

THE COMPANIES ACT, 2013
AND
THE COMPANIES ACT, 1956 (to the extent applicable)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
OTCO INTERNATIONAL LIMITED

- I. The name of the company is OTCO INTERNATIONAL LIMITED
- II. The Registered Office of the Company will be situated in the state of Karnataka
- III. The objects for which the company is established are:
 - A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:
 1. To carry on the business of exporters, importers, traders, dealers, indenters, agents of and in all kinds of textiles cloths, cotton, silk, woolen, synthetic made up including garments, suiting and shirting's, leather, leather cloths, and other goods, rubber and rubber products, handicrafts, hoseries, carpets, jute and jute products, plantation crops, i.e., tea, cotton, coffee, tobacco, vegetables, fruits, food and other eatables, sugar, marine products, spices, kiranas, pickles, ketchups, cigarettes and in all kinds of machinery, stores and spares parts required in connection therewith.
 2. To carry on the business of buyers, sellers, suppliers, traders, importers, exporters, indenters, brokers, agents, assemblers, packers, stockists, distributors and dealers of and in all kinds of agricultural produces, food articles by-products, consumer goods, household goods, hard wares and stores, plant and machinery, stores, and spare parts and accessories, commercial, natural and man-made fibres, synthetic and polythene products, packing materials, papers, textiles of all kinds, all types of yarn, dyes & chemicals, medicines, cosmetic goods, cement, steel, metals, Zinc & alloys, scraps, building materials, vehicles, vehicles parts, cycle and cycle parts, automobiles parts and machine parts, industrial components and accessories, plastics, electronic parts and devices, watches, Novelties, bullion, precious stones, work of art, antiques, curios, jewelleries & ornaments and in all kinds of machinery, accessories and other things required in connection herewith.
 3. To carry on and undertake the business of finance, investment and trading, hire purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plant and machinery and equipment that the company may think fit and to assist in financing of all and every kind and description of hire purchase or deferred payment or similar transactions and to subsidies, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including lands and building, plant and machinery, equipment, automobiles, computers and to lease or otherwise deal with them in any manner whatsoever including resale thereof, regardless of whether the property purchased and leased be new and/or used.
 4. To act as Professional Advisors, Management Consultants, Financial Consultants in real

estate business and to act as Financial Consultants, Management Consultants, Brokers, Factors, Registrars, Dealers, Agents and to carry on the business of share broking, money broking, exchange broking, bill broking and general brokers for Shares, Debentures, Debenture Stocks, Bonds, Units, Securities, Commodities, Bullion, currencies, and to manage the funds of any person or company by investment in various avenues like Shares, Debentures and stocks of different companies, Mutual Funds, institutions, Income Fund, Risk Fund, Tax Exemption Funds, and to pass on the benefit of portfolio Investments to the Investors as dividends, bonus, interest and to provide a complete range of personal financial services like investment planning, estate planning, tax planning, portfolio management, consultancy/counseling services in various fields, general administrative, commercial, financial, legal, direct and indirect taxation and other levies, data processing by acquiring/purchasing sophisticated office machinery such as computers, tabulators, addressing machines and the like.

5. To carry on the business of manufacturers, fabricators, processors, makers, designers, advisors, consultants, collaborators, quality testers, traders, suppliers, stockists, agents, distributors, importer, and exporters, operators, and concessionaries of and dealers in –
 - a) Advanced material like carbon fibre, glass fibre, silica fibre, silicon carbide fibres and whiskers, ceramic fibres, optical fibers, boron Kevlar, aramides, synthetic materials, rubber, plastics, elastomers, resins, carbon blacks, graphite, latexes, other materials derived from petrochemicals, chemical and other substance of all kind and
 - b) Braids, prepegs, mixtures, compounds, fabrics, composites, components, parts, Sub-assemblies, tools and equipments, articles and things in manufacture of which advanced materials as specified above are used.
- 5A. To carry on, in India or abroad, the business of manufacturing, developing, designing, assembling, fabricating, buying, selling, exporting, importing processing, distributing, trading, hiring, and dealing in all types of computers and micro processor based systems, power supply and signaling control equipments including computer hardware, software, peripherals, parts, components and accessories and related systems, circuit boards, mother boards, disc drives, computerized magnet tapes, magnet drums, magnet discs, magnetic cards, magnetic core metallic tools, data communication equipments product, electronic photocomposing machines and other incidental equipments, to develop, create, lay, install, acquire, buy, sell, or lease cable, wireless, cellular, basic telephone networks and any other wide area communication network or local area network and any other manner in all kinds of computers, computer equipments and computer related products, software's information technology, books, periodicals, journals and other items and to render all other services in connection therewith.
- 5B. To act as consultants/advisers on all matters with respect to buying, installation, maintenance, running and management of computer hardware and software, computer application, peripherals, consumable, accessories and media and any office machine as required by persons, firms, companies, associations, trusts, society or organizations whatsoever in India or abroad or commonly dealt in by persons engaged in such business or which may be conveniently dealt with in connection therewith, to maintain training centers and to provide management consultancy, techno economic feasibility studies of projects, design and development of Management Information system, call centers, teleservices, remote services and all kinds of IT enabled services, to set up and run electronic data processing centers and

to carry on the business of data processing, word processing and warehousing data verification, data search to maintain accounts, statements, documents files or to make and deliver programmes on behalf of clients or for own use, to provide payroll services, to maintain legal database and to undertake various designing, publishing and printing job orders.

- 5C. To engage in the business of providing credit information and Credit Reference services and to engage in any one or more following forms of business namely:
- a) To collect, process and collate credit information and credit reference on the trade credit and financial standing of the customers; borrowers and/or depositors of the credit institution which is a participant or client of the credit information and credit reference business;
 - b) To provide credit information and credit reference to its specified users or to the specified users of any other credit information and credit reference Company, whether a participant or client or otherwise;
 - c) To provide credit scoring to its specified users or specified users of any other credit information Company and credit reference company, whether a participant or client or otherwise;
 - d) To undertake research projects related to credit information, credit reference or any issues and subjects related thereto;
 - e) To undertake any other form of business which is lawful to profitably and synergistically combined with that of credit information & credit reference.
6. To own as well as engage and do business in agricultural farms, orchards, horticulture farming, dairy farming, goat rearing farming and to plant, cultivate, produce, rise, grow and deal in agricultural production and to act as agriculturist, farmer, gardener, dairy men, dairy firm, hatchery firm, live stock firm, breeding firm, to carry on business as planters, growers and cultivator of seeds, vegetables, vegetable herbs, fruits, fruit herbs, food crops, pulses and to trade /merchandise various agricultural products, forest products, food products, dairy products and to carry on business as agents or general representative or stockist or distributor of agricultural implements, tools, drilling equipments, casting tubes, cultivating and harvesting equipments and machineries, seeds, fertilizers, pesticides, chemicals, plant production equipments and products and to act as property developers.
7. To carry on, manage, supervise and control the business of transmitting, manufacturing, supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source whether steam, hydro or tidal, water, wind, solar, hydrocarbon fuel or any other form, kind or description.

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A)

1. To render expert advice for or to aid or assist in entering into and to arrange for or to enter into any collaboration agreement or agreements with any person, firm, company body corporate, association or organization of any foreign country for the industrial and technical and technical knowledge and for project planning and designing for any new project or for the improvement of any existing unit or units or by undertaking new lines of

manufacture.

2. To purchase, acquire, take on lease, hire, erect, construct, improve, develop, charge, build, let-out, exchange, sale, work or deal in land, building, flats, rooms, show-rooms, shops, auditoriums, halls, market, shed, mines, factories, mills, plants, plantations, farms and do all such acts and things necessary in connection therewith and deal in building materials of all kinds and builders, stores and machinery
3. To purchase, take on lease, acquire, exchange & to carry on all or any of the business of proprietors, workers, owners, hires and supervisor of manufacturing works, mills, workshops, factories, safe deposit vaults, laboratories, mines, quarries, plantations and other industrial and deal in product and by-product thereof and machines, equipments, accessories and raw materials required in connection therewith in which the company is authorised to carry on business
4. To acquire or otherwise undertake the whole or any part of the business, property assets and liabilities of any person or company carrying on any business which the company is authorised to carry on or property suitable for the purpose of the Company.
5.
 - a) To promote, form or acquire any company and to take purchase or acquire shares or interest in any company and to transfer to any such company or any property of this Company and to take or otherwise acquire hold and dispose off or otherwise deal in and invest in any shares, debentures, and securities in or of any Company or companies either out of its own funds or out of funds that it might borrow by issue of debentures or from bankers or otherwise howsoever or in any other manner what so ever and to subsidise or otherwise assist any such company.
 - b) To amalgamate with any person or company.
 - c) To enter into partnership or into any arrangement for sharing profits of unions, cartels, co-operation, joint, adventure, or to lend money to or guarantee contracts of or otherwise assist any such person or company.
6. To invest and deal with the moneys of the company in such manner as may from time to time be determined by the Board of Directors.
7. To sell, let-out, exchange or otherwise deal with the undertaking of the Company or any part thereof for such considerations as the Company may think fit and in particular of shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
8. To promote any other Company for the purpose of acquiring all or any of the property, assets and liabilities of this Company or for any other purpose, which may seem directly or indirectly calculated to benefit this Company.
9. Subject to the provisions of the Act, and directions issued by the RBI to receive deposit at interest and lend money or mortgage of immovable property or on hypothecation or pledge of movable property or without any security to such person and on such terms as may seem expedient and to customers or persons having dealing with the company but not to do business of Banking within the meaning of Banking Regulation Act, 1949.
10. To purchase or otherwise acquire any patents, brevets-d' invention, licenses, concessions,

copy- rights, exhibition rights, trade-marks and the like conferring any exclusive or limited right to use any invention, process or articles 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 this Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property so acquired.

11. To establish and support or aid in the establishment and support of Associations, Institutions, Provident Funds and other funds, trusts and conveniences calculated to assist the Company in the conduct of its business or to benefit employees or ex-employees of the Company or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance and to subscribe, donate or guarantee money for charitable, religious or benevolent or any other objects beneficial to the Company or Public or for any exhibition or useful objects or for any other purpose which the directors may consider reasonable but not intended to serve any political cause or purpose.
12. To Undertake, carry out, promote and sponsor rural development programme including any programme for promoting the social and economic welfare of or the uplift of the people in any rural area and to incur any expenditure or any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in other manner. Without prejudice to the generality of the foregoing "programme of rural development" shall also include any programme for promoting the' social and economic welfare of, or the uplift of the people in any rural area which the Directors consider, likely to promote and assist rural development, and that the words "rural areas" shall include such areas as may be regarded as rural areas under the Income-tax Act 1961, or any other Jaw relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Director may, at their discretion, in. order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of and 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 Trust or Fund as the Directors may approve.
13. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the people or any, section of the people and in such manner and by such means as the Directors may, think fit and the Directors may, without prejudice to the generality of the foregoing, undertake, carry out promote and sponsor any activity for publication of any books , literature, newspapers, etc., for organising lectures or seminars likely to advance these objects or for giving merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to continue their studies or academic pursuits or researches and for establishing, conducting or assisting any institution. fund, trust etc. having any one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit 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 Trust or Fund as the Directors may approve.

14. To make, draw, accept, hold, endorse, issue and otherwise negotiate all kinds of negotiable or transferable securities and instruments, including promissory notes, drafts, hundies, Bills of Exchange, Bill of lading, debentures and securities issued by the State or Central Government of India or by any foreign Government and to carry on the business of the shares and the stock Brokers but not to do business of Banking within the meaning of Banking Regulation Act, 1949.
 15. To guarantee the performance of Contracts by members of or persons having dealing with the Company.
 16. To borrow or raise or secure the payment of money in such manner as the Company shall think fit and by issue of debentures perpetual or otherwise charged upon all or any of the Company's property, stock-in-trade and other movable or immovable assets and Book-debts and claims-in-action (present and future) including its uncalled capital if any, and to apply the same or any part thereof for all or any purpose of the Company and to purchase, redeem or pay off any such securities.
 17. To remunerate any person or Company for service rendered or to be rendered In or about the formation or promotion of the Company or conduct of its -business or for otherwise assisting or rendering services directly or indirectly to the Company.
 18. To establish agencies or branches for the purchase and sale and manufacture of goods of all description in India or elsewhere and to undertake the supervision of any Company or Companies having objects altogether or in part similar to those of this Company.
 19. To manage, let, mortgage, sell, underlet, or otherwise turn to account, or dispose of or deal with all or any part of the real or immovable and personal or movable property and rights of the Company whenever and however acquired.
 20. To guarantee the payment of money, secured by or payable under or in respect of bonds, debentures, debentures stocks, contracts, mortgages, charges, obligations and other securities of any Company or of any authority of Central, State, Municipal, Local or otherwise or of any person whomsoever whether incorporated or not and generally to transact all kinds of guarantee business, to guarantee the issue of or the payment of interest on the shares, debentures, debenture-stocks or other securities or obligation of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue, and to transact trust and agency business.
 21. To open branches, sub-office, depots and multiple shops in any state of India or outside India and to appoint agents, stockists, distributors and brokers to procure orders, market or sell the products of the Company or the goods of any other firm or Company in which this Company may be dealing.
 22. To do all or any of the above things as principal, agents, contractors, trustees or otherwise either alone or in conjunction with others.
- 22A. to carry on the business of credit information and credit reference Services such as
- a) Register credit institutions and other credit information and reference companies, at their option as its participant or client, subject to such terms and conditions as may be pre-determined and disclosed by the company;

- b) Charge such reasonable amount of fees, as it may deem appropriate not exceeding the maximum fee, as may be specified under the applicable Acts & Regulations of the Government and regulatory Authorities as may be framed .in this regard, from time to time, for furnishing credit information and credit reference to a participant or client;
 - c) Generally to do all such other acts and perform such other functions are necessary to facilitate proper conduct of its affairs, business and functions in accordance with the provisions as per the applicable Acts & Regulations of the Government and Regulatory Authorities as may be framed in this regard, from time to time.
23. To carry on all or any of the business of: - financiers of Industrial, Commercial and other enterprises and general financiers, film financiers, Lenders, Sahukars, Trustees Underwriters, guarantors, hire-purchase dealers, brokers of.-Shares, Stocks debentures, Securities, bonds, obligations, claims, licenses and charges, land, buildings, houses, easements negotiable instruments, decrees book-debts, patents, factories, mines, industrial undertaking, business concerns, warehouse property, and wrights of all kinds, agricultural lands, farms, gardens, flats, showrooms, offices, residential units, shops and godowns, business of insurance agents, trust, Company, safe deposit company and such other business and acts required in connection therewith and to receive on deposit or borrow and raise money provided that the Company shall not carry on the business of Banking as defined under the Banking Companies Act, 1949.
24. To acquire, erect, construct, assemble, establish, maintain improve, repair, manage, alter, run, carry on, control or work and contribute towards acquisition erection, construction, establishment maintenance, improvement, management, alteration carrying on, controlling and working of any iron and steel works, water works, factories, sugar mill, match factory, textile mill, jute mill, cement works, rayon plant, silk mill, wollen mill, chemical plants, vegetable oil factory, refineries, forests, ice plants, flour mill, paper mill, tea gardens, ships, boats, barges, hotels, markets and works and conveyances of every description which may be deemed convenient or useful for any of the purposes of the Company and for developing and improving any of its property or rights.
25. To Carry on all or any of the business of buyers, sellers, suppliers, traders, merchants, importers, exporters, indentors, brokers, agents, manufacturers, assemblers, packers, stockists, distributions, financiers, hire purchaser and dealers of and in all kinds of agricultural produce, plantation crops, food articles, industrial products, industrial components, electronic parts and devices, forest products, raw materials, general merchandise, minerals, metals, industrial and other wastes and by-products industrial and other gases, alcohol, wines and beverages, edible and non-edible oils and fats, consumer goods, household goods, hardware and stores, plant and machinery, stores, spare parts and accessories, commercial and man made fibres, textiles of all kinds, jute products, rubber products, packing goods, sugar, cement, chemicals, plastics, building materials, vehicles, bullion. jewellery, stones, curios, shares and securities and in all kinds of raw materials, machinery stores, accessories and other things required in connection therewith.
26. To produce, manufacture, refine, prepare, process, purchase, sell, import, export or generally deal in bricks, sand, stone, marble, tile, refractories, china ware, sanitary materials, pipes, rubes, tubular structure, cement, paints, adhesives, sheets, roofings, glass, furniture, fittings, electrical goods, water supply or storage equipments, floor polish, door closers, concrete mixtures, elevators and any other building or decorative materials, made

of cement, stone, clay, timber, teak, boards, fibres, paper, glass, rubber, plastics, or other natural, synthetic substance of chemical.

27. To act as principal agents, commission agents, brokers, and underwriters for freight, gunnies and exchange.
28. To carry on the business of Manufacturers, producers, Distributors, Exhibitors, Agents, Organisers, Financiers, Importers, Exporters, Buyers, Sellers, Hirers and Dealers of cinematograph film, Motion pictures and plays in India and/or abroad.
29. To carry on business of engineer (whether general, consulting, mechanical, electrical, structural, civil construction or otherwise), general contractors, importers, exporters and dealers in all kinds of plant, machinery and equipments.
30. To carry on business as timber merchants, saw-mills-proprietors and timber growers and to buy, sell, grow, prepare for market., manipulate, import, export and deal in timber and woods of all kinds, and to manufacture and deal in article of all kinds, in the manufacture of which timber or wood is used, to buy, clear, plant and work timber estates.
31. To do the business of running holiday houses, hotels, rest houses, restaurants, milk bars, soda foundation and providing accommodation in any form.

And it is hereby declared that the word "COMPANY" in this clause shall be deemed to include and partnership or other body or persons whether incorporated or not incorporated and whether domiciled in India or otherwise except where used, with reference to this Company

- IV. The liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorised Shares Capital of the Company is Rs.3,00,00,000 divided into 30,00,000 Equity Shares of Rs. 10/- with power to increase and reduce the capital, to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential or special rights, privileges of conditions as may be determined by or in accordance with the regulations of the Companies Act, 2013 and to vary, modify or abrogate such rights, privileges and conditions in such manner as may for the time being be provided by the regulations of the company.