

MEMORANDUM OF ASSOCIATION

OF

DR. BABU JAGJIVAN RAM LEATHER INDUSTRIES DEVELOPMENT  
CORPORATION LIMITED.

- I. The name of the company is “DR. BABU JAGJIVAN RAM LEATHER INDUSTRIES DEVELOPMENT CORPORATION 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 the following:
  - A. Main objects to be pursued on Incorporation of the Company:
    1. To promote, aid assist or finance the setting up of new cottage Footwear industry, aid, assist or finance the old or existing cottage footwear units or otherwise to bring about improvements in the working of existing units including reorganization, development and improvement of their techniques of production and marketing of footwear products by cottage shoe-makers or group or shoe-makers;
    2. To manage, establish, operate and conduct establishments, undertakings and enterprises of any description whatsoever to facilitate or accelerate the development of cottage footwear industry in the State of Karnataka in particular the establishment of design centre, curing centres, raw material depot, Hides Exchange, tanneries etc.,
    3. To provide, financial, technical, marketing, development or any other assistance and guidance to any establishment, undertaking or enterprise of any description whatsoever which in the opinion of the Company are likely to facilitate or accelerate the development of cottage footwear industry in the State of Karnataka.
    4. To buy, sell, manufacture, export or import or otherwise deal in all kinds of footwear machinery, appliances, equipments and raw materials necessary for the manufacture of footwear.
    5. To manufacture, buy, import, export, sell and generally deal in all kinds of leather and leather goods; boots such as ammunition boots, miner’s boots, safety boots etc., Shoes and footwear of all other kinds, all types of footwear components, and all articles made of leather including various types of utility, and travel goods and sports goods made fully or partly with leather; to fabricate all types of Safety appliances/such as industrial hand gloves, aprons and other appliances which are made wholly, or partly of leather with combinations of textiles, rexins, etc., to

- manufacture various types of leather garments and garments made of rexine, P.V.C. and similar substances, to manufacture harness and saddleries, to manufacture chemicals auxiliaries and finishes which are used in the manufacture of leather and leather products, to manufacture gelatine, glue, bone meal, animal casings and to manufacture shoe fasts;
6. To manufacture, buy, import, export. sell and generally deal in all varieties of vegetable tan-stuffs, tanning chemicals, acids, solutions and compounds utilized for tanning and all types of grinders, eye-lets, toe-plates, horse-shoes and rails, panel pins, shoe polishes, wax balls, buckles etc., for manufacture of all types of foot-wear and leather goods.
  7. To provide, financial or other assistance to the cottage footwear industry and all or any allied, ancillary, preparatory, processing of finishing industries—
    - (a) Which are engaged or proposed to engage in the business of producing, manufacturing, processing, finishing or marketing all or any goods including :—
      - (i) LEATHER TANNING;
      - (ii) FOOTWEARS;
      - (iii) RAW MATERIALS necessary for the manufacture of footwear;
      - (iv) FINISHED GOODS or articles of merchandise made by cottage shoe-makers; and
      - (v) MACHINERY OR APPLIANCES, particularly of improved types, as well as parts, accessories and tools there of required for the cottage footwear industry and all or any such allied, ancillary, preparatory. processing or finishing industries as aforesaid.
    - (b) For all or any purposes including :—
      - (i) Establishment, expansion, improvement or modernization of industrial or trading units;
      - (ii) Procurement of raw materials;
      - (iii) Production, manufacture, processing or finishing of goods;
      - (iv) Marketing; and
      - (v) any other purpose as may be decided by the Board of Directors of the Company;
    - (c) By all or any means including :—
      - (i) Loans, long, medium or short-term;
      - (ii) Advances, where such credit is not ordinarily available from Commercial Banks;
      - (iii) Underwriting the issue of stocks, shares, bonds or debentures;
      - (iv) Guaranteeing on such terms and conditions as may be agreed upon, the leather repayment of loans; and
      - (v) Guaranteeing or counter-guaranteeing, on such terms and conditions as may be agreed upon of deferred payments in connection with import of capital

bone goods from outside India or in connection with the purchase of capital goods within India.

- (d) To provide all assistance to all or any such persons including and
- (i) Individual persons including artisans like shoe-makers etc
  - (ii) Partnership Firms
  - (iii) Bodies, Corporate, including Companies within the meaning of the Companies Act, 1956;
  - (iv) Societies, Registered under the Societies Registration Act, 1960 : and
  - (v) any other bodies, institutions, organizations or agencies approved by the Board of Directors of the Company
8. To purchase, obtain on lease or otherwise acquire any undertaking; business and property or any part thereof of any undertaking, society or company involved or engaged in the manufacture of footwear or carrying on business connected with footwear industry.
9. To carryout or assist the conduct of research for evolving new types of process or improve the working of existing leather tanning and footwear research for bringing out improvement in various processes involved in the manufacture of footwear and n or designs, working techniques, organisation, marketing, system of sales and connected g activities.
10. To take steps to train shoe-makers and to educate them in new techniques for manufacture of footwears.

B. Objects incidental or ancillary to the attainment of main objects:

To do or perform all or any of the following operations, acts or things which are necessary or incidental to carry on the above objects: —

1. To enter into agreements and contracts with Indian or foreign individuals, companies or other organisations for technical, financial or any other assistance for carrying out all or any of the objects of the Company.
2. To establish and maintain any agencies in India or 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.
3. To advertise, exhibit, broadcast and adopt means of making known the business activities of the Company or any articles or goods traded or dealt in by the Company in any way as may be expedient including posting of bills in relation thereto and the issue of circulars, books, pamphlets and price lists and the conducting of competitions, exhibitions, demonstrations and the giving of prizes, rewards and donations.

4. To apply for, purchase or otherwise acquire and protect, prolong and renew trade marks, trade names, designs, secret processes, patents, patent rights, 'BREVETS D' INVENTION' licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to spend money in experimenting and testing and improving or seeking to improve any patents, inventions or rights, which the Company may acquire or propose to acquire or develop.
5. To enter into partnership or into any arrangement for sharing profits, 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 authorised to carry on or engaged in or any business or undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the Company; and to lend money, to guarantee the contracts of or otherwise assist any person, firm or company and to 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 such shares and securities
6. To enter into any arrangement with any Government or State Authority, Municipal, Local or otherwise that may seem conducive to the company's objects or any of them and to obtain from any such Government or State Authority, any rights, privileges and concession which may seem conducive to the Company's objects or any of them.
7. 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 this Company is authorised to carry on and to purchase, acquire, apply for, hold, sell and deal in shares stock, debentures or debenture 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 person, firm or company.
8. To apply for tender, purchase or otherwise acquire any contracts and concessions for or in relation to the construction, erection, equipment, improvement, management, administration or control of works and conveniences and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
9. To buy, obtain on lease or otherwise acquire lands, buildings and other immovable properties necessary for carrying on the main objects and to sell, lease, mortgage or hypothecate or otherwise dispose of all or any of the properties and the assets of the Company on such terms and conditions as the Company may think fit.
10. To amalgamate with any' company or companies having objects altogether or in part similar to those of this Company,

11. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and issue of its capital including any underwriting or other commission, brokers, fee and charges, in connection therewith including costs, charges, expenses of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.
12. To remunerate (by cash or other assets by the allotment of fully or partly paid shares or 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, profits or otherwise to any person or firm or company for services rendered or to be rendered in introducing any property or business to the Company or 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.
13. To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise.
14. To draw, make, issue, accept and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warrants of warehouse keepers certificates and other negotiable or commercial or mercantile instruments connected with the business of the Company.
15. To open accounts with any individual, firm or company or with any bank or banks and to pay into and to withdraw moneys from such account or accounts.
16. Subject to provisions of the Companies Act, 1956, to invest, apply for and acquire or otherwise employ moneys belong to, entrusted to or at the disposal of the Company upon securities and shares or without security upon such terms as may be thought proper and from time to time vary such transaction in such manner as the Company hold, may think fit.
17. To lend or deposit moneys belonging to or entrusted to or at the disposal of the Company to such person or company and in particular to customers and others having dealings for or with the company or without security, upon terms as may be thought proper and ent, guarantee the performance of contracts by such person or company but not to do the carry business of Banking as defined in the Banking Regulation Act, 1949.
18. To borrow or raise money with or without security or to receive 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 and as 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 and to purchase, redeem or pay off any such securities.
19. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles or services required for the purpose of the Company.
  20. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the under takings or properties of the Company or any part thereof, whether moveable or immovable for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any other company having objects altogether or in part similar to those of this Company.
  21. To improve, manage, work, develop, alter, exchange, mortgage, lease, turn to account, abandon or otherwise deal with all or any part of the properties, rights and concessions of the Company.
  22. To provide for the welfare of the employees or ex-employees of the Company and wives, widows, families or dependents or connections of such persons by building or contributing to building of houses, dwellings or by grant of money, pensions, gratuity bonus,, payment towards insurance or other payment; or by creating from time to time, subscribing or contributing to, adding or supporting provident funds or trust or conveniences and by providing or subscribing or contributing towards places of instruction or recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Company shall think fit.
  23. Subject to the provisions of the Companies Act, 1956, and the Constitution of India, to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or subjects or any public or general or useful objects.
  24. To establish or promote or concur in establishing or promoting any company or companies for the purpose or acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company.

C. Other objects not included in (A) and (B) above:

“NIL”

IV The liability of the members is limited.

V. The Authorised Share Capital of the company is Rs 8,00,00,000/- [Rupees Eight Crores only] divided into 8,00,000 [Eight lakh] Equity Shares of Rs. 100/- [Rs. One hundred only] each.

We, the several persons whose names and addresses are subscribed below, 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 :—

SI. No	Name of Subscribers	Addresses, Description and occupation of the Subscribers	No. of shares taken by each subscribers
For and on behalf of Governor of Karnataka			
1.	T.R. Satishchandran s/o T. Ramaiya Sd!— T. R. Satishchandran	Financial Commissioner, Govt. of Karnataka, Govt Service	Ten
2	K S. N Murthy c/o Late Sri K.S. Rao Sd!— K. S. N. Murthy	Commissioner and Secretary to Govt. Commerce and Industries Dept. Govt. of Karnataka, Govt. Service.	One
3.	Neeraja Rajkumar w/o Sri Falguni Rajkumar Sd/— Neeraja Rajkumar	Dy. Secretary to Govt. Commerce and Industries Department, Govt. Service.	One
4.	S. B. Muddappa 5/0 B. S. Bandeppa Sd/— B. S. Muddappa	Joint Secretary, Finance Dept. Govt. of Karnataka, Govt. Service.	One
5.	S. Krishnakumar S/o S. S. Subramanyam Sd/— S. Krishnakumar	Dy. Secretary. Finance Dept. Govt. of Karnataka, Govt. Service	One
6.	Zafar Saifullah s/o Satahuddin Saifullah Sd/— Zafar Saifullah	Chairman & Managing Director, Karnataka State Industrial Investment and Development Corporation Ltd., Govt. Service.	One
7.	B. R. Prabhakara s/o SN. Rama Rao Sd/— B. R. Prabhakara	Additional Director of Industries and Commerce, Govt. of Karnataka Bangalore.	One

Dated the Twenty First day of October Nineteen Hundred and Seventy Six at Bangalore.

Sd/- B.R. Prabhakara

Witness for the above subscribers Signatures

Sd/- B. L. Suryanarayana Rao

S/o. G. Lakshminarayana Rao

Chartered Accountant

519, Avenue Road, Bangalore-2