

Memorandum of Association
of
LAKSHMI PRECISION TOOLS LIMITED *

- I. The name of the company is LAKSHMI PRECISION TOOLS LIMITED *
- II. The Registered office of the Company will be situated in the State of Madras.
- III. The objects for which the Company is established :

(i) The main objects to be pursued by the Company on its incorporation being :

- 1. To manufacture, produce, buy, sell, import, export, deal in cutting tools, threading tools, grinding tools, gauges, measuring tools, press tools and precision instruments of all kinds, small tools, instruments and accessories, machine tools and machinery of every description and its accessories of all description whether as principals or agents.
- 2. To manufacture agricultural machineries and implements, textile machinery, printing machinery and all their components and accessories, plastic making and processing machinery and buy, sell, import, export and deal in the same whether as Principals or Agents.
- 3. To carry on the business or trade of Iron foundries, steel melting plants, brass foundries and other non-ferrous or ferrous metal foundries, miners of iron ore, coal miners, coke manufacturers, petrol and oil extracting undertakings and to purchase, sell or otherwise dispose of the products of the business and trade mentioned in this clause, C.I. castings including Alloy, malleable casting including pipe fittings, grey iron casting and all kinds of castings.

(ii) The other object of the Company not included in the above main objects being:-

- 1. To carry on the trade or business of mechanical or civil engineers, electrical engineers, textile engineers, chemical engineers, agricultural engineers, aeronautical engineers, aviation engineers, in all branches of work whatsoever known to engineering, founders of all metals and metal compound whatsoever, welders, millwrights, wire drawers, tube makers, iron and steel converters, smiths, wheelwrights, metallurgists, galvanizers, jappanners, annealers, enamellers, electroplaters silverplaters, nickelplaters, varnishers, vulcanisers and manufacturers of all instruments, appliances, devices and tools used in or in connection with any of the above business and all motors, machinery and mechanical and scientific appliances, apparatus and devices of every description whatsoever.
- 2. To carry on the business of general contractors, to the Government of India in all its departments including Military and supply departments or the Government of any state or district, Municipal or Local authority or any public body for the supply of all or any kind of goods and commodities or labour or service and to act as canteen contractors and contractors in any manners and for any purpose to any authority, institution, Company or companies whatsoever that may be deemed profitable.
- 3. To carry on the business of manufacturing, assembling, buying, selling, reselling, exchanging, altering, importing, exporting, hiring letting on hire, or distributing or dealing in boilers and their ancillary parts, oil and Diesel, petrol engines, steam gas, electrical or otherwise, ships and launches, turbines, tanks, motor vehicles, omnibuses, Motor cycles, scooters, bicycles, tricycles, cycles, fans, bull dozers and steel rollers of every description and all component parts, spare parts, all kind of accessories, equipment and apparatus for use in connection therewith, generators, transformers, rectifiers, convertors, cranes, woodworking, and metal working,

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*The name of the company has been changed to Lakshmi Precision Tools Limited with effect from 30th, August 1983 under fresh certificate of incorporation issued by the Registrar of Companies, Madras

equipments and tools, bright steel tapper, cotter pins, machine keys, grooved pins and shake-proof, lock washers, tapping screws, special bolts, nuts, machine screws and wide range of other fastenings, oil burners, flame guns, torches, railway track, signaling equipment, electrodes, welding plant and accessories, switchgear, automatic A.C. control gear, boiler fittings, high pressure valves, high tensile steel wire, nonferrous rod and wire, oil and gas stoves, pressure cookers, all kinds of mechanical engineering, structural steel fabrications, every type of forgings, and drop stampings.

4. To buy, sell, import, export, produce, manufacture, prepare, refine, convert, alter, let on hire and deal in ores, metals, machinery, apparatus, accessories and hardware materials and articles of all kinds and to carry on the business of production, manufacture and preparation of any other materials, which may be usefully continued with the manufacturing business of the company.

(iii) The objects incidental or ancillary to the attainment of the main objects being :-

1. To acquire in India or elsewhere by purchase, lease or otherwise for the purposes of the company any real or personal, immovable or movable property, rights, or privileges, including any land, buildings, rights of way, easements, licences, concessions and privileges, patents, patent rights, trade marks, machinery, rolling stock, plant, utensils, accessories and stock-in-trade.
2. To build, alter, construct, and maintain any Mills, factories, warehouse, chawls, dwellings, reservoirs, tanks, roads, tramways, railways, or other buildings, or works necessary for the purpose of the Company or which can be conveniently used in connection therewith.
3. To purchase or by any other means acquire and protect, prolong and renew, whether in India or elsewhere, any patents, patent rights, BREVETS D'INVENTION, licences, protectors and concessions which may appear likely to be advantageous or useful to the company, and to use and to turn to account, and to manufacture under or grant licences or privileges in respect of the same, and to spend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
4. To make advances upon or for the purchase of raw materials, goods, machinery, stores or others articles, required for the purposes of the Company in such manner as the Directors of the company may deem expedient.
5. To transact and carry on all kinds of Agency business and to act as attorneys, nominees, agents and brokers.
6. Generally to carry on in any place or places in the world any other trade or business, whether manufacturing or otherwise, subsidiary, or auxiliary to, or which can conveniently be carried on in connection with any of the Company's objects, and to establish and to maintain any Agencies in any part of the World for the conduct of the business of the Company or for the sale of any materials or things for the time being at the disposal of the company for sale; and to advertise and adopt means of making known, all or any of the Manufactures, products or goods of the Company, or any articles or goods traded or dealt in by the Company, in any way that may be thought advisable including the posting of bills in relation thereto and the issue of circulars, books, pamphlets, and price lists.

7. To be interested in, promote, and undertake the formation and establishment of such institutions, business, or companies (industrial, agricultural, trading, manufacturing or other) as may be considered to be conducive to the profit and interest of the Company, and to carry on any other business (industrial, agricultural, trading, manufacturing, or other) which may seem to the Company capable of being conveniently carried on in connection with any of these objects or otherwise calculated, directly or indirectly, to render any of the company's property or rights for the time being profitable ; and also to acquire, promote, aid foster, subsidise or acquire interests in any industry or undertaking in any country or countries whatsoever ; and to take part in the management, supervision or control of the business or operation of any company or undertakings and for that purpose to appoint and remunerate any Secretaries, Managers, Accountants, or other experts or Agents.
8. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company, carrying on any business which the company is authorized to carry on, or possessed of property or rights suitable for any of the purposes of the company, and to purchase, acquire, sell and deal in property, shares, stock, debentures or debentures stock of any such person, firm or company and to conduct, make or carry into effect any arrangement, in regard to the winding up of the business of any such person, firm or company and to purchase or otherwise acquire in India or elsewhere, any property for the benefit or use of the company.
9. To enter into partnership or into any arrangements for sharing profits, amalgamation- Union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which this company is authorized to carry on or engage in, or any business undertaking or transaction which may seem capable of being carried on and conducted so as directly or indirectly to benefit the company, and to lend money to , guarantee the contracts of or otherwise assist any such person, firm or company, and to place, take or otherwise acquire and hold shares or securities of any such person, firm or company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
10. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.
11. To assist any company, financially or otherwise, by issuing or subscribing or guaranteeing the subscription and issue of capital, shares, stock, debentures, debenture stock or other securities and to take, hold and deal in shares, stock and securities of any Company, notwithstanding there may be any liability thereon.
12. To undertake and carry on any business, transaction, or operation commonly undertaken or carried on by financiers, promoters of the company, underwriters, concessionaires and contractors for public and other works, capitalists or merchants, in particular to underwrite, issue and place shares, stocks, bonds, debenture stocks and securities.
13. To acquire and hold shares in any other Company, and to pay for any properties, rights or privileges acquired by this company, either in shares of this company or partly in shares and partly in cash, or otherwise and to give shares or stock of this company in exchange for shares or stock of any other company.
14. To open current or deposit accounts with any Bank or Banks or Bankers, shroff or Merchant and to pay into and draw money from such accounts. To draw, accept and make, and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading and other negotiable instruments connected with the business of the Company.

15. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the company, and the issue of its capital, including any underwriting or other commissions, brokers' fees and charges in connection therewith and to remunerate or make donations to (by cash or other assets, or by the allotment of fully or partly paid shares, or by a call or option on shares, debentures, debenture stock or securities of this or any other company, or in any other manner, whether out of the company's capital or profits or otherwise) any person or persons for services rendered or to be rendered in introducing any property or business to the company, or in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture stock, or other securities of the company, or for any other reason which the company may think proper.
16. To procure the incorporation, registration or other recognition of the company in any country, state or place, and to establish and regulate agencies for the purpose of the company's business and to apply, or join in applying to any Parliament, Government, Local, Municipal or other authority or body, British, colonial or Foreign, for any Acts of Parliament laws, decrees, concessions, orders, rights or privileges that may seem conducive to the company's objects, or any of them, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests.
17. To borrow or raise money on deposit at interest, or otherwise in such manner as the company may think fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise including debentures or debenture stock convertible into shares of this or any other company, or perpetual annuities, and in security of any such money so borrowed, raised or received, to mortgage, pledge, or charge the whole or any part of the property, assets or revenue of the company, present or future, including its uncalled capital, by special assignment or otherwise, or to transfer or to convey the same absolutely or in trust and to give the lenders the power of sale and other powers as may seem expedient, and to purchase, redeem or pay off any such securities. But the company shall not do any banking business as defined in the Banking Companies Act, 1949.
18. To accumulate funds and to lend, invest or otherwise employ moneys belonging to or entrusted to the company upon securities and shares, or without security, upon such terms as may be thought proper, and from time to time to vary such transactions in such manner as the Company may think fit.
19. To sell and in any other manner deal with or dispose of the undertaking or property of the company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares, debentures and other securities of any other company having objects altogether or in part similar to those of the Company. To improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with all or any of the property, rights and concessions of the Company.
20. To create any Depreciation Fund, Reserve Fund, Insurance Fund, or any other special Fund, whether for depreciation or repairing, improving, extending or maintaining any of the property of the company, or for any other purposes conducive to the interests of the company.
21. To provide for the welfare of the Directors and employees or ex-employee of the company and the wives, widows, and families or dependents or connections of such persons, by building or contributing to the building houses, dwellings or chawls, or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to the provident and other associations, institutions, funds, profit sharing or other schemes or trusts, and by providing or subscribing or contributing, towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.

22. Subject to Law in that behalf to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public or political, or other institutions or objects.
23. To do all or any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them, in any part of the World, and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others. And so the word "Company" in this memorandum when applied otherwise than to this company shall be deemed to include any authority partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in India or elsewhere.

IV. The liability of the members is limited

V. "The Authorised Share Capital of the Company is Rs.6,00,00,000/- divided into 60,00,000 Equity Shares of Rs.10/- each".

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| AMENDED IN THE 28TH ANNUAL GENERAL MEETING HELD ON 18.08.1994 |
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We, the several persons whose names and addresses 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 to our respective names :

| No. | Names, addresses, Descriptions and occupations of subscribers. | Number of Equity shares taken by each subscriber | Signature. |
|-----|---|--|-------------------------------------|
| 1. | A.M.M.Arunachalam, S/o Sri Murugappa Chettiar, C/o Murugappa & Sons, 11/12, North Beach Road, MADRAS – 1. (Industrialist) | 1,000 One Thousand | (Sd.) A.M.M.Arunachalam |
| 2. | A.M.Palaniappa Chettiar, S/o. Sri Murugappa Chettiar, 5, Raman Street, Thyagaraya Nager, MADRAS-17. (Businessman) | 1,000 One Thousand | (Sd.) A.M.Palaniappa Chettiar |
| 3. | S.R.M.Palaniappan, S/o Sri Ramanathan Chettiar, 286, Tambu Chetty Street, MADRAS-1 (Merchant) | 1,000 One Thousand | (Sd.) S.R.M.Palaniappan |
| 4. | N.Alagappan, S/o Sri Narayanan Chettiar, 15, West Circular Road, MADRAS-28. (Business Man) | 1,000 One Thousand | (Sd.) N.Alagappan |
| 5. | A.M.P. Arunachalam S/o Sri Palaniappa Chettiar, 5, Raman Street, Thyagarayanagar, MADRAS-17. (Businessman) | 1,000 One Thousand | (Sd.) A.M.P. Arunachalam |
| 6. | K.B.Veerasami Pathar, S/o Sri Bangarusamy Pather, Pallatur, RAMNAD DISTRICT. (Jeweller) | 500 Five Hundred | (Sd.) K.B.Veerasami Pathar |
| 7. | A.M.P.A.Valliammai Achi W/o Sri Arunachalam Chettiar, 5, Raman Street, MADRAS-17. (Business) | 500 Five Hundred | (Sd.) A.M.P.A.Valliammai Achi |

Witness to the above signatures :
S.P.S.T.Palaniappan,
S/o Sri Chidambaram Chettiar,
Chartered Accountant,
MADRAS-2

Date 11th day of March 1966.

Proposed Alteration

In the Object Clause III (i) of the Memorandum of Association, the following new sub-clause 4 be inserted after the present sub-clause 3.

"4. To carry on the business of trading, buy, sell, market, exchange, produce, manufacture, to act as contractors, sub-contractors and deal in any manner relating to polymer products, petrochemicals, Personal Protective Equipments, medical products, ferrous & non-ferrous metals and any other goods including industrial goods, consumer goods."