, provide, maintain and conduct, or otherwise subsidise, assist research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on all scientific and technical research, both experiments and tests of all kinds to promote studies and research, both scientific and technical investigations and inventions by providing, subsidising endowing or assisting laboratories, workshops, libraries, the remuneration of scientific or technical professors 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 authorised to carry on.
40. To make donations to such persons or institutions either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient, and in particular to remunerate any person 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, cultural, educational or other institutions or objects or for any exhibitions for any public general or other objects.
41. To establish and support, or aid in the establishment and support of associations, or aid in the establishment and support of associations, institutions, funds, trusts, private or public for the benefit of its employees or ex-employees shareholders, past shareholders, directors, ex-directors of the Company or its predecessors in business and for persons having dealings with the Company or the dependents, relatives or connection of such persons and in particular friendly or other benevolent societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payment or lump sum and to make payments toward insurance and to form and contribute to provident and other benefit funds for such persons and to provide for the welfare of shareholders, directors and ex-directors and employees and ex employees of the Company and wives, widows and families or the dependents or connection of such persons by building or contributing to the building of houses, dwellings, or chawls or by grant of moneys, pensions, allowances, bonus or other payments and to provide or subscribe or contribute towards places of instructions and recreations, hospitals, dispensaries, holiday homes, medical and other attendance and other assistance as the Company shall think fit.
42. To refer or agree to refer any claims, demands disputes or any other questions 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 representative or between the Company and third parties, to arbitration in India or any place outside India, and to observe and perform awards made thereon and to do all acts, deeds, matters and things to carry out or enforce the awards.

For Lily Commercial Pvt. Ltd.


Sushil Kumar Jain
Director
DIN No. 00278611

43. To pay all preliminary expenses of any company promoted by the company or any Company in which this company is or may contemplate being interested and preliminary expenses may include all or any part of the costs and expenses of owners of any business or property acquired by the Company.
44. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation & registration of the Company or the issues of its capital including brokerage and commission for obtaining applications for taking, placing or underwriting of shares, debentures or other securities of the Company.
45. To pay for any rights or property acquired by the Company and to pay or to remunerate any person or Company for service rendered in placing or assisting to place or guaranteeing the placing of shares in Company's capital or any debentures, debenture stock of other securities of the Company or in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its business or otherwise for any of the purposes, of the Company whether by cash payment or by the allotment of shares, debentures, or other securities of the Company credited as paid up in full or in part or otherwise as the case may be.
46. To open current or fixed accounts with any bank, bankers, shroff or merchant and to pay into and draw money from such accounts.
47. To insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
48. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assests, property or rights.
49. To carry on any business or branch of a business whether in India or outside India, which this Company is authorised to carry on by means or through the agency of any subsidiary company or companies, and to enter into any arrangements with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or finance any such subsidiary company, guaranteeing its liabilities or to make any other arrangement which seem desirable with reference to any business or branch so carried on including the power and provision at any time either temporarily or permanently to close any such branch or business.
50. To appint Directors or Managers of any subsidiary company or of any other company in which this company is or may be interested.

For Lily Commercial Pvt. Ltd.


Sushil Kumar Jain
Director
DIN No. 00278611

51. To take part in the management, supervision and conduct control of the business or operations of any company or undertaking having similar objects and for that purpose appoint and remunerate the Directors, trustees, accountants or other experts, personnel or agents for any of such operations or purposes.
52. To purchase, take on lease or exchange, hire or otherwise acquire, deal in any immovable or movable property, real or personal of all kinds and of any rights or privilege which the company may think necessary or convenient for purposes of its business and in particular any land, buildings, easements, machinery, plant and stock in trade and either to retain the property so acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.
53. To accept as consideration for or in lieu of the whole or any part of the Company's property either land or cash or Government security or securities guaranteed by Government or shares in joint stock companies or partly the one and partly the other properties or securities as may by repurchasing or taking on lease the same at such price or prices and on such terms and conditions as may be agreed upon by the Company.
54. To let on lease or licence or on hire purchase or to lend or otherwise dispose of any property belonging to the Company and to finance the purchase of any article or articles or whether made by the Company or not, by way of loans or by the purchase of any such article, or articles and letting thereof on the hire purchase system or otherwise howsoever, and to act as financiers generally.
55. To sell, lease, mortgage grant licences, easements, and other rights over and in any other manner deal with or dispose of the undertaking property assets both moveable and immoveable, rights, and effects of the Company or any part thereof, and any other property whether real or personal for such consideration as the Company may think fit, and in particular for shares, debentures, debenture-stock, securities of any other company, whether or not having objects, altogether or in parts similar to those of the company and to make advance upon the security of land and/or buildings and/or other property moveable and/or any interest therein.
56. To vest any moveable or immoveable property, rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the company.
57. To undertake and execute any contracts for works involving the supply or use of any machinery and carry out any ancillary or other works comprised in such contracts.

For Lily Commercial Pvt. Ltd.

Sushil Kumar
Director
DIN No. 00278611

58. To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any other special fund whether for depreciation or for repairing, improving, extending, maintaining any of the property of the Company, or for redemption of debentures redeemable preference shares or any other purpose whatsoever conducive to the interest of the Company.
59. To accept donations, gifts with such conditions, restrictions, obligations; stipulations and liabilities as are not derogative to the provisions of the law.
60. To alienate, transfer, gift, sell, donate, settle, or dispose of any property of the Company with or without consideration to any persons including any Trust whether Public or Private discretionary or specific, either by revocable or irrevocable transfer or settlement and upon such terms and conditions as the Company may deem fit.
61. To do or abstain from doing all such acts and things as are incidental or conducive to the attainment of all the objects of the company or any of them.
62. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the furtherance of any of the powers hereinbefore set forth either alone or in association with other corporate bodies, firms, individuals and to do every other acts, thing or things incidental or appurtenant to or arising out of or connected with business or powers or any part or parts thereof the company provided the same be not inconsistent with laws of Union of India.
63. To undertake, conduct, institute, encourage, promote, prosecute, develop, assist, finance and carry out any kinds of scientific, industrial, commercial, economic, statistical and social research relating to trade, commerce or industry in India or outside India either singly or jointly with any other research, association or institution, and to erect, establish, promote, develop, encourage, support, maintain and finance, research laboratories, experimental stations, workshops and to provide any other facilities for such research and to develop, improve, patents, models, designs, secret formula or processes or similar property rights relating to any articles things etc., which may seem directly or indirectly calculated to benefit the company.
64. To adopt such means of making known the products and activities of the Company as may seem expedient and in particular by advertising in press by circulars by purchase and exhibition of works of art of interest, by publication of books and periodicals, by granting prizes, rewards and donations.
65. To undertake, carry out, lay out, promote, sponsor or assist in any activity, project of rural development including any programme for promoting the social and economic

For Lily Commercial Pvt. Ltd.

Sushil Kumar Jain
Director

DIN No. 00278611

welfare of or the upliftment of the people in any rural area irrespective whether the company has any business dealings in such areas or not and to incur any expenditure or use any of the assets and facilities of the company on any programme or project or activity of rural development and to assist execution and promotion thereof either directly or in association with any other company or person or organisation or through an independent agency or in any manner as the company may deem fit in order to implement any of the projects or programmes or activities of rural development transfer without consideration or at such fair or concessional value and divert the ownership of the property of the company to or in favour of any public or local body; authority central of state Government or any public institution or trust or fund. Without prejudice to the generality of the foregoing project programme of rural development shall mean and include :

- (a) Assistance in the setting up of rural industries in selected areas by the rural weak to provide them self-employment.
- (b) Establishment and running of dispensaries, clinics, hospitals, family planning centres, maternity and children welfare centres and family welfare centres.
- (c) Nutrition programmes for school children.
- (d) Establishment and running of educational and vocational training centre-establishment of sports and recreation centres for students.
- (e) Construction and maintenance of rural link roads, village streets payments and drainage and sanitary system.
- (f) Construction and maintenance of drinking water projects such as wells, tubewells etc. and cleaning of wells and ponds.
- (g) Rural electrifications, i.e. provisions of street lighting in villages and electrifications of Harijan/Tribal homes.
- (h) Assistance of the weaker section of society in constructing houses at sites provided in rural areas by Government, village penchayats etc.
- (i) Minor irrigation schemes including boring of tubewell and installation of pumping sets for the benefits of groups of small or marginal farmers.
- (j) Supply of improved varieties of seeds and provisions of facilities for seed testing to groups, of small marginal farmers and assistance to such farmers, for establishing seed farms.

For Lily Commercial Pvt. Ltd.

Sushil Kumar Jain
Director
DIN No. 00278811



- (k) Supply of fertilisers and insecticides to groups of small/marginal farmers and giving guidance and training to such farmers in the use of fertilisers, insecticides etc.
- (l) Assist the farmers, in improvement of cattle through establishment of veterinary dispensaries, artificial insemination centres etc. and in processing and marketing of the dairy products.
- (m) Supply of plant protection equipments, sprayers, farm machinery, implements etc. to the village panchayat for the use of groups of small/marginal farmers.
- (n) Assistance to groups of small/marginal farmers, landless labourers, etc. in poultry farming horticulture, pisciculture etc.
- (o) Establishment of workshops for servicing and repair of farm machinery and training of artisans, machineries etc.

Or any other programme for promoting the social and economic welfare of the upliftment of the people in any rural area which is likely to promote and assist the rural development.

And that the word "rural areas" shall include such areas as may be regarded as rural area under the provisions of Income-tax Act, 1961 or any other law in force, for the time being relating to rural development.

66. To undertake, carry out, lay out, promote, sponsor, or assist in any activity or project either directly or in association with any other company, or person or organisation or through an independent agency which is likely.

- (i) To promote national welfare or social, economic or moral upliftment of the society, people or any section of the society or people, and
- (ii) To promote and improve national economy and for discharging what is considered to be social and moral responsibilities of the company to the public or society or any section thereof, and in order to implement any of the purpose or objects stated herein, transfer without consideration or at such fair or concessional value and divest the ownership of any property of the company to or in favour of any public or local body or authority or central or state Government or any public institution or fund as the Directors may approve.

Without prejudice to the generality of the foregoing to undertake, carry out, promote, sponsor or assist any activity for publication of any books, literature, newspapers etc.

For Lily Commercial Pvt. Ltd.


Sushil Kumar Jain
Director
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or for organising lectures or seminars which is likely to advance these objects and to grant merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to undertake and prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust etc. having any one or more of the aforesaid objects as its object.

67. To raise or borrow money from time to time for any of the purposes and objects of the Company by receiving advances of any sum or sums with or without security upon such terms as the Directors may deem expedient and in particular by taking deposits from or open accounts current with any individual or firms including the agents of the Company whether with or without giving the security or by mortgaging or selling or receiving advances on the sale of any lands, buildings, machinery, goods or other property of the Company, or by the issue of the debentures or debenture-stock perpetual or otherwise. Charged upon all or any of the Company's properties (both present and future) including its uncalled capital or by such other means as the Directors may in their absolute discretion deem expedient.
68. To borrow, raise or secure the payment of money or to receive money and deposit as time deposit or otherwise at interest for any purpose of the Company and at such time or times and in such manner as may be thought fit and in particular by creation and issue of debentures or debenture-stock, bonds, shares credited as fully or partly paid up, obligations, mortgages charges and securities of all kinds either perpetual or otherwise either redeemable annuities as and by way of securities for any such money so borrowed, raised or received or by any such debentures, debenture-stock, bonds, obligations, mortgages, charges and securities of all kinds, either so issued to mortgage, pledge or charge the undertaking or whole or any part of the property rights, assets or revenue and profits of the company present or future, including its uncalled capital or otherwise howsoever by trust, special assignment or otherwise or to transfer or convey the same absolutely or in trust and give the lenders powers as may seem expedient and to purchase, redeem or pay off any such securities. The Company shall not carry on business of Banking as defined by the Banking Regulation Act, 1949.

(C) Other Objects

1. To carry on the business of consultants and advisors to individuals, bodies corporate, societies, undertaking institutions, associations, Government, local authorities and others relating to the administration, organisation, production, storage and marketing, sales and management of industry and business and generally to carry on the business of industrial and business consultants.
2. To undertake the office of or duties of or act as trustees, receiver liquidator; custodian executor, administrator, agent, committee manager, attorney, delegate, substitute, trea-

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Sushil Kumar

Director

DIR No. 00278011

surer and any other office or situation of trust or confidence or for any person or persons, company, corporation, government, state, colony, province, dominion, sovereign, authority, supreme municipal, local or otherwise and generally to undertake perform and discharge any trust, agency, business and any office of confidence.

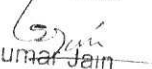
3. To act as experts and valuers of annuities, endowments, survivorships, immediate, deferred, determinable, contingent or reversionary and other estate rights or interests, and to carry on the business of valuers generally.
4. To carry on business as market research consultant, business transfer, agents, valuers and estate agents and to act as intermediaries in the introduction of sellers, purchasers, partners and employees.
5. To act as registrar, issue house, transfer agent and liason officers and generally to act as agents or representatives and to undertake accountancy, clerical or similar work.
6. To carry on business as assessors, surveyors, actuarles, valuers and brokers in respect of all classes of property, both real and personal, and to stock and property inventories.
7. To undertake and carry on any of the trades or business of shippers, ship owners, ship brokers, ship repairers, ship breakers, shipping agents, dry dockers, and insurance brokers, underwriters, ship managers, tug owners, loading brokers, freight contractors, carriers, lighterman forwarding agents, dock owners, engineers, store keepers, ships, store merchants, ship husbands stevedores, warehousemen, wharfingers, salvors ship builders and manufacturers of and dealers in machinery, engines, nautical instruments and ships rigging, gear, fittings, and equipments of every description generally to carry on the said business either as pricipals or agents on commission or otherwise.
8. To establish, maintain and operate air, shipping, road transport, services (Public or Private) and all ancillary services and for this purpose as independent undertakings to purchase, take in exchange, charter, hire, build, construct or otherwise acquire, and to own, manage and trade with steam sailing motor, aircraft and other ships, trawlers, barges, dritters, tugs and vessels, motor and other vehicles, with all necessary and convenient equipment, engines, tackle, gear furniture and stores or in shares of interest in ships, vessels, motor and other vehicles, including stocks, of securities of companies possessed of or intereted in any ships, or vehicles or to maintain, repair, fit, or refit improve, insure, alter, sell, exchange or let out on hire or purchase or charter or otherwise deal with or dispose of any of the ships, vessele and vehicles, shares stocks and securities or any of the engines, tackle, gear furniture, equipment and stores.

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9. To carry on the business of warehousemen, removers, packers, hauliers, transport, cartage, and haulage contractors and agents, clearing, forwarding, transport and commission agents, wharfingers, cargo superintendents, job masters, mucadams.
10. To carry on business of architects, designers, draughtsmen, surveyors, valuers, consultants, experts in consultancy services, engineers constructional engineers, aeronautical engineers, marine engineers, electrical engineers, oil, fuel engineers, mining and metallurgical engineers and engineering of every type and description including business of builders and contractors.
11. To carry on in all the respective braches or any of them, the busines of builders, masonry and general constructors and among other things to conduct; execute, carry-out, equip, improve, work and advertise railways, roadways, tramways, docks, harbours, wharves, canals, water-courses, reservoirs, embankments, irrigation, reclama-tion, sewages, drainahe and other sanitary works, water, gas, electric supply company works houses, buildings and erection of every kind to carry on the business of any electric supply company in all its branches, and to carry on any other business that are customary or usually carried in connection therewith or naturally incidental thereto.
12. To carry on the business as manufacturers of and dealers in and workers in timber, hardware, steel, iron, metal, terrecotta, cement, of any kind, lime, bricks marbles, riles, pipes, saintary and household fittings, builders and decoratives, plants, materials, (including packing material) and requisites and fittings and furniture of every des-cription.
13. To carry on the business as manufacturers, producers, importers and exporters of and dealers in pharmaceuticals, medicine, chemicals, fertilisers, woether mixed or granulates manures, pesticides, insecticides, disinfectants, dyes, and dye-stuffs, com-pounds, oils lubricants petroleum products, all industrial gases, acetylene acids alkalies, glues, gum plasters, paints, pigments, varnishes organic minerals, and othe interme-diate ointments, greases whether cream oriented, or grease or oriented, salves, essen-ces, lotions, extracts, perfumes, cosmetics, soaps, acrasols, provisions, and stores.
14. To carry on trade of business of manufacturers of and dealers in explosives, ammuni-tion, fireworks, and other explosive products, and accessories of all kinds and of what-ever composition and whether for sporting, mining or industrial purposes or for pyroteo-chnical display or for any other prnpose.
15. To carry on the business of manufacturing, acquiring, selling, distributing, or otheriwe-dealing in plastics, plasticides, PVC, rexins, articles treated by rexin solutions, cellulosei

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and celluloid substances, synthetic products and substances and their products and compounds of any description and the kind.

16. To carry on the business as manufacturers of and dealers in glass, chinaware, pottery, earthenware, gold and silver plated goods, metal goods, plastic, backlite and rubber goods and all kinds of bottles, boxes, cartons, receptscles, containers and cases made of cardboard, metal or otherwise.
17. To carry on all or any of the business of printers, stationers, lithographers, type found-ers, stereo-typers, electrotypers, photographic printers, photo, chrome lithographers, photographers, engravers die sinkers, book binders, advertising agents and dealers in or manufacturers of any other articles or things of a character similar or analogous to the forgoing or any of them or connected therewith.
18. To crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manupulate and prepare for market ore mineral substances of all kinds and to carry on any metallur-gical operations which may seem conducive.
19. To purchase, take on lease, or otherwise acquire (either with or without surface) coal mines, iron ore mines and other mines, mining ground and minerals and any mining rights, grants concessions and easements and any lands, and hereditaments or other property necessary or convenient for the advantagoous possession and use of the mines or work for the time being owned or worked by the Company, or any interest therein respectively, and to search for get make marchandible and sell and dipose of coal, iron, and other ores, metals, and minerals and substances of earth whatsoever.
20. To carry on all or any of the business of prospecting, exploring, mining, winning, impor-ting, exporting, dealing, processing, buying, selling, and distributing and generally dealing in earth and ores of all kinds, including iron ore, ferro managamese chinarcly guatts, silica, abrasive minerals, aluminium minerals, buxite flourspare and other.
21. To carry on the business as manufacturers, importers, exporters, assemblers, distribu-tors, of all dealers in saw machines, cross out, circular and other saw benches, horizon-tal and Vertical band resaws, automatic hand saw sharpner, universal wood-working machines, automatic, thicknessing and plating machines, lathes, saw sharpers, saw benches, hollow chisel mortisers, log band mills, patterns, millers, portable electric wood plainers and accessories of all kinds used in the manufacture, installation, erec-tion repair, maintenance and working thereof or in connection therewith in any manner whatsoever.
22. To carry on the business as manufacturers of and dealers in machines, tools and imple-ments required for processing and grinding camera lenses optical lenses, for electrical

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Sushil Kumar

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and electronic equipments; plant equipment and furnaces required for the manufacture and processing of optical glass and articles made of glass.

23. To buy, sell, let on hire, repair, alter and deal machinery components, parts, accessories and fittings of all kinds for motors and other thing thereof or used in or capable of being used in connection with the manufacture maintenance and working thereof.
24. To carry or the business of a waterworks company in all its branches, and to sink wells and shafts, and to make, build and construct, lay down, and maintain dams, reservoirs, waterworks, cisterns, culverts, filter beds, mains and other pipes and appliances and to execute and to do all other acts and things necessary or convenient for obtaining, storing, selling, delivery, measuring distributing, and dealing in water.
25. To carry on the business of telephone and teleprinters, electric light, heat and power supply company and in particular to establish work, manage, control and regulate telephone exchanges and works for the supply of electric light, heat and motive powers to transmit and facilitate the transmission of telephonic communications and messages and undertake the lighting of towns, buildings, streets and other places and the supply of electric heat and motor power for public or private purposes.
26. To carry on the business of waterproofers and manufacturers of India rubber, leather, imitation leather, leather cloth, plastic oil, cloth, linoleum tarpaulins, hospital sheets and surgical bandages.
27. To carry on the business of the hotel, restaurant, first kitchen, cafe, tavern, beer house refreshment room and lodging house keepers, theatrical agents, box office keepers, concert room proprietors, dramatic and musical publication, printers, licensed victuallers, wine, beer and spirit merchants, brewers, masters, distillers and manufacturers of aerated, mineral and artificial waters and other drinks, surveyors, caterers for public amusements, bath, dressing rooms, libraries, agents for railway and shipping companies and carriers, theatrical and opera box office proprietors, enterprises and general agents.
28. To carry on the business of proprietors and managers of theatre (cinema picture places and concert-halls) and to provide for the production representation and performance (whether by mechanical means or otherwise) of operas, stage plays, burlesques, vaudeville, revues, ballets, pantomines and other concerts, and other dramatic performances and entertainments.
29. To carry on business as wood and timber merchants and manufacturers of the dealers in wood, wood-blocks for flooring and other purposes, boxes, windows, doors, wood

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Sushil
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heals and sales, wood-letters, wood-pulp, ply-woods, masts spare, derricks, sleepers, tools, handles, penalling woodworks, furniture, blocks and materials and suppliers of equipments of all description.

30. To carry on the business as manufacturers of and dealers in typewriting and other carbons, ribbons, inks' paper' stamp pads, typewriting machines' accessories' requisites and equipments of all kinds, duplicating calculating cheque writing and other machines and appliances, required or used for factory, office, laboratories' or otherwise and other shops and office requisites, furniture, fittings appliances and equipments.

31. To carry on the business as producers of and dealers in food-stuffs and food products of every description, whether for human, animal or poultry and giggery consumption, fish, milk, butter, cream, cheese, fruits, vegetable, confectionary' sweet-meats, sugar, jam jellies, pickles, drinks, beverages, distillers as matters in all its branches.

32. To start, carry on or engage in the business of fisherman, breeders of cattle, horse sheep pigs, poultry and other live-stock, farms, fruit gardeners, butchers, slaughterers and exporters, importers and dealers in all sorts of tinned, canned, bottled, dehydrated deep or otherwise processed articles of food and drinks, builders, processed fabricators, rentiers, proprietors, managers of cold storage machinery or any other type of plant, machinery or installations cooling, freezing or processing all types of foods and drinks.

33. To carry on the business of mechanical engineers and manufacturers of machinery, tool-mackers, brass founders, metal workers, boiler makers, smiths wood-workers, builders, metallurgists water supply engineers, gas makers, carriers and merchants, and to buy, sell manufacture, repair, convert, alter, let on hire and deal in machinery implements, rolling stock and hardware of all kinds.

34. To carry on the business as manufacturers, importers, exporters of and dealers in leather, leather-cloth, hides, skins, shagree, artificial leather, rubber, silk cloth, linoleum, leather cloth, leggings gloves, purses, boxes, suit cases, attache cases, fancy goods, bags, saddlery, boots and shoes, houses, washer, belting and goods from all or any of the aforesaid materials and generally to carry on business as tanners, carriers, leather, dressers, harness makers, whipmakers, gilders, cleaners, dyers, revivers and furniture makers.

35. To carry on the business of manufacture, sell use, distribution and marketing of laboratory and electronic instruments and machinery of all kinds.

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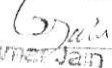
Sushil Kumar

Director

10/10/2017


36. To carry on the business as insurance broker and agents in respect of all classes of insurance including marine fire, accident, burglary, workmans compensation indemnity and motor but shall not carry on the business within the purview of Insurance Act, 1938.
37. To carry on the business of manufacturers of universal tools, cutters, printing machines, gauges and service tools and to undertake jobs of other firms or bodies corporate.
38. To carry on the business as manufacturers and dealers in radios, television sets, radio, receiving and transmitting sets and their components, parts, wireless apparatus and appliances and radio receiving and other materials, goods machinery and requisites,
39. To carry on the business as house, land and estate agents and to arrange or undertake the sale, purchase, assist, in selling or purchasing and find or introduce purchasers, or vendors of and to manage land, buildings and other property, whether belonging to the Company or not and to let any portion of any premises for residential, trade or business purposes or other private or public purposes and to collect rents and income and supply to tenants and occupants and other refreshment, clubs, public halls, messengers; lights waiting rooms, reading rooms, conference rooms, meeting rooms, lavatories, laundry, convenience, electric conveniences, garages and other advantages.
40. To carry on the business as manufacturers of and dealers in cosmetics, pharmaceutical, paints and other products in the form of aerosol, to undertake production of raw materials and components such as propellant, valves containers, bottles, printing of bottles etc required for manufacture of aerosol.
41. To built chassis, bodies or other things used in connection with manufacturing or assembling motor cars, motor cycles, cycles, bicycles, scooters and carriages, launches, boats, vans and other conveyance of all descriptions, whether propelled or assisted by means of petrol, spirit steam, gas, electrical and other power and to act as repairers, hirers; cleaners and keepers of stores and warehouses for above mentioned vehicles.
42. To carry on the business as manufacturers of and dealers in anatomical, orthopaedic and surgical appliances of all kinds.
43. To carry on the business of bootmakers, shoemakers, crosetmakers, artifiial eye and limb makers, bandage makers, crutch makers, chair and stretcher makers, carriage makers, ambulance makers, chemists and providers of requisites, for hospitals, patients and invalids.

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Director
DIN No. 03278311

44. To purchase, taken on lease, or otherwise acquire, hold and work any lands producing rubber trees, or suitable for the planting cultivation and growth of rubber trees and any concession, right, power and privileges over any such lands.
45. To cultivate tea, coffee, cinchona and other produce and to carry on the business of tea planters in all its branches and to carry on the business of cultivators and buyers of every kind of vegetables or other produce and to sell, dispose of and deal in any such produce either in its prepared, manufactured or raw state and either by wholesale or retail.
46. To carry on the business of manufacturers of and dealers in tobacco, cigar, cigarettes, pipes and any other articles required by or which may be convenient to smokers and/or snuff grinders and merchants and to deal in any other articles and things commonly dealt with by the tobacconists.
47. To purchase, take on lease, exchange or otherwise acquire and land for agriculture, horticulture or/and to sell, give on lease, exchange or otherwise, any land to carry on the business as agriculturists, horticulturists or otherwise.
48. To purchase any agricultural horticultural produces for resale prepare for the market, to mix, tin, pack otherwise and to sell any agricultural products.
49. To carry on all or any of the business of dairy-men and as dealers in any products of dairy farm and garden produce of all kinds, cheese, butter and other milk products and confectioners and to sell, import, export, prepare, deal and trade in milk, cream, butter, cheese sugar and other products and table delicacies and any other edible commodities, articles and things.
50. To plant, grow, cultivate, produce and raise, purchase, sell repurchase and resell, deal in or turn to account/or otherwise dispose of sugarcane, sugarbeets and plants used in manufacture of sugar and to deal in every possible way in sugar and all products made with sugar and all by products thereof.
51. To plant, grow, cultivate, produce and raise, purchase, sell, repurchase, resell deal in or turn to account or otherwise dispose of or crush oilseeds, grains, food products, coconuts, and all other plants, grass trees, crops and natural products of any kind whatsoever or carry on such other work or business, as may be proper or necessary to be carried in connection with the above or any of them.
52. To assist initiate, promote expedite, and accelerate and development of Agricultural and Agricultural operation in all its fields in an economic and scientific manner.

For Lily Commercial Pvt. Ltd.

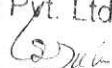

Sushil Kumar Jain

Director

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53. To set up, and carry on the business of manufacturing, refining, preparing raising acquiring, buying, selling, importing, exporting distributing and dealing in any or all kinds of classes of fertilisers including ammonia urea, organic, and inorganic chemicals, seeds multion coal and other dyes and intermediate multions and other chemical of industrial preparation arising from or required in the manufacture thereof.
54. To carry on and deal in the business as agents or general representative or stockists or distributors of agricultural implement tools, pumps, drilling equipments, casting tubes, manureas seeds, fertiliers, pesticides, agricultural chemicles' fumigants, insecticides, weedicides, plant protection equipments, cold storage and refrigeration equipment and other agricultural services and inputs.
55. To manufacture, charge, recharge, electric, batteries and cells of different kinds and manufacture, assemble, repair, renovate, improve, take on hire, fabricate, mortgage, or otherwise deal in generators, transformers, capacitors, circuits breakers, compressors, insulators, switch gears, motor lamps and fittings, reactors, metres, gauges, cables, relay equipment, conveyors, voltage regulators dynamo, computers, sarters, terminators and other equipments for generation, distribution, measurement, transmission of electric power for industrial business; domestic entertainers, automobiles, ships locomotives, planner and other purposes.
56. To construct, produce, prepare, manufacture, press, vulcanise, repair, retreat purchase, sell, import export, and generally, to deal in all types of belts, tyers and, semi-tyred for any type of vehicle for heavy, light and passenger, transport care, motorcycles; agriculture tractors, industrial types, aeroplaners, inner tubes, flaps, repairs, materials in general and synthetic rubber, their derivatives and substitutes, rubber latex, synthetic resins and elastics in general further more all the resins and plastics and products and by products and products including textiles, metal and chemical in general and all accessories relating to the industry and commerce of types.
57. To carry on the business as manufacturers, repairers, exporters, importers, dealers, distributors, stockists of and dealers in gears, diesel oil-engine' automobiles, tractors, machinery and parts thereof and the equipments accessory thereto.
58. To act as executors, administrators and trustees, and to undertaken and execute trusts of all kinds, whether private of public including religious or charitable trusts and generally to carry on what is usually known as trustee and executors businee, and and in particular and without limiting the generally of the above, to act as jusdicial and custodian trustees for the holders of debentures and debenture-stock and to act as receivers, managers, liquidators, agents, guardian or property committees of the pfoerty of incompetents depositaries and treasurers and generally to transact all kinds of trusts of agency of managing or fiduciary business.

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59. To furnish and provide deposits and guarantee funds, required in relation to any tender or applications for any contract concessions, decree, enactment, property or privileges or in relation to the carrying out of any contract, concession, decree or enactment.
60. To undertake the custody of merchandise, goods and materials, warehouse and any secretarial, accountancy clerical or similar work.
61. To receive moneys, securities, valuable of all kinds of deposit or for the safe custody and generally to carry on the business of safe deposit company
62. To aid any company, Government central or state, or any municipal or other body corporate or association or individuals with capital, credit means or resources for the prosecution of any works, undertaking project or enterprises.
63. To negotiate into ageements and contracts of collaborate with foreign companies, firms, and individuals for getting of supplying the processes teachnical assistance, knowhow in the manufacturing, marketing importing and exporting of any of the product.
64. To carry on the business as financiers, capitalists, commercrcial agents mortgage brokers, financial agents, advisors.
65. To act as agents and brokers for sellers, buyers, exporters, importers, manufacturers, merchants, tradesman' insurers and others and generally to undertake and carry out agency work and commission business.
66. To buy, sell manufacturer, refine, manipulate, import, export, and deal in substances apparatus and things capable of being used in any business of the Company.
67. To conduct and carry on the business of hairdressers, perfumes, beauty parlours, pas-terers conductors of plastic and other allied beauty surgeries.
68. To carry on all or any of the following business namely cottoners and doublers, flax hemp, jute and wool merchants, wool cotton, worsted, stuff, manufacturers, bleachers and dyers and makers of vitriol, bleaching, and dyeing materials and chemicals and to grow, prepare, process, manufacture, purchase, comb' skin, knit, and deal in flax hemp, wool cotton, silk and otherwise manufacturer, buy and sell and deal in linen cloth and other goods and fabrics whether textile, felted netted or looped.
69. To carry on the business of ready-made or made to measure garments manufacture, drapers and hosiers, clothers, dress makers, costumers, dress agents, tailors and outfitters, generally and as manufacturers of and dealers in tapestry, needlework

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neckware ties, collars cuffs, scarves, cells tinsel and fabrics and thread and all articles of wearing attire for personal or household use, decoration or ornament.

70. To carry on the business of dyeing, bleaching, mercerising, calendering printing, combing, preparing, spinning, weaving, manufacturing, selling buying and otherwise dealing in yarn, linen clothe and other goods and fabric made from raw cotton, flax, hemp, jute, wool and other materials.
71. To carry on business as proprietors and publishers of newspapers, journals, magazines books and other literary works/and undertakings.
72. To carry on business of manufacturers of and dealers in universal tools, cutters, printing machines, photo-copying and duplicating machinery, belt sanding machines, gauges and service tools and to undertake service jobs of other firms or bodies corporate.
73. To carry on the business as manufacturers of dyers and colours, chemicals and manurers fertilisers distillers, dyemakers and chemicals engineers.
74. To carry on the business and to act as Marchants, Traders Commission agents, Importers, Exporters; Wine and Provision Merchants, Brokers, Manufacturers, Representatives, Contractors, Carriers, Ship owners, Charters of ships or other vessels, Warehousement, Ship and Insurance Brokers, Forwarding Agents or in any other capacity in India or elsewhere.
75. To buy; sell, let or hire, repair, alter and deal in machinery components, parts accessories and fittings of all kinds for motor vehicles and other things, hereof or used in or capable of being used in connection with the manufacture, maitnenance and working thereof.
76. To carry on business as importers, buyers, exporters and sellers of and merchants and dealers in and manufacturers of merchandies, goods, materials and machinery of all kinds spare-parts, accessories and equipments.
77. To carts on the business of manufacturer or chemicals and allied substances.
78. To act as stockists, commission agents, manufacturers representatives or agents selling and purchasing agents, distributors, brokers, trustees attorneys and subject to the provision of Companies Act, 1956. managers secretaries and transfer agents for any other company, firm corporation or persons.
79. To carry on the business as imprters, exporters, retailers and wholesalers in any goods.

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80. To carry on as financiers, commercial agents, mortgages, brokers, financial agents and advisers.
81. To act as agents and brokers or sellers, buyers, exporters, importers, manufacturers, merchants, tradesmen, insurers and others and generally to undertake and carry out agency work of any kind whatsoever and transact all manners of agency work of any kind whatsoever.
82. To act as stockists, commission agents, manufacturers representatives or agents, selling and purchasing agents, distributors, brokers trustees, attorneys and managers, administrators, registrars and transfer agents for any other company, firm, corporation or persons.
83. To transact and carry on agency business of every kind. And it is hereby declared:
- (a) The objects incidental or ancillary to the attainment of the main objects of the company as aforesaid shall also be incidental or ancillary to the attainment of the other objects of the Company herein mentioned.
- (b) The word Company (save when used with reference to this company) in this Memorandum shall be deemed to include any partnership or other body or association of persons whether incorporated or not and wherever domiciled.
- (c) The objects set forth in each of the several clauses of paragraph III hereof shall extend to any part of the world.
- (d) Subject to the provisions of the Companies Act, 1956 the objects set forth in any clauses of subparagraph C above shall be independent and shall be in no way limit or restricted by reference from the term of the clause of subparagraph (A) or by the name of the Company. None of the clause in subparagraph (C) or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in any of the clause of subparagraph (A).

- *V. The Authorised Share Capital of the Company is Rupees 560,000,000/- (Rupees Fifty Six Crore Only) divided into 45,59,000 (Forty Five Lakhs Fifty Nine Thousand) Equity Shares of Rupees 100/- (Rupees Hundred Only) each and 10,41,000 (Ten Lakhs Forty One Thousand) Redeemable Non-Cumulative Preference Shares of Rs. 100/- (Rupees Hundred Only) each.

The Company has power from time to time to increase or reduce its capital and to divide the Shares into several classes and to attach thereto, respectively, such preferential, cumulative, convertible, guarantee, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with these presents and to vary, modify or abrogate any such right, privileges or conditions or restrictions in such manner as may for the time being be permitted by these presents or the said Act or any other legislative provisions for the time being in force in that behalf.

* Amended in terms of Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal's Order dated 27.03.2019.

* Amended in terms of Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal's Order dated 15.02.2024.

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

Sl. No.	Names, address, occupations and description of subscribers	No. of equity shares taken by each subscriber	Signature of the subscriber	Name, address occupation and description of witness
1.	RAJAN GROVER S/o. Shri N.K. Grover R/o. 120 Malcha Marg Chanakya Puri New Delhi-110021 Business	One Equity	Sd/-	Sd/- Y.D. GUPTA 1897/142 Tri Nagar Delhi-110035
2.	ARVIND KALRA S/o. Shri Baldev Kalra R/o. 49A Gogji Bagh, Sri Nagar Business	One Equity	Sd/-	Sd/- U. R. DUBEY S/o. Shri R. P. Dubey C/o. Shri Ram Associates Sanskriti Bhawan, Jhandewalan, N. Delhi-110005 Service
	Total	Two Equity		

Dated 27.3.1985, Sri Nagar.

For Lily Commercial Pvt. Ltd.

Sushil Kumar Jain

Director

DIN No. 00278611

(THE COMPANIES ACT, 1956)

(PRIVATE COMPANY LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

Lily Commercial Private Limited

1. Regulations contained in Table 'A' in the First Schedule to the Companies Act, 1956 (herein after referred to as Table 'A') shall apply to the Company in so far as they are not inconsistent with these Articles.

2. The Company is a private company within the meaning of Sec. 3 (i) (iii) of the Companies Act, 1956 and accordingly: -

(a) The right to transfer the shares of the Company is restricted in the manner and to the extent hereinafter contained.

(b) The number of members of the Company shall be limited to fifty not including: -

For Lily Commercial Pvt. Ltd.

Authorised Signatroy

(i) persons who, are in the employment of the Company, and

(ii) persons who having been formerly in the employment of the Company, were its members while in that employment and have continued to be members after the employment ceased.

Provided that where two or more persons hold one or more share in the Company jointly, they shall, for the purpose of this Article, be treated as a single member.

(c) No invitation shall be issued to the public to subscribe for any shares in or debentures of the company.

Capital of the Company

*

3. The Authorised Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company with power of the Board of Directors to sub-divide, consolidate and increase and with power from time to time, issue any shares of the Authorised Capital with and subject to any preferential, qualified or special rights, privileges or conditions as may be, thought fit, and upon the sub-division of shares apportion the right to participate in profits in any manner as between the shares resulting from sub-division.

* Amended in terms of Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal 's Order dated 27.03.2019

Further, subject to the provisions of the Articles, the Company shall have power to issue Preference Shares carrying a right to redemption out of profits, which would otherwise be available for dividend, or out of the proceeds of a fresh issue of shares made for the purposes of such redemption, or liable to be redeemed at the option of the Company and the Board may subject to the provisions of Section 55 of the Companies Act, 2013, exercise such power in such manner as it thinks fit."

4. The Company shall have power to issue preference shares carrying a right to redemption out of profits or liable to be so redeemed at the option of the company, and the Board may, subject to the provisions of the Companies Act, 1956, exercise such power in such manner as they may think fit.
5. The company in General Meeting may, from time to time increase the capital by the creation of new shares of such amount as may be deemed expedient.
6. The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the General Meeting resolving upon the creation thereto shall direct, and if no direction shall be given as the Board shall determine, and in particular such shares may be issued with a preferential or qualified rights to dividends, and in the distribution of assets of the company, and with a special or without any right of voting.
7. The Company in General Meeting may, before the issue of any new shares, determine that the same or any of them shall be offered in the first instance, and either at par or at a premium, to all the holders of any class of shares, in proportion, as nearly as the circumstances admit, to the amount of the capital held by them or make any other provisions as to the issue and allotment of the new shares. Any offer made under this clause shall be made by notice specifying the number of shares offered, and limiting the time within which the offer, if not accepted will be deemed to be declined. After the expiration of that time, or on the receipt of an intimation from the person to whom the offer is made that he declines to accept the shares offered, the Board may dispose of the same in such manner as they think fit. The Board may likewise so dispose of any new shares, which, by reason of the ratio, which the new shares held by persons entitled to any offer of new shares cannot, in the option of the Board, be conveniently offered under this Article.
8. Except so far as otherwise provided by the conditions of issue or by these presents any capital raised by the creation of new shares shall be considered part of the original capital and shall be subject to the provisions herein contained with reference to the payment of calls and installments, lien, forfeiture, transfer and transmission, surrender and otherwise.
9. The shares shall be under the control of the Board who may allot or otherwise dispose of the same to such person on such terms and conditions and at such time as the Board may think fit, but subject always to the articles herein contained and also to

the restrictions mentioned the foregoing clause 7 hereof.

Calls on Shares

- 10 (a) The Board may from time to time make calls and of such amounts as it thinks fit upon the members in respect of any monies unpaid on their shares, whether on account of the nominal value of the share or by way of premium.
- (b) A call may be received or postponed at the discretion of the Board subject to the provision of the Companies Act.
- 11 (a) If a sum called in respect of a share is not paid on or before the day appointed for the payment thereof, the persons from whom the sum is due shall pay interest thereon at such rate as the Board may fix, but the rate of interest shall not be less than the highest rate at which the company have taken loan from its bankers or any other source during the period the sum remains unpaid.
- (b) Notwithstanding anything contained herein, the Directors shall be at liberty to waive payment of any such interest or in part.

12. The Board -----

- (a) may, if thinks fit, receive from any member willing to advance the same all or any part of the monies uncalled and unpaid upon any share held by him; and
- (b) Upon all or any of the monies so advanced, may (until the same would but for such advance, become presently payable) pay interest at such rate as may be agreed between the Board and the member paying the sum in advance.

Buyback of Shares

- *12A Notwithstanding anything contained in these Articles but subject to the provisions of the Companies Act, 2013 and the Rules and all other applicable provisions of law, as may be in force at any time, the Company may acquire, buyback, hold, resell any of its own fully paid shares and may make payment out of funds at its disposal for and in respect of such acquisition/buyback on such terms and conditions and at such times as the Board may in its absolute discretion decide and deem fit."

Transfer of Shares

13. Any share may be transferred by a member or other person entitled to transfer to any member or members selected by the Transferor; but save as aforesaid, and save as provided by clause 18 or 19 hereof no share shall be transferred to a person who is not a member so long as any member or any person selected by the directors as one whom it is desirable in the interests of the company to admit to membership, is willing to purchase the same at the fair value hereinafter referred to.
14. Except where the transfer is made pursuant to clause 18 or 19 hereof, the person proposing the transfer of any share (hereinafter called the "the proposing transferor") shall give notice in writing (hereinafter called a "transfer notice") to the company that he desires to transfer the same. Such notice shall specify the sum he fixed as

* Clause 12A added by Special Resolution dated 05.02.2022.

For Lily Commercial Pvt. Ltd.


Sushil Kumar Jain


Director

DIN No. 00278611

the fair value, and shall constitute the company his agent for the sale of the share to any member or person selected as aforesaid willing to purchase the share (here-in-after called the "purchasing member") at the price so fixed, or at the option of the purchasing member, at the fair value to be fixed in accordance with clause 16 hereof. A transfer notice may include several shares and in such case shall operate as if it were a separate notice in respect of each share. A transfer notice shall not be revocable except with the sanction of the Board of Directors.

15. If the company shall, within the space of two months after being served with a transfer notice, find a purchasing member and shall give notice thereof to the proposing transferor, he shall be bound, upon payment of the fair value as fixed in accordance with clause 14 or 16 hereof, to transfer the share to the purchasing member.
16. In case any difference arises between the proposing transferor and purchasing member as to the fair value of a share, the Auditors of the company shall, on the application of either party, certify in writing the sum which, in their opinion is the fair value, and such sum shall be deemed to be the fair value, and in so certifying the Auditors shall be considered, to be acting as experts and not as arbitrators, and accordingly the Indian Arbitration Act shall not apply.
17. If in any case the proposing transferor, after becoming bound as aforesaid, makes default in transferring the share, the company may receive the purchase-money and the proposing transferor shall be deemed to have appointed any one director or the secretary of the company as his agent to execute transfer of the share to the purchasing member and upon the execution of transfer the company shall hold the purchase-money in trust for the proposing transferor. The receipt of the company for the purchase money shall be a good discharge to the purchasing member, and after his name has been entered in the register in purported exercise of the aforesaid power, the validity of the proceedings shall not be questioned by any person.
18. If the company shall not, within the space of two months after being served with a transfer notice, find a purchasing member and give notice in manner aforesaid, the proposing transferor shall at any time within three months afterwards be at liberty, subject to clause 20 hereof, to sell and transfer the share (or where there are more shares than one, those not placed) to any person and at any price not below the price mentioned in the transfer notice.
19. Any share may be transferred by a member to any child or other issue, son-in-law, daughter, mother, brother, sister, nephew, niece, wife or husband of such member and any share of a deceased member may be transferred by his heirs or legal representatives to any child or other issue or any other relation of such deceased member to whom such deceased member may have specifically bequeathed the same, and shares standing

For Lily Commercial Pvt. Ltd.


Sushil Kumar Jain
Director
DIN No. 00278611

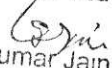
in the name of the Trustees of any Deed of Trust made by a member or of the will of any deceased member may be transferred upon any change of trustees for the time being of such Deed or Will. Provided further that the company may, within one year after the date of such transfer by the heirs or legal representatives of a deceased member by a special resolution passed at a general meeting of the share holders, compel such child or other issue of such deceased member or such other person to whom the deceased member may have specifically bequeathed the same, to transfer the share of such deceased member or any of them, to any member of the company, and thereupon such transferee shall be deemed to have given to the company, a transfer notice in respect of the said shares and to have specified therein the amount fixed under clause 16 hereof as the fair value and subsequent proceeding under articles 14 to 18 hereof may be taken on that footing.

20. (1) Subject as aforesaid and subject to the provisions of section 111 of the Companies Act, 1956 the Board may at any time in their absolute and uncontrolled discretion decline to register any proposed transfer of shares. The clause shall also apply to a case where the proposed transferee is also a member.
- (2) The Board may also decline to register and transfer the shares on which the company has a lien. The Board may also suspend the registration of transfers during fourteen days immediately proceeding the annual general meeting in each year. The Board may also decline to recognise any instruments of transfer unless :—
- (a) Transfer fee, if any, is paid. However, no fee, higher than Rs. 10 (Ten) shall be charged in respect of one single transfer form for any number of shares; and
 - (b) The instrument of transfer is accompanied by the certificate of the shares to which it relates and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer.

If the Board refuse to register a transfer of any shares, they shall, within two months after the date on which the transfer was lodged, send to the transferee and the transferor notice of the refusal.

21. The holders for time being of four fifths of the issued shares of the company may at any time serve the company with a requisition to enforce the transfer of any particular shares not held by the requisitionists or the shares of any deceased member. The company shall forthwith give to the holder of such shares, or where the holder is dead, to his heirs, executors or administrators notice in writing of the requisition (with a copy of this clause subjoined) and unless within fourteen days afterwards the holder or, as the case may be, the heirs, executors and administrators of a deceased holder shall

For Lily Commercial Pvt. Ltd.

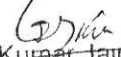

Sushil Kumar Jain

Director

DIN No. 00278611

28. Subject to the provisions of sections 289, 292 and 297 of the Companies Act, a resolution in writing signed by all the Directors for the time being in India, and entitled to vote thereat shall have the same effect and validity as a resolution passed at a Board meeting duly convened and constituted.
29. The remuneration of every Director for his services shall subject to the provisions of the Companies Act, 1956 be as the Directors may from time to time determine for each meeting of the Board or of a meeting of any committee of Directors attended to by him subject to a maximum of Rs. 250/- (Rs. Two hundred fifty only). The Board may allow and pay to any Director for the purpose of attending any meeting such further sum as the Board may consider a fair compensation for his expenses and loss of time in connection therewith in addition to his fees for attending such meeting as aforesaid.
30. If any Director, being willing, shall be called upon to perform extra or special work or to make any special exertions for any of the purposes of the company or to give special attention to the business and affairs of the company, the Board of the Directors of the company, may, subject to any applicable provision of the Companies Act, 1956, remunerate such Director either by paying a fixed sum or a percentage of profits or in any other manner, and may allow to such Director at the cost and expense of the company such facilities or amenities e.g. rent free house, free medical aid, free conveyance etc. as the Board may determine from time to time.
31. The Board may authorise and/or give power to any Financial Institution, Financial Corporation Bank, Company, Firm and/or any other person (hereinafter referred to as the Financer) from whom the Company has taken or proposes to take any loan, advance or other Financial assistance or to whom any money is due or payable by the Company by virtue of any agreement or arrangement entered into or arrived at by the Company with the said Financer, such loan, advance or money taken or proposed to be taken being not less than the paid up capital of the Company; to appoint or nominate a majority of the Directors of the Company with a power to remove from such office any person(s) so appointed or nominated and upon removal to re-appoint or re-nominate any other person in his place from time to time.
32. Subject to any applicable provision of the Companies Act, 1956, the Board may authorise or empower any director or Directors, managing directors or the secretary of the company either by name, in virtue of office or otherwise or any other person or persons, either singly or jointly, to exercise perform such powers, authorities and functions subject to such restrictions, and conditions, if any, and either generally or in specific cases as the directors may think proper.
33. The Board may appoint and at their discretion remove or suspend managing directors.

For Lily Commercial Pvt. Ltd.


Sushil Kumar Jain
Director
DIN No. 00278611

Common Seal

39. The Board shall provide for a Common Seal for the purpose of the company, and shall have power from time to time to destroy the same and substitute a new seal in lieu thereof, and the Board shall provide for the safe custody of the Seal for the time being, and the Seal shall never be used except by the authority of a resolution of the Board of Directors or Committee of Directors, previously given, Provided: however, that if there shall be only one Director present in the Union Territory of Delhi the Seal of the Company may be used by him without a Resolution of the Board of Director. Every deed or instrument to which the Seal of the Company is required to be affixed shall unless the same is executed by a duly constituted attorney for the company be signed by one Director and the Seal shall be affixed thereto in his presence.

Indemnity

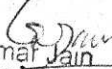
40. Subject to the provisions of section 201 of the Companies Act, the managing director, directors, auditors, secretary and other officers for the time being of the company and any trustees for the time being acting in relation to any of the affairs of the company and their heirs, executors and administrators, respectively shall be indemnified out of the assets of the Company from and against all suits, proceedings, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or committed in or about the execution of their duty in their respective offices or trust except such (if any) as they shall incur or sustain by or through their own wilful neglect or default respectively and no such officer or trustee shall be answerable for the acts, receipts, neglects or defaults of any other officer or trustees or joining in any receipts for the sake of confirmity or for the solvency or honesty of any bankers or other persons with whom any money or effects belonging to the company may be lodged or deposited for the safe custody or for any insufficiency or deficiency or any security upon which any moneys of the company shall be invested or for any other loss or damage due to any such cause as aforesaid or which may happen in or about the execution of his office or trust unless the same shall happen through the wilful neglect or default of such officer or trustee.

[Handwritten signature]

Sl. No.	Names, address, occupations and description of subscribers	Signature of the subscriber	Name, address occupation and description of witness
1.	RAJAN GROVER S/o. Shri N.K. Grover R/o. 120 Malcha Marg Chanakya Puri New Delhi-110021 Business	Sd/-	Sd/- Y.D. GUPTA 1897/142 Tri Nagar Delhi-110035
2.	ARVIND KALRA S/o. Shri Baldev Kalra R/o. 49A Gogji Bagh, Sri Nagar Business	Sd/-	Sd/- U. R. DUBEY S/o. Shri R. P. Dubey C/o. Shri Ram Associates Sanskriti Bhawan, Jhandewalan, N. Delhi-110005 Service
Total			

Dated 27.3.1985, Sri Nagar.

For Lily Commercial Pvt/Ltd.


 Sushil Kumar Jain
 Director
 DIN No. 00278611