

THE COMPANIES ACT 2013  
(PUBLIC COMPANY LIMITED BY SHARES)

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**KAJARIA CERAMICS LIMITED**

- I. **The Name of the Company is KAJARIA CERAMICS LIMITED.**
- II. **The Registered Office of the Company will be situated in the state of Haryana.**
- III. **The objects to be pursued by the Company on its incorporation are :**

**(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To carry on trade or business to manufacture, produce, buy, sell, import, export and otherwise generally deal in any kinds and description of tiles including ceramic, polished vitrified, glazed vitrified and unglazed tiles for domestic, commercial, industrial and outdoor applications for walls, floor and roofings, sewer pipes, drain pipes, concrete pipes and pipes of all descriptions and all kinds acidic, basic, high alumina, high silica, high grog and natural other and all other types, shapes and sizes of refractories and ceramics and all chemical formulations, organic or inorganic descriptions and categories for use in steel plants, mini-steel plants, furnaces, power houses and all kinds of industries, research, development and for any other use or purpose and for that purpose to set up all plants and machinery and related equipments including oil,fired or gas fired rotating calcining kilns and other ovens and to carry all business for the manufacture of all kinds and descriptions of refractories and ceramics, all kinds of bathware & sanitarywares (including bathware & sanitarywares made of plastic, fibreglass or any other synthetic products) glass and glasswares, china, terracotta, porcelain products, bricks, building material, vinyl, vinyl asbestos and solid vinylware, adhesive vinyl covebase, poles, blocks, lime, limestone, crockery, pottery, tablewares hotelwares, decorative wares, gardenwares, earthenwares, stonewares, pressedwares tiles, pottery, pipes, insulators of all descriptions and/or products thereof and all kinds of cement (ordinary white coloured Portland alumina heat furnaces, silica), cement products.
2. To purchase, take / give on lease or otherwise acquire/ sold freehold and other lands, properties, mines, mining rights and metalliferous land and any interest therein and to explore, exercise, develop and turn to account the same and to crush, smelt, calcine,

refine, dress, raise, get win, fabricate, grind, amalgamate, manipulate and prepare for market, purchase, sell and otherwise deal in ore, mineral sands, stones, artificial stones, metal and mineral substances of all kinds and to carry on any other operations in connection therewith.

3. To carry on all or any of the business of producers, manufacturers, suppliers, distributors, transformers, converters, transmitters, generator, processors, developers, storers, procurers, sellers, carriers and dealers in electricity, all forms of energy (renewable and non-renewable) and any such products and by products derived from such business including without limitation, stream, fuels, ash, conversion of ash into bricks and any products derived from or connected with any other form of energy, including without limitation to conventional sources such as heat, thermal, hydel and /or from non-conventional sources such as tidal wave, wind, solar, geothermal, biological, biogas and coal bed methane

**(B)** MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE 3(A) ARE::

1. To apply for, purchase or otherwise acquire, any patent, trade mark, brevets d 'invention, licences, concessions, protections, rights, privileges and the like conferring any exclusive or non-exclusive or limited rights to any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem directly or indirectly of use or benefits to the Company or may appear likely to be advantageous or useful to the Company and to use, exercise, develop or grant or informations so acquired and to assist encourage, and spend money in making experiments, tests, improvements of any invention, patent and right, which the Company may acquire or propose to acquire.
2. To acquire from any Government, Central, State, Local, Foreign or public body or persons or authority or from any private individual any concessions grants, decrees, rights, powers, and privileges whatsoever which may seem to the Company capable of being turned to account or which the Company may think directly or indirectly conducive to any of its objects or capable of being carried on in connection with its business and to work, develop, carry out, exercise and turn to account the same and to apply for, promote and obtain any privileges, concession, license or authorisation of any Government, State Municipality, Provisional order or license from any authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem conducive.
3. To carry on trade or business to take on lease, mine, quarry, buy, and sell all major or other minerals, calcined or otherwise and to buy, sell, import and export such minerals and raw materials, chemicals and stores used in the ceramic and refractory, industry and to undertake the fabrication, designing, engineering of all plants and machinery, including its repairing and maintenance, required for the manufacture of ceramic and refractories of all types and of every descriptions.
4. To acquire from any person, firm or body corporate whether in India or elsewhere, technical information, Know-how, processes, engineering, manufacturing and operating

data, lay outs and blue prints useful for the design, erection and operation of plants required for any of the business of the Company and to grant of licence and other rights and benefits in the foregoing matters and things.

5. To purchase, take on lease or licence or in exchange on hire or otherwise any real and or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the Company and in particular any land freehold leasehold or other tenure buildings, easements, machinery, plant and stock in-trade and on any such lands to erect buildings, factories, sheds, godowns or other structures for the works and purpose of the Company and also for the residence and amenity of its employees, staff and other workmen and erect and instal-machinery and plant and other equipment deemed necessary or convenient or profitable fo0r the purpose of the Company.
6. Subject to Section 391 to 394 of the Companies Act, 1956 to amalgamate or enter into partnership or into any arrangement for sharing profits, union or interests, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person or company carrying in or engaged in, or about 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 to benefit the Company.
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 or proposing to carry on any business which this Company is authorised to carry on, or possessed of property or rights suitable for any of the purpose of the Company, 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 and to purchase, acquire, sell and deal in property, shares, stocks, debenture-stock of any such person, firm or Company, and to conduct, make or to carry into effect any arrangement in regard to the winding up of the business of any such person, firm or Company.
8. To sell, lease, mortgage or otherwise dispose off or transfer the business, property, assets, or undertaking of the Company or any part thereof for such consideration as the Company may think fir and in particular for shares, stocks, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the Company.
9. To pay out of the funds of the Company all costs, charges and expenses which the Company may lawfully pay with respect to the promotion formation and registration of the Company and/or the issue of its capital or which the Company shall consider to be preliminary including therein the cost of advertising, printing and stationery and commission for obtaining application, for taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company and expenses attendant upon the formation of agencies, branches and local boards.
10. Subject to Section 73, 179, 180 and 181 of the Companies Act, 2013 to borrow or raise money, or to receive money on deposit or loan at interest or otherwise in such manner as the Company may think fit and in particular by the issue of debenture perpetual or otherwise and convertible into shares of this or any other company or not and to secure the repayment of any such money borrowed, raised, or received, or owing by mortgage,

pledge, charge or lien upon all or any of the property, assets or revenue of the Company (both present and future) including its uncalled capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay of any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or Company of any obligation undertaken by the Company or any other person firm or company as the case may be.

11. To draw, make, accept, hold, endorse, discount, execute, issue and otherwise deal in negotiable promissory notes, drafts, hundies, bill of exchange, bill of lading, warrants, debentures, securities and other negotiable or transferrable instruments and securities.
12. To provide for the welfare of employees or ex-employees (including Director and Ex-Director) of the Company and the wives and families or the dependents or connections of such persons by building or contributing to the building of dwelling houses or quarters, to grant money pensions, gratuities, allowances, bonuses, profit sharing bonuses, or benefits or any other payments, by creating and from time to time subscribing or contributing to provident fund institutions, funds, profits sharing or subscribing or contributing towards place of instructions and recreation hospitals and dispensaries, medical and other attendance or assistance as the Company shall think fit.
13. To invest and deal in real estate or properties, personal properties, either out of its own fund and to vary or otherwise dispose of exchange, transfer or alienate any of investments, real estate and properties of the Company.
14. To invest and deal with the surplus fund of the Company in any manner as the company may think proper.
15. To allot shares (fully paid or partly paid), debentures or securities of the Company in payment or consideration of any services, property, right, royalty, technical fee or whatever description which the Company may acquire.
16. To act as agent or brokers and trustees for any person of the Company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through agents, sub-contractors or trustees or otherwise and either alone or jointly with others.
17. To carry on any business or branch of a business which this 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 any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on or for financing any such subsidiary Company or guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any business or branch so carried on, including power at any time either temporarily or permanently to close any such business or branch or to appoint Directors or managers of any such subsidiary Company.
18. To give to any officers, servants or employees of the Company any share or interest in the profits of the Company business or any branch thereof and whether carried on by means or through the agency of any subsidiary company or not and for that purpose to enter into any arrangements the Company may think fit.

19. To guarantee the payment of money, unsecured or secured by or payable under or in respect of bonds, debenture, contracts, mortgages, charges, obligations and other securities of any Company or of any Authority, Central, State, Municipal, local or otherwise, or of any person whomsoever, whether incorporated or not and to transact all kind of guarantee business.
20. To promote and form and to be interested in and take hold and dispose of shares in other companies and to transfer to any such company any property of this Company, and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such company and to subsidize or otherwise assist any such company.
21. To do all or any of the above things either as principals, agents, trustees, contractors, or otherwise and either by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment of the main objects.
22. To enter into technical and financial collaboration with Foreign or Indian collaborators for the main objects of the Company.
23. To collect, process, fabricate, dispose of and deal in all by-products and slag from the main or subsidiary processes.
24. To adopt such means of making known the products of the Company as may seem expedient and in particular by purchase and exhibition of work of art of interest, by publication of books and periodical and by granting prizes, rewards and donations subject to the provisions of the Companies Act, 2013.
25. Subject to Section 73 and 179 of the Act, to borrow monies from financial corporations/ institutions created by Central Government or any State Government or from scheduled banks or to participate in joint ventures with them on suitable terms including equity participation, borrowings in the form of term loans or working capital finance or in any other manner.
26. Subject to section 182 of the Companies Act, 2013 to make donations to such persons or institutions and in such cases and either or each or any other assets as may be thought directly or indirectly conducive to any or the company's main objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company.
27. To subscribe or contribute or otherwise assist or guarantee money to charitable, benevolent, religious, scientific, national or other institution or objects, subject to section 182 of the Companies Act, 2013
28. To create any depreciation fund, reserve fund, development rebate fund, sinking fund, insurance fund, or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company subject to Section 182 of the Act, or for any other purpose, conducive to the interests of the company.
29. To procure the Company's recognition in any part of the world in accordance with the laws for the time being at that place.
30. To place, to reserve or to distribute subject to the provisions of the Companies Act, 1956 bonus shares amongst the members or otherwise to apply as the company may from

timer to time think fit, any money (received by way of premium by the company and any money) received in respect of dividends accrued on forfeited shares.

31. To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshop for scientific and technical research and experiments, to undertake and carry on scientific and technical researches, experiments and tests of all kinds, to promote studies and researches both scientific and technical, investigation and inventions by providing, subsidizing, and endowing or assisting laboratories, workshops, libraries, lecture, meetings, and conferences and by providing or contributing to the award of scholarships, prizes and grants to students or otherwise generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.
32. To undertake and execute any trusts which may be beneficial to the business of the company for the attainment of the main objects of the company.
33. To institute and to defend any suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements to refer to arbitration and to enforce and where need be to contest any award and for all such purposes engage or retain consents, attorneys and agents and when necessary to remove them.
34. To do all acts and things as are incidental or conducive to the attainment of main objects.

**IV. The Liability of the member(s) is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.**

**V. The Authorised Share Capital of the Company is Rs. 35,00,00,000 (Rupees Thirty Five Crores only) divided into 12,50,00,000 (Twelve crore fifty Lacs) equity shares of Rs. 2/- each (Rupees two only) and 10,00,000 (Ten lacs) Redeemable Preference shares of Rs. 100/- each (Rupees One Hundred only). The Preference shares may be at par or at premium, convertible or non-convertible into equity shares, with or without voting rights, cumulative or non-cumulative and may carry such dividends, maturity periods and subject to such other terms & conditions as may from time to time be decided by the Board of Directors of the Company.**

