

# THE COMPANIES ACT, 1956

## MEMORANDUM OF ASSOCIATION

### OF

#### \*LORD'S MARK INDUSTRIES LIMITED

#### I. Name Clause

The name of the Company is **LORD'S MARK INDUSTRIES LIMITED**.

#### II. Registered Office Clause

The Registered Office of the Company will be situated in the **State of Maharashtra**.

#### III. Objects Clause

##### (A) Main Objects of the Company to be pursued on its incorporation:

1. To generate, receive, produce, buy, sell, resell, acquire, store, reuse, transmit, accumulate, employ and develop energy power from conventional and non-conventional sources of energy such as wind, water, gas, oil, heat, sun, thermal, waste and other resources, and also to distribute the power generated under any method.
2. To manufacture and deal in all things required for or capable of being used in connection with generation, distribution, supplying, accumulation and employment of electricity that may be directly or indirectly therefrom or incidentally discovered in dealing with electricity.
3. To act as brokers, agents, representatives, consultants, collaborators, or otherwise deal in wind, thermal, solar and other sources of energy.
4. To carry on business as manufacturers, producers, processors, printers, binders, packers, dealers, importers, exporters, stockists, agents, brokers, traders and retailers of all kinds, varieties and dimensions of paper and packaging materials.
5. (i) To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceutical products, medicines, drugs, IVD kits, API, Medtech, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, diagnostics, and to engage in research, development and contract manufacturing in India and abroad.  
(ii) To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade in surgical instruments, contraceptives, cosmetics, patent medicines, hospital requisites, veterinary medicines, and to engage in vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc.
6. To carry on in India or abroad the business of manufacturer, trader, dealer, distributor, exporter and importer of all types of **LED lights and allied products**.
7. To carry on in India or abroad the business of **manufacture, supply, installation & commissioning** of all firefighting equipment, passive fire protection material, solar & LED products, Lithium Ferro Phosphate & Lithium ion batteries, and all types of **E-vehicles** including E-Rickshaw, E-Loader, E-Bike and E-Bus.

**(B) Objects incidental or ancillary to the attainment of the Main Objects:**

8. To borrow or raise money and secure and discharge any debt or obligation or binding on the Company in such manner as maybe thought fit, and in particular by mortgages of the undertaking and all or any of the immovable and movable property (present or future) and the uncalled capital of the Company, or by the creation and issue, on such terms as may be thought expedient, of debentures, of debentures or debenture-stock, perpetual or otherwise, or other securities of any description.

9. To employ experts to investigate and examine into the condition, management, prospects, value, character and circumstances of any business, concerns and undertakings and generally of any assets, property or rights.

10. To give guarantees, and carry on and transact every kind of guarantee and counter-guarantee business and in particular to guarantee the payment of any principal moneys, interest or other moneys secured by or payable under any debentures, bonds, debenture-stocks, mortgages, charges, contracts, obligations and securities and the payment of dividends on and the repayment of the capital of stocks and shares.

11. To purchase, take on lease or in exchange, hire and otherwise howsoever acquire any immoveable or movable property, patents, licenses, rights and privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land, tenements, buildings and easements and to pay for same either in cash or in shares or securities and to sell, let, lease or under lease or otherwise dispose of or grant rights over any immoveable property belonging to the company.

12. To purchase or otherwise acquire, erect, maintain or reconstruct any buildings, offices, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the Company.

13. To manage land, buildings and other property both movable and immovable whether belonging to the Company or not and to collect rents and income and to supply to tenants and occupiers, attendants, servants, waiting rooms, reading rooms and other conveniences.

14. To develop and turn to account any land acquired by the Company or in which it is interested and, in particular, by laying on and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up, and improving buildings, and by planting, paving, draining, farming, cultivating and letting on building lease or buildings agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders and others.

15. To undertake and execute any trusts and also to undertake and execute the offices of Executor of the Will of any deceased persons, Administrators of any deceased persons, trustee for debenture holders or debenture-stockholders of any company and of Receiver Treasurer to appoint trustees to hold securities on behalf and to protect the interest of the company.

16. To obtain any provisional order or Act of the Government for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution.

17. To open current or other accounts with any banks or merchants, to pay money into and draw money from such accounts.

18. To amalgamate, enter into partnership or make any arrangement for sharing profits, union of interests, co-operation, joint adventure or reciprocal concession, or for limiting competition, with any individual, person or company carrying on or engaged in, or about to carry on or engage in, any business or transaction which the Company is authorized 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 or indirectly to benefit the Company.

19. To enter into any arrangements with any governments or authorities that may see conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority, any rights, privileges, licenses and concessions, which the Company may consider necessary or desirable to obtain, and to carry out, exercise, use or comply with any such arrangements, rights, privileges or concessions.

20. To distribute any of the Company's property among the members in specie subject to the provisions of the Companies Act in the event of winding up.

21. To form, promote, subsidise, organize and assist or aid in forming, promoting, subsidizing, organizing or aiding companies, syndicates, or partnerships of all kinds 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.

22. To acquire, purchase, take over and/or amalgamate business of companies which, under existing circumstances, from time to time may conveniently or advantageously be combined with the business of the Company; to amalgamate with companies whose business are so acquired purchased or taken over and/or to enter into agreements with the object of acquisition of such undertakings and/or business.

23. To acquire and hold by way of investment or resell and to let on hire-purchase, lease, rent and metals, bullion, gold, silver, silver articles, diamonds, precious stones, ornaments and jewellery and paintings and coins and manuscripts and objects of art and to pay for same either in cash or otherwise.

24. To invest the surplus funds of the Company from time to time in government securities or in other securities as may from time to time be determined by the Directors, and from time to time to sell or vary all such investments and to execute all assignments, transfers, receipts, and documents that may be necessary in that behalf.

25. To provide for the welfare of the employees or ex-employees of the Company and wives, widows and families or the dependants of such persons by grant of money, pension, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident funds and other associations, institutions, trusts and by providing or subscribing towards medical or other attendance and other assistance as the company shall think fit and to subscribe to or contribute or otherwise assist to charitable, benevolent, national and or other institutions or objects.

26. To procure the registration, incorporation or recognition of the Company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the Company in any foreign country.
27. To pay all costs, charges and expenses incurred or sustained in or about the promotion, incorporation and establishment of the Company, or which the Company shall consider to be preliminary out of the funds of the Company.
28. To establish competitions in respect of contributions or information suitable for insertion in any publications of the Company, or otherwise for any of the purposes of the Company, and to offer and grant prizes, rewards and premiums of such character and on such terms as may seem expedient.
29. To provide for and furnish or secure to any members or customers of the Company or to any subscribers to or purchasers or possessors of any publication of the Company, or of any coupons or tickets, issued with any publications of the Company, any conveniences, advantages, benefits or special privileges which may seem expedient and either gratuitously or otherwise.
30. To refer to or agree to refer any claims, demand, dispute or any other question 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 representatives, or between the Company and third parties, to arbitration and to observe and perform and to do all acts, matters and things to carry out or enforce the awards.
31. To apply for, promote, and obtain any statute, order, regulation, or other authorization or enactment which may seem calculated directly or indirectly to benefit the Company; and to oppose any bills, proceedings, or applications which may seem calculated directly or indirectly to prejudice the Company's interest.
32. The Company may at any time invite and receive or without any such invitation receive any gifts of immovable property and offerings or voluntary donations or bequests and legacies either from the shareholder or from any other person for all or any of the objects of the Company with or without any special conditions provided such receipts of the conditions attached are not inconsistent with or derogatory to any of the objects of the Company. Subject to any such conditions as aforesaid, all such gifts, donations, grants, offerings, legacies and bequests including lands, buildings and other immoveable properties shall be treated as forming part of the property of the Company and be applied accordingly; the Directors shall in their absolute discretion be entitled to decide whether they shall invite or accept any such gift, donation, grant, offering, legacy or bequest and they shall be at liberty to refuse any of them without giving any reason for such refusal.
33. To sell, dispose of, or transfer the business, property and undertakings of the Company, or any part thereof, for any consideration which the Company may deem fit to accept.
34. To do all such other things as are incidental or which the Company may think conducive to the attainment of the above objects or any of them.

35. To acquire, lease or lend sophisticated office machineries such as computers, tabulators, equipments, addressing machines and other office equipments and leasing or lending such equipments
36. To carry on business of travel Agency and to act as tourist agents and contractors, and to facilitate travelling, and to provide for tourists and travelers, or promote the provision of conveniences of all kinds.
37. To carry on business as proprietors and publishers of newspapers, journals, magazines, books and other literary works and undertakings.
38. To carry on all of the business of printers, stationers, lithographers, type founders, stereotypers, photographic printers, photo-lithographers, chrome- lithographers, engravers, diesinkers, bookbinders, designers, draughtsmen, paper and ink manufacturers, booksellers, publishers, advertising agents, engineers and dealers in or manufacturers of any other articles or thins or any of them or concerned therewith.
39. To carry on the business as timber merchants, saw mill proprietors, furnishers, and buy, sell, grow, prepare for market, manipulate, import, export, and deal in timber of all kinds, and to manufacture and deal in articles furniture of all kinds.
40. To carry on the business of exporters and importers, function as Export House and deal in all varieties of commodities and for this purpose to also engage in ancillary services such as shipping, forwarding, road transport, inland transport.
41. To carry on all or any of the businesses of manufacturers of and dealers in organic and inorganic chemicals, petro-chemicals, fertilizers, manures, pesticides, calcium, carbide, ethyl, alcohol, coal-tar, hymedicines, ointments, essences, acides, toilet requisites, soaps, detergents, cosmetics, perfumes, dyes, paints, colors, pigments, varnishes, inks, explosives, ammunitions, fuels, oils, greases, lubricants, vegetable oils and cotton seed oils.
42. To carry on all of the businesses of manufacturing, processing and dealing in iron and steel, ferro alloys, special steels, aluminium, copper, lead, zinc and their alloys and products and of manufacturing and dealing in industrial machinery, boiler, internal combustion engines, ball, roller and tapered bearings, tubes, cables, wire, pipes, cookers, printing machinery and textile machinery and their components and accessories.
43. To carry on all or any of the business of makers of and dealers in scientific and industrial instruments of all kinds for indicating, recording, controlling, measuring and timing and machine tools, precision tools, surgical instruments and appliances and artificial limbs, dental and optical equipment and goods, anatomical, orthopaedic and surgical appliances of all kinds and providers of all requisites for hospitals, patients and invalids.
44. To carry on the business of advertising contractors and agents; to acquire and dispose of advertising time, space or opportunities in any media, to undertake advertising and promotional campaigns of every nature, to acquire and provide promotional requisites.
45. a. To undertake management of funds, investments portfolio management, management of Fixed Deposits of Companies in private and public sector and foreign companies and such other activities in relation thereto.

- b. To act as Brokers in Primary as also in Secondary Markets in any Stock Exchange in India or abroad.
  - c. To do the business of merchant banking and such related activities and act as lead managers to the companies in their Rights/Public/EuroIssues or any other issues.
  - d. To act as advisors to the Issue of securities in private sector as also in the public sector and underwriting of Public Issues.
  - e. To act as Brokers in Government and approved securities, funds, units, mutual funds, NRIs syndication of short term and long term funds, private placements.
  - f. To arrange/assist in setting up of Foreign Joint Stock Companies, Mutual Funds, Managed Trusts and other institutions and bodies and raising of funds, capital, deposits and other money market instruments.
  - g. To perform stock holding function i.e. to act as Custodian for shares, debentures and any other instruments for and on behalf of various other parties.
  - h. To act as representative of any Foreign Banks, foreign and Indian financial institutions and also to act as dealers in foreign exchange.
46. To take part in the formation, supervision or control of the business or operations of any company or undertaking and for that purpose to act as an Issue House, Registrars and Share Transfers Agents, Financial Advisors or Technical Consultants or in any other capacity and to appoint and remunerate any Directors, Administrators or Accountants or other Experts or Agents.
47. To carry on the business of leasing and hire purchase finance and finance byway of loans the purchase of, or to purchase and to provide on lease or on hire purchase, all types of industrial and office plant, equipment, machinery, vehicles, buildings, household appliances and equipments of all kinds.
48. To act as financial consultants, management consultants and provide advice, services, consultancy in various fields, general administrative, commercial, financial, legal, economic, labour, industrial public relations, scientific, technical, direct and indirect taxation and other levies, statistical, accountancy, quality control and data processing.
49. To receive money on deposit at interest or otherwise for fixed periods, and to lend money on any terms that may be thought fit and particularly to customers or other persons or corporations having dealings with the Company. The Company shall not carry on the business of banking as defined by the Banking Regulation Act, 1949, or any statutory modification thereof.
50. To enter into agreement, contract for, undertaking or otherwise arrange for receiving, mailing or forwarding any circulars, notices, reports, brochures, materials, articles and things belonging to any other company, firm, institution or person or persons, by means of delivery by hand or otherwise.

51. To negotiate loans, to draw, accept, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, bonds, debentures, coupons and other negotiable instruments and securities.
52. To receive money, securities and valuables of all kinds on deposit at interest or for custody on such terms and conditions as may be expedient.
53. To give any guarantee or indemnity for the payment of money or the performance of any obligation or undertaking.
54. To carry on and undertake any business, undertaking, transaction, or operation commonly carried on or undertaken by capitalists, promoters, financiers, concessionaries or contractors.
55. To act as Selling Agents of manufacturing companies, Insurance Agents, Publicity and Advertising Agents and also to provide specialized services in Investor Relations, relating to the above objects.
56. To acquire membership of 'Over the Counter Exchange of India' (OTCEI), 'National Stock Exchange of India Limited' (NSEIL), Wholesale Debt Market and Capital Market and such other Forums where trading in Securities of whatever nature may take place and to operate on these Forums as Brokers or Members.
57. To transact or carry in all kinds of agency business and in particular in relation to the investment of money, the sale of property and the collection and receipt of money.

#### **IV. Liability Clause**

The liability of the members is **limited**.

#### **Capital Clause**

The Authorised Share Capital of the Company is Rs. 800,00,00,000/- (Rupees Eight Hundred Crores only) divided into 80,00,00,000 (Eighty Crores) Equity Shares of Rs. 10/- each.

The Company has the power, from time to time, to increase or reduce its capital and to divide the shares into other classes with such rights, privileges, or restrictions as may be permitted under the Articles of Association or legislative provisions.

*\*The name of the Company has been amended pursuant to the Order of the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench, passed in Order No. IANO.2207 of 2024, dated 28th July 2025.*

