

The Companies Act, 1956

Memorandum

and

Articles of Association

of

MARJANE FOOTWEAR PRIVATE LIMITED

(A Company limited by shares)

THE COMPANIES ACT, 1956

MEMORANDUM OF ASSOCIATION

OF

MARJANE FOOTWEAR PRIVATE LIMITED

(A Company limited by shares)

- I. The name of the company is MARJANE FOOTWEAR PRIVATE LIMITED.
- II. The Registered office of the company will be situated in the state of Uttar Pradesh.
- III. The objects for which the company is established are:
 - (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :
 - (1) To carry on the business as manufacturers, designers, processors, founders, moulders, casters, forgers, makers, fabricators, importers, exporters, job workers, traders, dealers, distributors, stockiest and producers of quality Moulds for Soles, Lasts for Shoes and Boots, safety, fancy footwear, Heels for Ladies Sandles, assemblers of Machinery and Machinery Parts for Leather Tanning, Footwear Industry, components and engravers and carvers of wood and wooden articles, furniture etc. local sales or export, or designing through CAD/CAM for shoe industries and auto industries precision moulds and dies and all kinds of machines on job work basis/ hourly basis.
 - (2) To carry on the business of Traders, Export and Import of leather and leather goods, travel goods including bags, suitcases, briefcases, bedding, vanity bags, saddles and horse ridding equipments, belts, caps, gloves, purses, leather components/ accessories, synthetic rubber, synthetic Leathers, F.M.C.G. (Fast Moving Consumer Goods), Writing Instruments of all kinds and descriptions, merchandise, fertilizers, chemicals, petroleum products, edible and non edible oils, garment, aprons, bulk medicine, Rice & flour, life saving drugs, saddlery & all horse equipments manufacturing, harness horn rugs, shoes, information products, computers and entertainment products, films, electronics and fluorescent products, dies and paints, greeting cards and gift items dairy and agri-products, builder/plotter stationery, confectionery, cosmetics, office equipments, compound dies and pigments, machinery and tools, packing materials and general supply items, Meat & bone Horn, Fat, MBM, Textile Goods, Hoseiry, Horse ridding and saddle pads etc.

OBJECT INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

1. To purchase or otherwise acquire and undertake all or any part of the business, property, goodwill and liabilities of any person firm or company carrying on or engage in or about to carry on or engage in any business in India or elsewhere whether of a similar nature to the foregoing or otherwise, the acquisition of which may appear to the company calculated to enhance the value of or render more profitable any of the company's property or the business or to acquire interest in, amalgamate with or enter into partnership or into any arrangement for sharing profit union of interest, co-operation, joint venture, reciprocal concession or for limiting competition or mutual assistance or otherwise with any such persons, firms or to give or accept by way of consideration for any of the acts or things aforesaid or for any property acquired, any cash, shares, debentures, or securities that may be agreed upon, to hold, retain or sell, mortgage and deal with any cash, shares, debentures or securities to receipt and to lend money to; guarantee the contracts of, or otherwise assist any such person, firm or company in any way the Company may think fit but not amounting to banking business as defined in Banking Regulation Act, 1949.
2. Subject to and in compliance with the provision of section 58 A and 292 of the Companies Act, 1956 to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit including the right to convert the loan into Shares, and to secure the payment of any moneys borrowed, raised or owing by mortgage, charge, or lien upon all or any of the property or assets of the Company (both present and future); including its uncalled capital and also by a similar mortgage, or line to secure and guarantee the performance by the Company of any obligation or liability it may undertake.
3. To enter into technical assistance, license, financial collaboration and to obtain other rights, benefits, technical know-how and expert advice for carrying out the business mentioned in the foregoing clauses and to pay such remuneration, royalties, fee as may be agreed upon and be permissible under the law and otherwise to recompense the party or the parties concerned for their time and for the services rendered by them.
4. To establish and maintain branches of the Company in India or else where.
5. To make donations to or receive from such persons or institutions and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporations introducing business to the company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational, or other institutions or objects or for any exhibition or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefit of the employees or ex-employees of the company or its predecessors in business or of persons having dealing with the company or the dependants, relatives or connections of such persons and in particular friendly or other benefits societies and to grant, persons, allowances, gratuities and bonuses, either by way of annual payments or lump-sum and to make payment towards



प्रारूप 1
पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U19115UP2013PTC058594

2013 - 2014

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

MARJANE FOOTWEAR PRIVATE LIMITED

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन-पत्र आज दिनांक चौबीस जुलाई दो हजार तेरह को कानपुर में जारी किया जाता है।

Form 1
Certificate of Incorporation

Corporate Identity Number : U19115UP2013PTC058594

2013 - 2014

I hereby certify that MARJANE FOOTWEAR PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given at Kanpur this Twenty Fourth day of July Two Thousand Thirteen.

Signature Invalid
Digitally signed by Registrar of Companies, Kanpur
Date: 2013.07.24 12:00:00
DN: cn=Registrar of Companies, Kanpur, o=Registrar of Companies, Kanpur, ou=Registrar of Companies, Kanpur, email=Registrar of Companies, Kanpur

Registrar of Companies, Uttar Pradesh

कम्पनी रजिस्ट्रार, उत्तर प्रदेश

*Note: The corresponding form has been approved by SATYA PARKASH KUMAR, Registrar of Companies and this certificate has been digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and Authentication of Documents) Rules, 2006.
The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

MARJANE FOOTWEAR PRIVATE LIMITED

231 LIG KDA COLONY, JAJMAU,

Kanpur - 208010,

Uttar Pradesh, INDIA



insurance and to form and contribute to the provident benefit funds and other welfare funds of or for such persons.

6. To form, promote or incorporate any company or companies having amongst its or their objects the acquisition of all or any of the assets of the company, or any other objects which in the opinion of the company could or might directly or indirectly assist the company in the management or its business or the development of its properties, otherwise prove advantageous to the company and to pay all costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered in obtaining subscription for, or placing or assisting to place or obtain subscription for or for guaranteeing the subscription of or the placing of any shares in the capital of such company or any bonds, debentures, obligations or securities of any other company held or owned by the company, or in which the company may have an interest or in or about the formation or promotion of the company for the conduct of its business.
7. To lease, let-out on hire, mortgage or otherwise dispose of the whole or any part of the undertaking of the company or lend, business property, rights of assets of any kind of the company or any shares of interest therein respectively in such manner and for such consideration as the company may think fit and in particular for shares, debentures, altogether or in part similar to those of this company.
8. To carry on any business of branch of a business which the company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary for taking the profit and bearing the losses of any business or branch so carried out or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and wither temporarily or permanently to close any such branch or business.
9. To appoint directors, managing directors or managers of any subsidiary company or of any other company in which this company is or may be interested.
10. To enter into any arrangement with any government or authority, supreme, municipal, local or otherwise or any person or company that may seem conducive to the company's objects or any of them and to obtain from any such government, authority, person or company rights, privileges, charters, licenses, and concessions which the company may think fit or desirable to obtain and to carry out, exercise and comply therewith.
11. To pay all costs, charges and expenses, incurred or sustained in or about the promotion and establishment of the company which the company shall consider to be preliminary including therein the cost of advertising, printing, stationery and other expenses incidental to the formation of agencies.
12. To pay for any rights property by the company and to remunerate any person or company or firm for services rendered in placing of securities of the company, or in or about the formation or promotion of the company, or the conduct of its business, whether by cash payments or by the allotment of