
THE COMPANIES ACT, 2013
(Company Limited by Shares)
Memorandum of Association
of
COSCO (INDIA) LIMITED
(Incorporated under the Companies Act, 1956)

- I. The Name of the Company is **COSCO (INDIA) LIMITED**
- II. The Registered Office of the Company shall be situated in the National Capital Territory of Delhi.
- III. **A) The objects to be pursued by the company on its incorporation are :-**
1. To take over the running business of the Partnership M/s. Coronation Sportingball Co., manufacturing rubber moulded basketballs, footballs, volleyballs, tennis balls, bladders, rubber laminated football panels and other rubber and sports goods which all its assets, liabilities, goodwill, licences, trade marks, designs and patent rights or enter into partnership with them for the purpose. The said firm shall not carry on this business and shall not work under the name of M/s Coronation Sportingball Co.
 2. To manufacture, assemble, process, treat, import, buy or sell, distribute or otherwise deal in various kinds of articles made from natural, synthetic and reclaimed rubber, polymers, compositions and ebonite, by the process of moulding, extrusion, blowing, fabrication, spreading calendaring or by other process/processes or a combination of two or more of them the articles inter-alia to include rubber moulded basketballs, footballs, volleyballs, tennis balls and other like balls and sports and leisure time equipment and components thereof, mechanical and industrial rubber goods and components tubings, profiles, sheetings, beltings, vee-belts, proofed fabrics and laminates of rubber, fiber and/or fabrics, hot water bottles, gloves, surgical goods and other hospital equipment, cycle, carriage and autotyres, tubes and components, cables, wires insulations, adhesives, finishes, rubber compounds reclaimed rubber, retreading materials and household and consumer goods.
 3. To manufacture, buy, sell, import, export or otherwise deal in all kinds of latex articles such as bladders, balloons, teats, toys, dolls, models, gloves, medical and surgical goods, hospital wares and appliances, hot water bags, contraceptives, thread, cord, elastic tapes tubings, profiles, sheetings, foam cushions, mattresses, pillows, proofed fabrics and furnishings, adhesives, lacquers, compositions and other mechanical, industrial and consumer goods.
 4. To carry on in India and/or abroad the business of Manufacturers, Fabricators, Processors, Producers, Makers, Importers, Exporters, Buyers, Sellers, Traders, Suppliers, Stockists, Agents, Merchants, Distributors and Dealers, Service Providers, in all kinds of Sports Goods and Equipments, Fitness and Wellness Equipments , Health Foods and Supplements, Foot wears, Yarns, Textiles, Apparels, Components and Accessories and Raw Materials of these Products and also to act as Application Designer, Assessment body, Developer and Implementer , Training Provider by setting up and/or running in India and/or abroad coaching and skill development centres, gymnasiums, health clubs, fitness centres, indoor and outdoor stadiums, sports physiotherapy centers, sports bars, aerobic clubs, fitness centres, yoga centres, slimming centers, nutrition clinics, and sports and games clubs in general and to

establish , institute, manage and conduct any Foundation , Academy, or Association for promotion and upliftment of Sports.

5. To carry on the business of e- commerce, on line shopping, net marketing and trading, Internet advertising and marketing, creating virtual malls, stores, shops, creating shopping catalogues, providing secured payment processing, net commerce solutions for business to business and business to consumers, but does not include banking and money circulating business."
6. To manufacture and/or deal in all kinds of organic and Inorganic chemicals, plastics, distillates, precipitates, shellac, resins, cellulose, acetate, bakelite, P.V.C natural and synthetic fibers, filaments and textiles, synthetic leather, webbings, canvas, leather cloth and the like and their products and by-products thereof.
7. To carry on the business of manufacturers of and dealers in all kinds of packing and packaging materials and requisites thereof.
8. To act as an export house and/or carriers, forwarding agents, shipping agents, financiers and underwriters, and/or undertake all kinds of agency business and to act as selling agents or commission agents for any person, firm or corporation and to act as general contractors including supplies and procurement, and to act as buying agents, surveyors, and selling agents on behalf of importers and exporters and generally to act on their behalf.
9. To act as trustees for foreign or Indian investors.
10. To carry on business of Management and Technical Consultants including arrangers of collaboration and Joint Ventures, Technical Know How in any kind of activity and for any and every body.
11. To carry on the business of leasing, hire purchase and/or otherwise financing of machinery, vehicles and goods, articles or commodities of all and every kinds and description used for domestic and every kinds and description used for domestic and commercial purpose by way of hire purchase or deferred payment or similar transaction and to institute, enter into carry on, subsidies, finance or assist in subsidizing the manufacturing of any such goods and upon any terms whatsoever and to act as financial consultant and provide advisory services to client.
12. To carry on the business of an Investment Company and to buy, sell, underwrite invest in or otherwise acquire, hold and deal in the name of the Company or its nominees shares stocks, debentures, debentures stock, bonds, deposits, hundies, obligations and securities of any kind issued or guaranteed by any company constituted or carrying on business in India or elsewhere or by any Government, State, Public body or authority, firm, units, undertaking or person, trusts, corporations, society in India elsewhere.

(B) Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

1. To purchase and/or deal in rubber estates and produce thereof in the raw or treated or manufactured state.
2. To manufacture, prepare, deal, buy, import and export finished, semi-finished or unfinished goods, parts and other articles used in all kinds of products of the Company.

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3. To purchase, construct, hire, maintain, improve, enlarge, alter, manage or acquire by concession, grant, barter, lease, licence or otherwise, or let out, sell or grant rights and privileges, either absolutely or conditionally, either solely or jointly with others, any lands, farms, buildings factories, showrooms, offices, godowns, workshops, theatres, laboratories, play-fields, stadia, mines, quarries, plantations, estates, ships, vehicles, water-rights and other rights, privileges, hereditaments and any plant, machinery, mills, utensils, equipment, appliance, furniture and fixtures, trade marks, patents, designs, licences and other property (movable or immovable) and other rights and effects of any description in India or elsewhere for the attainment of the main objects.
 4. To promote, form register and/or aid in the promotion and registration of any company or companies, subsidiary or otherwise, for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to transfer to any such company any property of the Company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose off shares, stocks, debentures and other securities of any such company.
 5. To register, apply for, purchase or otherwise acquire, sell, let or grant, or turn to account, any patents, trade marks, designs, letters, brevets-d'invention, concessions, licences, rights and privileges, subject to royalty or otherwise and whether exclusive or non-exclusive or limited, or any part interest therein, and to manufacture and produce and trade and deal in all machinery, plant, articles, appliance, and things capable of being manufactured, produced or trade in, by virtue of or in connection therewith as aforesaid for the attainment of the main objects.
 6. To acquire from any Government, state or Authority, licenses, concessions, grants, decree rights, powers and privileges or other form of statutory or official authority which may seem to the Company capable of being turned to account for its purpose and to hold, use, explore, survey, cultivate, work, manage, improve, develop and turn to account the same and to lease, mortgage, sell, abandon, deal with or otherwise dispose off any part thereof.
 7. To borrow or raise or secure the payment of money by the issue of debentures, debenture stock, bonds, obligations and securities of all kinds and secure the same, as may seem expedient with full power to make the same transferable by delivery, or by instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by trust-deed or otherwise on the undertaking of the Company or upon any specific property and rights, present and future, of the Company (including its uncalled capital) or otherwise however, collaterally or further to secure any securities of the Company by a trust deed or any other assurance.
 8. To lend or advance money to such persons or companies and on such terms as may seem expedient and in particular to customers, persons and companies having dealing with the Company, provided that the Company shall not carry on the business of banking as defined by the Banking Regulations Act, 1949.
 9. To take shares or debentures in its own name or in the name of its agents or trustees, in other companies and to acquire in its own name or in the name of trustees, property and rights which the Company may think necessary or convenient for the purpose of its business.

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10. To receive fixed and other deposits or loans, for financing the business of the Company, subject to the provisions of the Companies Act, 2013.
 11. Subject to the provisions of the Companies Act, 2013, to place, to reserve or to distribute as dividend or bonus among the members, or otherwise to apply, as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company, and any moneys received in respect of dividends accrued on forfeited shares or from unclaimed dividends.
 12. To open bank accounts and to draw, accept, make, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
 13. To invest any money of the Company not immediately required in such forms as may be thought expedient.
 14. To purchase, acquire or take over the goodwill of any business or undertaking or any part of business property, transaction and liabilities or any other person, firm or company which the Company may consider beneficial to it within the objects of the Company.
 15. To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares or by the issue of securities, debentures or partly in one mode and partly in another and generally on such terms as may be determined.
 16. To grant annuities, pensions, allowances, donations, provident fund, stock options, gratuities and bonuses to any employees, or ex-employees (including ex-Directors) of the Company or the relations, connections or dependants of any such persons and to establish or support associations, institutions or non political bodies, clubs, schools, funds, schemes and trusts (religious, scientific, educational, provident or otherwise) which may be considered and calculated to benefit any such persons or otherwise advance the interests of the Company or of its members and to establish and contribute and scheme for purchase, by trustees, of shares in the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees and to support or subscribe to any charitable objects and institutions and to clubs, societies or funds.
 17. To establish, provide, maintain and conduct, or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical, investigation and invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remunerations of scientific or technical professors or teachers and by providing for the award of scholarships, prizes, grants and subsidies to students or otherwise and generally to encourage, promote and reward studies, research, investigations, experiments, for the business of the Company which it is authorized to carry on.
 18. To lend and advance money or give credit to such companies or other persons and on such terms as may seem expedient, and in particular to customers and others having dealing with the Company and to guarantee the performance of any contract or obligation and the payment of money, loan debenture, debenture stock, bonds, securities, interest, dividend or by any such persons and generally to give guarantee and indemnities.
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19. To enter into partnership or into any arrangement for sharing profits, unions of interests, co-operation, joint venture, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in any business or transaction which this Company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to lend money, guarantee the contracts of, or otherwise assist any person or company.
 20. To adopt such means of making known the business and products of the Company as may seem expedient, and in particular the advertising in the press, by the circulars, by making and exhibiting films and documentaries, by purchase or exhibition of work of art or interest, by publication of books and periodicals, by instituting trophies and awards, by holding national/international tournaments and declamation contests and by providing aid to clubs, associations, journals, magazines and sports **stadia**.
 21. To establish and maintain local registers, agencies and branches, places of business or procure the Company to be registered or recognized, and to establish factories and/or carry on business in any part of the world.
 22. To grant aid, scholarships, subsidy, loans or assistance of any other kind for advanced studies in connection with the objects of the Company in India or abroad to deserving persons where the Company is assured of goods returns for the attainment of the objects of the company.
 23. To merge or amalgamate with any company carrying on business similar to that of the Company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking subject to the liabilities of this or any such other company as aforesaid with or without winding up or by purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of any such other company, or in any other manner.
 24. To sell, pledge, mortgage or otherwise dispose off the undertaking of the Company or any part thereof in such manner and for such considerations as the Company may think fit, and in particular for shares (fully or partly paid up), debentures, debentures stock or securities of any other company, whether promoted by this Company for the purpose or not, and to improve, manage, develop, exchange, lease, dispose off, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
 25. To pay all costs, charges and expenses of any kind incidental to the promotion, formation, incorporation and establishment of the Company out of the funds of the company.
 26. To distribute any of the Company's property among the members in special or in kind in the event of winding up of the company.
 27. To seek for and secure opening for the employment of capital, and with a view thereto, to prospect, enquire, examine and test and to dispatch and employ expeditions, commissions, consultants, experts and other agents.
 28. To issue and deposit any securities which the Company has power to issue by way of mortgage or charge, to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contract or obligations of the Company.
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29. To act as selling agents or commission agents for any person, firm or corporation as deemed necessary for the objects of the company.
 30. To appoint trustees (whether a person, firm or a company) to hold securities on behalf of and to protect the interest of the company and to establish trusts.
 31. To subscribe or otherwise assist or guarantee money to charitable, benevolent, religious, scientific, national or other institutions, chambers or associations of trade, commerce and industry, or objects which may have any moral or other claim to support or aid by the Company either by reason of locality of operation, or of public and general utility or otherwise.
 32. To create any reserve 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 or for any other purpose conducive to the interest of the company.
 33. To undertake and execute any contract, sub-contract involving and supply or use of Rubber, Polymers, Latex, Plastics, Chemicals and articles of all kinds and to carry out any ancillary and other works comprised in such contracts.
 34. To distribute as dividend bonus or otherwise, among the members, in kind, property or assets of the Company and any shares, debentures or securities of this company or of other companies, belonging to this company in the event of winding up of the Company or other companies.
 35. To aid, establish, maintain and operate general educational institutions and hostels for the benefit of the employees, ex-employees and the children of ex-employees of the company their dependents or connections of such persons and others and to make grants and awards and grant scholarships.
 36. Subject to the provisions of the Companies Act, 2013, or any other enactment in force, to indemnify and keep indemnified members, officers, directors, agents and servants of the company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the company and for any loss, damage or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.
 37. To insure against losses, damages, risks and liabilities of any kind which may affect the company either wholly or partially.
 38. To apply for promote and obtain Act of parliament, charter, privileges, concession, license of authorisation of any Government, State or Municipality, provisions order or license of 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 calculated directly or indirectly to prejudice the interest of the company.
 39. To own, hire, let out and operate transport vehicles and vessels for transporting all raw materials, finished products and other goods and things required, dealt in or manufactured by the company.
 40. To sub-let all or any contracts, obtained by the company from time to time and upon such terms and conditions as may be thought expedient.
 41. To aid, peruniarily or otherwise, any association, body or movement having for an
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object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.

42. To give to any officer, servant, employee of the company any share or interest in the profits of the Company's business or any branch or subsidiary thereof, and for that purpose to enter into any arrangement as the company may think fit.
43. To buy, sell, hire, exchange, install, work, repair, treat, alter, refine, improve, manipulate, let out and hire, plant, machinery, equipment, works, buildings, vehicles, apparatus, appliance, furniture and fixtures for the purposes of the objects of the company.
44. To buy, sell, import, export and deal in technical know-how in Rubber, Plastics and Sports goods and accessories thereof and/or other process being carried on or to be carried on by the company by way of royalty and/or lump sum premium either in the country or abroad.
45. To take part in the formation, subsidizing, supervision or control of the business or operation of any persons, association, company or undertaking and for that purpose to act as trustees, administrators, secretaries, or in any other capacity and to appoint and remunerate any directors, administrators, managers or accountants or other experts or agents.
46. To do all or any of the above things and all such things and carry on any other business or businesses, manufacturing or otherwise, which may seem to the directors capable of being carried on or otherwise calculated, directly or indirectly to enhance the value of any of the company's property and rights for the time being, and/or as may appear to the directors to be incidental or conducive to the attainment of the main objects or any of them in any part of the world as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, or otherwise and either alone or in conjunction with others.

(C) The Other Objects: Deleted*

- IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them*
- V The share capital of the company is Rs.10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000/- (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each.

*Altered/amended Memorandum of Association in conformity with the Companies Act, 2013. by Special Resolution(s) passed at the Postal Ballot held on March __, 2019

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: -

<i>S. No.</i>	<i>Name, addresses, descriptions and occupations, of subscribers and the name of the father or husband.</i>	<i>Signature</i>	<i>No. of shares taken by each subscriber</i>	<i>Attesting witness, Signature, name, address and description & name of the father or husband</i>
1	Raj Kumar Jain S/o Sh. Kharaiti Lal Jain Bungalow No. 23/2, Shakti Nagar, Delhi Occupation :Business	Sd/-	One Equity Share	Signature of both the subscribers are witnessed Sd/- R. N. Bahl Chartered Accountant FCA 2277
2	Devinder Kumar Jain S/o Sh. Kharaiti Lal Jain 2/8, Roop Nagar Delhi – 110 007 Occupation: Business	Sd/-	One Equity Share	
		Total	Two Equity Share	

Place : New Delhi

Dated : 14-12-1979