



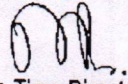
Memorandum & Articles

of

Association

For Lloyd Electric & Engineering Limited

of


Whole Time Director

LEEL ELECTRICALS LIMITED *



* Amendment in Name clause of Memorandum & Articles of Association duly approved by the Shareholders through Postal Ballot on 23/03/2017, Subject to the approval of Central Government.



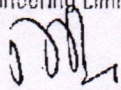
MEMORANDUM OF ASSOCIATION

(COMPANY LIMITED BY SHARES)

(THE COMPANIES ACT, 1956) For Lloyd Electric & Engineering Limited

OF

LEEL ELECTRICALS LIMITED

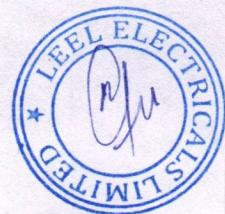

Director

1. The name of the Company is **LEEL ELECTRICALS LIMITED**. *
2. The Registered Office of the Company will be situated in the State of Uttar Pradesh.
3. The objects for which the Company is established are:

THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

1. To design, develop, assemble, manufacture, distribute, market, sell, import, export, service, repair, replace, all types of refrigeration, air-conditioning, cooling, freezing dehydrating equipments, machines, units, complete or parts thereof.
2. To carry on the business of manufacture, importers, exporters, dealers, agents and hirers of all types of compressors, evaporator and condenser coils and other accessories and equipments needed for the carrying out of the objects, referred to in Para 1 above.
3. To carry on the business of manufacture, importers, exporters, dealers, agents and hirers of all types of centrifugal fans, axial flow fans, Fan cooling units, mancooling fans, blowers, motors, starters, relays and other electrical equipments needed for carrying on above business.
4. To give consultancy service in respect of the business referred to in Paras (1), (2) and (3) above.
5. To carry on the business of manufacturers, importers, exporters, dealers, agents of all types of Heat Exchangers, Radiators, Oil coolers, transformers, stabilizers, dehumidifiers fans, motors, compressors, lights, geyzers, boilers, dyers, Heat Transfer Equipments including Shell and Tube Heat Exchangers, Tube Bundles, Pressure Vessels, Air Cooled Heat Exchangers, recuperators (waste heat recovery equipment) or Industrial Radiators including designing and manufacture of the plate-fin type oil coolers, after coolers, mixed oil coolers, oil and gas compressors, air cooled heat exchangers, intercoolers, oil radiators, air cooled hydraulic devices and other products, mainly production of aluminum plate-fin heat exchangers made devices, large vehicles radiators, air compressor rear coolers, cooler wind power equipments, hydraulic oil radiators, radiator construction machineries and all types of related electrical equipments and appliances.
6. To carry on the business of buyers, sellers, manufacturers, designers, traders, wholesalers, retailers, suppliers, importers, exporters, storekeepers, stockiest, packers, movers, general merchants, brokers, distributors, marketing agents, sub agents, commission agents, dealers, C & F agents, representatives, franchisers, carriers, service providers and marketers of consumer products, industrial goods, electronic goods, electrical appliances, home appliances etc.

Amendment in Name clause of Memorandum & Articles of Association duly passed by the Shareholders through Extraordinary General Meeting on 23/03/2017, subject to the approval of Central Government.



B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

1. To pay for the preliminary and pre-Incorporation expenses of the Company.
2. To draw, make, accept, endorse, execute and discount promissory notes, cheques, bills of exchange, hundies and other negotiable and transferable instruments in connection with the Company's business.
3. Subject to Section 391 to 394 of the Act, to acquire or amalgamate with any other Company, whose objects are similar to those of this Company whether by sale or purchase of fully or partly paid up shares or otherwise of the undertaking subject to liabilities of this or any such other company as aforesaid, with or without winding up or by sale or purchase (of fully or partly paid up by shares or otherwise) of all the shares or stock of this or any such other company as aforesaid or by partnership or in any manner; To aid in promoting, to subsidize and assist Companies, syndicates and firms of all kinds having objects altogether or in part similar to the objects of the Company.
4. To enter into any arrangement or partnership for sharing profits upon of interest cooperation, joint ventures, reciprocal concession either in whole or in part with any other Company, firm, Government or authorities, central, provincial, municipal local or otherwise, public or quasi- public bodies that may seem conducive to Company's objects or any of them and to obtain, from any such Government or authority any rights, privileges and concessions which the Company may think desirable to obtain and carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
5. To accumulate capital for any of the purposes and to hold shares and securities of the Company's assets for specific purposes and to hold shares and securities of any other firms, companies, corporate bodies or Government.
6. Subject to the provisions of the Companies Act, 1956, to issue shares in the Company at par or premium or corporate debentures at par or premium and /or to dispose of the undertaking of the Company or any part thereof for such consideration as the Company think fit.
7. To accept as gift and give in gifts, property movable or immovable, inside or outside India, stock, debentures, securities, assigning of insurance or in cash or in shares from individuals, firm or Companies whose objects may be the same or different in appreciation of the services rendered, or otherwise.
8. Subject to Section 58A and Section 202 of Act, to borrow, raise or secure money in such manner as the Company shall think fit and also by issue of debentures, bonds or debenture stocks, perpetual or otherwise mortgage of any other securities charged upon the undertaking of the Company both present and future including the uncalled capital of the Company or without any security and upon such terms as to priority or otherwise as the directors shall think fit.
9. To remunerate any person or Company for services rendered in placing or assisting to place or guaranteeing the placing of any shares, debentures, or other securities of the company and to adopt, become bound by and carry into effect any arrangements which may have been entered into for that purpose by any person or company as trusts for or on behalf of the Company and also to pay all expenses incurred for promotion and incorporation of the Company.
10. To cause the Company to be recognized in any Indian State or foreign country and to open branches in India or outside for the purpose of the Company.
11. To take agencies of any firm, Company or Companies, within India or abroad with the same objects and likewise to appoint agents for its own business.
12. To arrange foreign collaborations for export of Companies products.



13. To purchase, take on lease or tenancy or in exchange hire, take option or otherwise acquire, any estate or interest whatsoever and to hold, develop, work, cultivate deal with the turn to account concessions, grants decrees, privileges, claims options, leases property real or personal or rights or powers of any kind which may appear to be necessary or convenient for the Business of the Company and to purchase charter, hire, build or otherwise acquire vehicles of any or every sort of description for use on or under land or water or in the air for the Business of the Company.
14. To purchase or otherwise acquire, erect, maintain or reconstruct any buildings, offices, workshops, factories, laboratories, mills, plant machinery and other things found necessary or convenient for the purpose of the Company.
15. To apply for, purchase or otherwise acquire any patents, brevet's d-invention, licenses, and the like conferring any exclusive or Non-exclusive rights to use or any secret or other information as to any invention which may seem capable of being used for any purpose of the Company or acquisition of which may seem calculated directly or benefit the Company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.
16. To acquire and undertake all or any part of the Business, property and liabilities of any person or Company carrying on or proposing to carry on business which this Company is authorized to carry on or possessed or property suitable for the purpose of the Company.
17. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or predecessors in business or the dependents of such person and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, national, educational, cultural, religious or other useful objects.
18. To communicate with chambers of commerce and other public bodies throughout the world and concert and promote measures for protection of trade industry and persons engaged therein.
19. To lease, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part or parts of the undertaking of the Company or any land, business property rights or assets of all kinds of the Company or any share or interest therein respectively in such manner and for consideration as the Company may think fit and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
20. To adopt such means of making known the products, business and interest of the Company as it may deem expedient and in particular by advertising in the press, radio, television and cinema, by circulars by purchase, construction and exhibitions of work of art of general interest, by publication of Books and by granting prizes, rewards and donations.
21. To establish, equip and do research work in laboratory and to conduct experiments to collect data necessary therefore and to organize establishments for providing, exercises, training and entertainment to achieve objects of the Company. To assist and finance research scholars whether in India or abroad for the said purpose.
22. To own, establish, run any kind of workshop foundry or factory for the purpose of making repairing, altering or otherwise treating any vehicles, planes, ships or other articles which may be used in connection with aforesaid businesses.
23. To operate establish and maintain garages, service stations, workshops, terminal freight points, and to store, repair, rent and lease motors, automobiles, motor trucks, station wagons, motor buses, airplanes, ships and other vehicles of all sorts for achieving the main objects of the Company.

C. OTHER OBJECTS

1. To carry on business as exporters, dealers, manufacturers in all types of automobiles and their parts, electrical goods, wireless, industry, Photographic articles, gramophones products, electric gadgets, tape recorders, music instruments, optical glass and instruments, television, teleprinters, typewriters, calculators, computers, thermometers, measuring and precision instruments, sewing machines, industrial, pharmaceutical and



engineering goods, machines, appliances, artificial and imitation jewellery, plastic, nylon, bakelite, leather, steel, bamboo, glass, rubber products, textile, handloom, seafood, poultry and dairy products, utility and novelty products, road, rail, air, tourist, travel and transport business, ice merchants, cold storage keeper, catering business, retailing, wholesaling etc., and also to promote, sponsor, undertake and carry out rural development, assist any activity of growth of national economy, publishing activity and promote academic and research pursuits.

2. To carry on business of marine, civil, mechanical, electrical, chemical, consulting engineers, machinist, erectors, millwrights, electroplaters, metallurgists, galvanisers, methods and management and consultancy services, freight brokers, shipping agents, ship chandlers, dubashing, customs agency work, store keepers, stevedoring, estate agents, Building Contractors.
3. To carry on the Business of agency and to act as agents and contactors.
4. To carry on the Business as proprietors and publishers of newspapers, journals magazines, books and other literary work and undertakings.
5. To carry any of the Business of printers, stationers, lithographers, type founders, stereotypers, electrotypers, photographic printers, photo- lithographer, chrome- lithographers, engravers, diesinkers, bookbinders, designer, draftsman, Booksellers, publishers, advertising agents, engineers and dealers in or manufacturers of any other articles or things concerned therewith.
6. To establish, purchase, sell, take on lease, hire or otherwise acquire and work, any textile mill, handlooms, power looms or other mills, cotton ginning's and pressing factory, jutemills, jute presses, hemp or other fiber press, spinning mills, weaving mills and chemical factories, waste plants or presses for pressing merchandlse in to bales and to cultivate, process, buy, sell, import, pledge, enter in to forward transaclions or otherwise deal in raw jute, cotton, kapas, cotton seeds, fax hemp and silk.
7. To search prospect, win, work, grow, raise quarry, smelt, refine, dress manufacture, produce, plant, manipulate, convert, make merchantable, sell, buy or deal in lime, cement, glass, paper, sugar, oil, oil products, oil seeds, rice, dal, tea, coffee, rubber, cocoa, coal, coke Iron, ironstone, marble, lime stone, silica, mica, brick, earth, fire clay, maganese, mineral oils, clays and other Metals, metalliferous, ores, minerals and substances and to carry on the business of manufacture of bricks, tiles, pipes, poltery, earthenware, china and tarri colta and ceramic and ceramic ware of all kinds.
8. To carry on the business of toys manufacturing of all kinds.
9. To build construct, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, run, control, and/or manage any buildings, clubs, baths, places of worship, places of amusements, pleasure grounds, parks, gardens, reading rooms, stores, shops and dairies.
10. To carry on the business of engineers, researchers, technicians, designers, planners, advisors, purchasers, testers, erectors, managers, superintendents and contractors for all kinds of buildings, industries and business.
11. To carry on the business of manufacturers or processors and/or importers , exporters , buyers, sellers, stockiest and distributors of and or dealers in all or any of the following:-
 - a) Synthetic resins, carbon black and carbon products, leathers, hides, skins, plastics, latexes and formulations and thereof and other Kind of resins and plastic products and goods
 - b) All types of compounds, dywares, disinfectants and of electrical, photographical, surgical and scientific apparatus and insecticides,
 - c) Oil colours, paints, varnishes lacquers, pigments, cements, cement products, enamels, dyestuffs, fertilisers, and insecticides.
 - d) Soap, toilet preparations of all sorts, surface-active agents and glycerine.
 - e) Starch and other sizing materials, caustic soda and other textiles intermediates and compound.



- f) Paper, newsprint, paper board, straw board, hardboard, fiberboard, chipboard, corrugated paper, craft paper, transparent paper, carbon, inks, parchment and corks.
- g) Tyres, tubes, tyre cord, wheels, vehicles and photographic films.
- h) Waterproof materials and fabrics, tarpauline, American clothes, hosiery, canvas, oil cloth, linoleum and imitation leather.
12. To carry on the business of cartage and haulage contractors, garage proprietors, owners and charters of road vehicles, aircraft, barges and boats of every description, charterers of ships and lighterman and carriers of goods and passengers by road, rail and water, forwarding, transport, commission, clearing and customs agents, transporters, packers, warehousemen, storekeepers and job master.
13. To carry on the business of iron masters, steel converters, stainless and other alloy steel makers, fabricators, smelter, manufacturers of tools, implements and iron and alloy foundries.
14. to buy and sell sugarcane, cotton, jute, hemp, flax, oil seeds, nuts, and to prepare, preserve, manufacture, crush and render marketable any such produce and to deal in the same.
15. To manufacture, import, export, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kind of plant machinery, apparatus, tools utensils, substances, materials and things for industrial commercial and domestic use.
16. To manufacture, produce, use, lease, buy or sell, and otherwise deal in calcium carbide, and all gas producing materials and gases and all machinery, apparatus, appliances, equipment and fixtures for any purpose relating to any manner to the production, storage and use of calcium carbide and gases.
17. To manufacture, produce, store, use, lease, buy sell and otherwise deal in and dispose of either directly or indirectly oxygen, hydrogen, nitrogen and all other elementary substances and chemicals or other products manufactured or separated from air or other substances and other gases and elements, either separately or in conjunction with acetylene or otherwise and articles consisting of the foregoing gases, elements and substances or any of them and all products of the foregoing gases or any of them.
18. To act as selling agents, distributor, stockiest, insurance agents, advertising and publicity agents.
19. To erect and set up cold-storage, refrigeration and cooling plant or plants and air conditioned rooms for the cooling and preservation of potatoes, fruits, vegetables, herbs, medicines, drinks, fluids, gas, films, eggs, meat, fish, milk products, furs and other preservable products.
20. To erect and set up plant for the manufacture of ice creams, cold drinks, jams, marmalades, chutneys, syrups, fluids, gas and soft water.
21. To carry on the trade or business of mechanical engineers, textile engineers, agricultural engineers, aeronautical engineers, aviation engineers, sanitary engineers, in all branches of work known to engineers, founders of all metal compound, welders, millwrights, wiredrawers, tube makers, iron and steel converters, smiths, wheelwrights, metallurgists, galvanisers, japanners, enamellers and electroplaters, varnishers, vulcanisers and manufacturers of all instruments, appliances, devices and tools used in or in connection with any the above business and all motors, machinery, mechanical, electrical and specific appliances, apparatus and devices of every description connected therewith.
22. To purchase, acquire, keep, maintain, breed, sell or otherwise dispose of all kinds of cattles, cows, pigs, poultry and live or dead stocks leather or leather goods.
23. To carry on business of farmers, housekeepers, gardeners, agriculturists, horticulturists and as manufacturers of pickles, ciders and preserved foods of all kinds.
24. To manufacture, distribute, sell and deal in plastic goods, purses and bags, presentation articles, novelties, gifts and advertisement materials, with modern innovation, techniques in all lines.
25. To carry on the business of theatre company, exhibition, and production of films and cinema and owners of film and picture-postcards, studio owners and all other materials trade and techniques thereto.




26. To carry on the business of wine, spirit and liquor merchants, importers, exporters and manufacturers of aerated minerals, artificial waters and other drinks whether intoxicating or not and caterers for amusement or entertainment.
 27. To deal in handicrafts, handlooms, khadi, silk, ivory, marble, hide and skin.
 28. To deal in precious stones diamonds, pearls, jewellery, watches, clocks, chronometers, gold and silver plates.
 29. To carry on the business of steel furniture, iron safes, rolling shutters, office equipments and other steel structural products.
 30. To carry on the business of ready-made garments in all its kinds.
 31. To deal and manufacture glass, glass sheets, crockery, bottles, vacuum, and other glass ware.
 32. To establish, maintain, run and control, general, departmental stores, chain stores, shops, offices and branches for the purpose of dealing in all sorts of goods, merchandise and commodities requisite for the personal or industrial house-hold use and consumption and to deal in all manufactured and other goods, food stuffs, materials and produce.
 33. To manufacture, sell, purchase, import, export, all kinds of electrical appliances for domestic, commercial and industrial use including electric switches, control towers, brakes, cut-outs coolers, geysers, refrigerators, heaters, radios, television-sets, relay equipment transmission sets, loud speakers, amplifiers, air conditioning equipments, exhaust fans, fanners, radars, teleprinters, computers, transformers, telelamps, room-heaters, blowers, furnaces, ovens and their accessories, spare parts, control tools and containers.
 34. To invest the money in stocks, shares, movable or immovable properties, bullion, jewellery, pearls, precious stones, gold and alike, articles and goods including sale and purchase or in joint ventures, investments or in such other manner as may from time to time be determined.
 35. To carry on forward and ready to deliver business in commodities, bullion, securities stock and shares, cotton, grain, oil seeds.
 36. To open pawn house and safe deposits vaults.
 37. To carry on in all their aspects the business of hire purchase, general finance, films finance, investment trusts and investment brokers.
 38. To give or accept any guarantee for the payment of money or the performance of any obligations or undertaking.
 39. To start deep sea fishing and travelers.
 40. To purchase or sell in part or full any industrial or other undertaking(s) on such terms and conditions as may be deemed fit.
 41. To carry on business of furniture, wood work and brass ware.
 42. To make donation in cash or in kind to institutions, associations formed for the purpose of promoting the welfare of public in rural areas.
 43. To carry on the business of leasing of all types of assets in all spheres.
 44. To carry on the business of growers of crops, fruits, flowers, timbers, trees and other vegetables products from earth and to purchase land or acquire tenancy or other rights in hand.
 45. To carry on the business of building contractors; government contractors and architects and surveyors, colonisers and promoting, constructing, selling of multistoried buildings, flats and other type of land and building.
- IV. The liability of the members is limited.
- V. The Authorised share capital of the company is Rs. 70,00,00,000/- (Rupees Seventy Crores) divided into 7,00,00,000 (Seven Crores) equity shares of Rs. 10/- (Rupees Ten) each.

For Lloyd Electric & Engineering Limited

Whole Time Director



We, the several persons whose names and addresses are mentioned below are desirous of being formed into a Company in pursuance of these Articles of Associations and we respectively agree to take the number of shares in the Capital of the Company, set opposite our respective names:

SL. No.	Names, Addresses, Descriptions and Occupation of Subscribers	No. and Type of Shares Subscribed	Signature of the Subscribers	Name, Address, Description and Signature of Witness
1.	ASHOK PUNJ S/o Yogendra Prakash Punj B-20, Greater Kailash-1 New Delhi Business	One Equity Share	Sd/-	I witness the above signature Sd/- N. NARASIMHAN S/o N. S. Raghavan B-3A, Hans Bhawan, 1 Bahadpur Shah Zafar Marg, New Delhi-110002 (Chartered Accountant) (M. No. : 81983)
2.	MAYARANI PUNJ W/o. Sudershan Prakash Punj B-20, Greater Kailash-1 New Delhi Business	One Equity Share	Sd/-	
		Two Equity Share	For Lloyd Electric & Engineering Limited  Whole Time Director	

New Delhi

Dated : 2nd day of November, 1987