MEMORANDUM OF ASSOCIATION

OF

PAN ELECTRONICS (INDIA) LIMITED

(As amended as per Special resolution passed by the Company in its Tenth Annual General Meeting held on 12th July 1993)

For PAN ELECTRONICS (INDIA) PVT LTD

NANIK ROHERA
Director

I. The Name of the Company is: PAN ELECTRONICS(INDIA) LIMITED. (As amended as per special resolution passed by the Company in its Tenth Annual General Meeting held on 12th July 1993)

For PAN ELECTRONICS (INDIA) PVT. LTD

NANIK ROHERA
Director

II. The Registered Office of the Company will be situated in the State of Karnataka.

III. The main objects for wich the Company is established are :

A MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :

1. To carry on all or any of the business of manufactures, processors, merchantile fabricators, assemblers traders, importers, exporters, consignees, mercantile agents, stockists of and/or otherwise deal in any other capacity in the manufacture of metallised plastic films and all other kinds of electronic componets required by electronic, eletcrical automobile and other industries.

2. carry on all or any of the business of manufactures, processors, fabricators, assemblers, traders, importers, exporters, consignees, mercatile agents, stockists of and/or otherwise deal in any other capcity the process of laminating and/or lecqulerng or varnishing on all kinds of materials including paper, plastic film, aluminium foil, metallised paper, metallised plastic film aluminium packaging, electronic, pharmaceuticals, automobiles and other industries.

B OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS.

TO do or perform all or any of the follwing operations, acts and things which are necessary or incidental to carry on the above objects.

3. To enter into agreements and contracts with Indian and Foreign individual Companies or other organisations for technical, financial or any other assistance for carrying out all or any of the objects of the Comany.

4. 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.

5. To advertise and adopt means of making known the business activities of the Company or any articles or goods traded or dealt with by the Comany in any way as may be expedient including the posting of bill in relation thereto, and the issue of circulars, books, pamphlets and price list and the conducting of competitions, exhibitions and the giving of prizes, rewards and donations.

6. To apply for, purchase or otherwise acquire and protect, prolong and renew trade marks, trade names, designes, secret process, patent rights, ''Brever D' Invention'' licenses, 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 to develop.

7. To enter into any arrangement with goverment or state authority, municipal, local or otherwise that may seem conducive to the Comany's objects or any of them and to obtain from any such government or state anthority any rights, privileges and concessions which may seem conducive to the Company's objects or any of them.

8. To be interested in promote and undertake the formation and establishment of such insrtitutions business pools, combined syndicate industrial trading or manufacturing as may be considered to be conducive to the interest of the Company and acquire, promote and/or subsidise any industry or undertaking which may seem to the Company capable of being conveniently carried on in connection with any of the main objects of the Company or otherwise calculated directly or indirectly to render any of the Company's properties or rights for the time being profitable.

9. 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, stocks, 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 such person, firm or Company.

10. To establish, provide, maintain and conduct or otherwise subsidise for the purpose or in connection with the business of the Compeny, research laboratories and experimental workshops for scientific and technical research, and experiments and to undertake and carry on with all scientific technical research, experiments and tests of all kinds and generally to encourage, promote and reward studies, resesrches investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business, which the Company is authorised to carry on.

11. To construct, acquire, establish, provide, maintain and administer factorises, estates railway sidings, buildings, water reservoirs, sheds, channels pumping installations, generating installations, pipelines, garages, storages;and accommodation of all description in connection with the business of the Company.

12 To apply for, tender, purchase or otherwise acquire any contracts and concessions, for or in relation to the construction, erection, equiment, improvement, manaaement administration or control of works and conveniences and to undertake, execute, carry out, dispose of or otherwise tnrnout account the same.

13. To buy, take on lease, or otheawise acqure lands, buildings and other immovables property and to sell, lease, mortgage or hypothecate or othewise dispose of all or any of the property and assets of the Company on such terms and conditions as the Company may think fit.

14. To amalgamate with any Ccmpany or Companies having objects altogether or in part similar to those of this Company.

15. Subject to the provisions of the Act, to remunerate (by cash or other assets or by the allotment of fully or partly paid shares or by a 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, firm or Company for services rendered to or to be rendered in introducing any property or business of 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.

16. To pay all the costs, charges, expenses of and incidental to the promotion and formation, registration and establisment of the Company and issue of its capital including costs charges, expenses of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.

17. To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise.

18. Subject to the provisions of the Companies Act, 1956, to invest, apply for and acquire or otherwise employ moneys belonging to, entrsuted to or at the disposal of the company upon such securities and shares with or without security upon such terms as may be thought proper and from time to time vary transaction in such manner as the Company thinks fit.

19 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 with the company with or without security, upon terms as may be h ought proper and guarantee the performance of the contracts by such persons, firm or company, but not to do the business of banking as defined in the Banking Regulation Act, 1949.

20. To make advances upon or for purchase of materials, goods, machinery, stores and other articles required for the purpose of the .Company.

21. Subject to the provisions of the Act, to borrow or raise money with or without security or receive money or depasit at interest or otherwise, in such manner as the Compeny may think fit and in particular by the issue of debentures or debenture stock convertable in to shares of this or any other Company and in 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 of pay off any such securities. The acceptance of Deposits shall be subject to the Provisions of Section 58A of the Companies Act, 1956, and the rules framed thereunder and the issue of directions by the RBI from time to time as may be applicable.

22. To sell, mortgage, assign or lease and in any other manner deal with or dispose of undertkaings of the property of the Comany or any part there of whether movable 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 this Company.

23. To improve, manage, work, develop, alter, exchange, lease, mortgage, turn to account, abandon or otherwise, deal with all or any part of the property, rights and concessions of the Company.

24. To provide for the welfare or the employees or ex-employees of the Company and the wives, widows, families and dependents or relatives of such persons by buildig or contributing to the building of houses, dwellings or by grant of money, pension, gratuity, bonus, payment towards insurance or other payment or by creating from time to time subscribing or contributing towards places of instructions or recreation, hospitals and dispensaries, medical and other attendances and other assistance as the Company shall think fit.

25. To indemnify members, officers' directors, agents and servants of the Company against proeceedings, costs, damages, claims and demands in respect of any thing done or ordered to be done by them for and in the interest of the Company for any loss, damage or misfortunes whatsoever which shall happen in the execution of their offices or by relation thereto.

26. To aid pecuniarily or otherwise any association, body or movement having for its object, the solution, settlement, or surmounting of industrial or labour problems, disputes or troubles or the promotion of industry, science, education, knowledge art or trade.

27. Subject to the provisions of Companies Act, 1956, to subscribe, or contribute or otherwise to assist, or to guarantee money to charitable, benevolent, religious, scientific, natioal or other institution or object or any public, general or useful objects.

28. To distribute any of the properties of the Company amongst the members in specie or kinds upon the winding up of the Company.

(C) OTHER OBJECTS NOT INCLUDED IN ('A') AND ('B') ABOVE :

1. To carry on all any of the business of manufacturers, processors, fabricators, traders, importers, exporters, consigneses, mercantile agents, stockists of and/or otherwise deal in radio apparatus, television, records, storge batteries wet and dry, wireless apparatus and all other kinds of electronics equipment, telphones telegraphic apparatus, including of compaoments, machinery tools, instuments required for the manufacture of the forgoing items.

2. To enter into partnership or into any arrangements for sharing profits union of interest, co-operation, joint venture, reciprocal concessions or otherwise with any persons, firm(Registered under the partnership Act 1932) or Company. carrying on or engaged in, or about to carry on or engage in any business or transactions including which this Company is authorised to carry on or engage in, and to lend money, to guarantee the contracts of or otherwise ot assist any person, or firm or Company and to take or otherwise acquire and hold shares or securities of any such persons, firm (Registered under the partnership Act 1933) or Company and to sell, hold, re issue with or without guarantee or otherwise deal with such shares and securities.

IV The liabilty of the Members is limited.

Special Resolution passed in the Tenth Annual Genaral Meeting held on 12.07.1993:

RESOLVED that the Memorandum of Association be altered by deleting the existing Clause V by substituting the following clause V thereof:

V. The Share Capital of the Company is Rs.5,00,00,000/- (Rupees Five Crores) divided into 50,00,000 (Fifty lakhs only) Equity Shares of Rs.10/- each

... ELECTRONICS (INDIA) PVT. LTD.

NANIK ROHERA
Director

NANIK ROHERA
Director

We, several persons whose names and addresses are subscribed hereunder are desirous of being formed into a Comapny 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.

Sl. No.	Name, Signtures Descriptions Occupations Addresses of Subscribers	Number of Shares taken by each Subcriber	Name Address, occupation and Description of Witness to the Signature of subscribers
1.	JAKKENAHALLY THIMME GOWDA PRAKASH S/o Thimme Gowda No. 70, Lavelle Road, Bangalore-560 001 (Chief Engineer Rtd.)	100 (Hundred)	
2.	MACHANI SOMAPPA NAGAPPA S/o M. Somappa No. 5, Lavelle Road) Bangalore-560 001 (Industrialist)	100 (Hundred)	
3.	MACHANI SOMAPPA NARASAPPA S/o M. Somappa No. 1, 4th Cross, Lakshmi Road, Bangalore-560 027 (Industrialist)	100 (Hundred)	SADASHIV RAO S/o Sri B. Vasudeva Rao C/o M/s K. P. Rao & Co, Chartered Accountants 13, Madras Bank Road Bangalore-560 001 Chartered Accountant
	Total Number of Shares Taken	300 Three Hundred	

Dated this. 6th day of August 19