

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

****Viaan Industries Limited**

(Formerly known as Hindusthan Safety Glass Industries Limited)

1. The name of the Company is "VIAAN INDUSTRIES LIMITED (Formerly known as HINDUSTHAN SAFETY GLASS INDUSTRIES LIMITED)."
- ***II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. The objects for which the Company is established are:
 - ****A. Main Objects to be pursued by the Company on its Incorporation:-

- (i) To export, import, buy, sell, act as agent, produce, manufacture, trade or otherwise deal in all kinds of Consumer Goods, Ayurvedic Products, Herbal Products, Medical Products, Dairy Products, Electronic Products Including Development And Trading Of Mobile/Computer Based Application Games and Play Station, merchandise, edible oils, coal, de-oiled and oiled cakes, Soya bean, ground nut oil seeds, other oil bearing substances, Steel, cotton yarn, synthetic yarn, blended yarn, chemicals, metals, bullion, Jewellery, diamond, sapphires, ruby, topaz, garnet, Emerald, textiles, capital goods, automobiles, consumer durables, commodities, agro products, precious metals, electronic goods, Machines, paper, cement, building and construction material, fibers, leather articles, garments, foot wear, watches, furniture, electrical goods and accessories, foods product, hydrocarbons, derivatives, Computers and Allied products and other articles goods capable of being imported, exported and traded and otherwise deals in commodities, goods articles and things through wholesale and retail market, bidding and online platform including Company website and other shopping portal and to act as a band to carry on the agency business and also act as film and animation producers, makers, directors and technicians of every description; to carry on business as motion picture producers and for these purposes to acquire or construct studios, offices, locations, properties, apparatus, scenery, sound-recording apparatus, lighting equipment and all other equipment and machinery for the production of motion pictures; to produce, direct, arrange and otherwise deal in and with television films, cartoons, cine films, documentaries and films of any and every description; to act as manager and agents of film actors and actresses and to enter into contracts and other arrangements with persons having dealings with the Company on such terms and for such periods of time as the Company may from time to time determine; to develop, experiment and carry on any research for the improvement of motion pictures, black and white and colour photography, sound reproduction, television and any other process which could improve motion pictures or any other entertainment given in places where motion pictures are shown; to carry on the business of motion picture exhibitors and renters and for these purposes to construct, build, adapt or acquire cinemas or other buildings suitable for such other amusements and meetings as can conveniently be provided on the premises of the Company; to hire out and rent equipment, personnel, apparatus and machinery connected with the production of motion pictures and technical services of all descriptions; and to carry on any other trade or business whatsoever of a like and similar nature.

* Main Object is change vide special resolution passed by Postal Ballot & shareholders' approval received on 07th March, 2015

** Name change of the Company vide special resolution passed by Postal Ballot & shareholders' approval received on 04th September, 2015.

*** Amendment in Register office of the Company vide Special Resolution passed by Postal ballot held on 08th December, 2015 & Order passed by Regional Director (ER) Kolkata on 21st December, 2016.

****Amendment in Main Object and ancillary Object vide special resolution passed by Postal Ballot & shareholders' approval received on 22nd May, 2017.



- (ii) To carry on the business of providing outsourcing services for all processes, sub Processes, transactions, activities and all other work performed by business in various industries within India and across the world. This includes those process or sub processes that are enabled by information technology. It also includes date, voice or video collection and processing, call centre services including in bound and out bound calling services of all kinds, technical support, managed data centre, managed technical centre, training centre, web support back office, business or financial analysis, scientific analysis, research work and analysis, storage, disaster recovery, accounting, pay roll, inventory management, customer relationship management, enterprises resources planning and to develop software, provide consultancy, software solution and services that are normally offered by the outsourcing business and information technology services providers, the software development houses and application services providers.
- (iii) To establish, promote, subsidies, encourage, provide, maintain, organize, undertake, manage, takeover, collaborate, setup, assist, build, construct, equip, develop, recondition, operate, conduct, research, grant, support, to Spread Education by opening Schools and Colleges to provide complete Technical and Management Knowledge, to work in the field of Education-Training, Research Science, Industrial Development and Printing and Publication and to Guide, supervise and teach the undergraduate students and all other involved in Technical and Management studies and to work in the field of Human Resource Development, Rural Development, Community Development and Social Security and participate in National and International Conferences, in the field of Environment, Health, Social, Cultural, and Sports Activities, Adult education, Continuing education and Social Advocacy and singing. guide conduct computer training classes, schools, colleges and other computer educational programmes, lectures, seminars, symposium on subjects in respect of operating computer programming, computer training, computer manufacturing, computer technology, to take part and enter into agreement/contract with Govt./State Govt./Local bodies/Corporation/Govt. Deptt./Govt. Organization/ Agencies to implement/work implement/work/project/Construct/and to participate and work on projects assigned by the Govt. or its agencies for make in India, Skill India or any other Scheme launched by either local bodies, state government or central Government and to run in India or abroad school, colleges, boarding, houses, hostels, canteens, ashrams, gurukuls, teaching classes, coaching classes, refresher courses, crash courses, advanced courses, practical laboratories which includes Collect and process Umbilical Cord Blood and store the derived stem cells in cryogenic conditions for future use for a wide range of Medical diseases and to extract Stem Cells from any permitted source and store/use it for future Medical research and application. To conduct Research on cellular Medicine using appropriate models for the same., classes, refresher courses, crash courses, advanced courses, practical laboratories, libraries, experiment centers, preparatory coaching classes for all types of competitive national (Indian) examinations such international (foreign) examinations for primary, secondary, higher professional, advanced, technical education and training for under graduate, graduate and post graduate degree and diploma in the subject and branches of all types of disciplines/faculties such as commerce, arts, science, engineering, electronics, software, hardware, electrical, aeronautical, medical, pharmacy, mining, military, music, dance, acting, sports, designing, fashion, textiles, interior decoration, import/export, foreign languages, journalism, management, social, welfare and industry and any other field of education which can be imparted to the students regularly in such fashion as may be developed from time to time by the company and to do all such activities and business as may be incidental or necessary for the achievement of above objects and to act as advisors, consultants, promoters, partners or associates for such business or to import technical know-how, develop technical expertise know-how in above-mentioned fields and to get affiliated/associated with Indian and/or Foreign universities, institutes, colleges and grant degrees/diplomas etc. on behalf of such affiliated institutions.



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

1. To open Bank Account or Accounts in India or abroad and that the Bank be instructed to honour all Cheques, Promissory notes and other instruments drawn by and all bills accepted on behalf of the Company whether such account be in credit or overdrawn and to accept and credit to the account of the company all monies deposited with or owing by the Bank on any account/accounts at any time or times kept or to be kept in the name of the company and the amount of all Cheques, notes, bills, other negotiable instruments, orders or receipts provided they are endorsed/signed by the authorized person of the company for the time being on behalf of the company and such signature(s) shall be sufficient authority to bind the company in all transactions between the Bank and the Company including those specifically referred to therein.
2. To draw, make, accept, discount, execute, endorse and issue bills of exchange and other promissory notes, bills of lading, warrants debentures and other negotiable or transferable instruments or securities.
3. To borrow or raise money, other than public deposits, in such manner as the company shall 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 or companies and to secure the repayment of any money borrowed, raised or owing by way of mortgage, charge or lien upon all or any of the property, assets or revenue of the company (both present and future), including its uncalled capital, by special assignment or otherwise, and to transfer or convey the same absolutely on trust and to give the lenders power of the same and other powers as may seem expedient and to purchase, redeem, exchange, vary, extend or pay off and from time to time reissue any such securities and also by a similar mortgage, charge or lien, secure and guarantee the performance by the Company of any person or company as the case may be.
4. To secure the payment of moneys borrowed or raised or owing or the performance of obligations incurred by the company, by the creation and issue of redeemable or irredeemable or perpetual debenture bonds, debenture-stock payable to bearer or otherwise or by mortgages, charges or other securities, and to further secure or collaterally Trust all such powers of management and realization and also such powers of supervision, control, vote and otherwise as the company may consider expedient.
5. To make advances of such sum or sums of money upon or in respect of or for the purpose of raw materials, goods machinery, stores or any other property, articles and things, contracts or performances required for the purposes of the Company upon such terms with or without security as the Company deem expedient.
6. To undertake, financial and commercial obligations, transactions and operations including borrowings from banks/ financial institutions/ such other institutions for the purpose of company.
7. To guarantee the performance of the obligations of and payment of dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which directly or indirectly to further the objects of the Company or the interests of the shareholders.
8. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations/instruments and securities of any company or any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated, and generally to guarantee or become surety for the performance of any contracts or obligations.



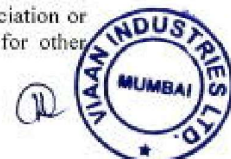
9. Subject to provisions of the Companies Act, 2013, and/or other law for the time being in force, to lend and advance money or give credit, with or without security, to such persons, companies, corporations or firms and on such terms as may seem expedient and in particular, to customers and others having dealings with the Company and to release or discharge any debt or obligation owing to the Company, guarantee the performance of any contract or obligation of any company, firm or person and to guarantee the payment and repayment of the capital and of the principal, dividend, interest or premium payable on any stock, shares or securities, debentures, debentures-stock, mortgages, loan or other securities issued by any company, corporation, firm or person, including (without prejudice to the generality of the aforesaid) bank overdrafts, bills of exchange and promissory notes and generally to give guarantee and indemnities, so however, that the Company shall not do any Banking business as defined in the Banking Regulations Act, 1949.
10. Subject to the provisions of the Companies Act 2013, to invest moneys of the Company, not for the time being required, for any of the purposes of the company in such investment (other than shares or stock of this Company) as may be thought proper and to hold, sell or otherwise deal with such investments.
11. To pay for any property acquired by the Company and remunerate any persons, firms or body corporate rendering services to the Company either by cash payment or by allotment of shares or securities of the Company or other company promoted by the company.
12. To sell, mortgage, exchange, grant leases, licenses, easements and other rights; to improve, manage, develop and turn to account or deal with whole or part of the property, assets, investments, undertakings, rights and effects of the Company, for such consideration as may be thought fit, including shares, debentures or securities of any other company, whether partly paid up or fully paid up.
13. To purchase, acquire or undertake or takeover the whole or any part of the business, profession, goodwill, property, contracts, agreements, rights, privileges, effects and liabilities of any person, firm or company carrying on or proposing to carry on or ceasing to carry on any business, profession or activity which the Company is authorized to carry on, or possess property or rights suitable for the purpose of the Company and upon such terms and subject to such stipulations and conditions and at or for such price or consideration, if any, in money, shares, debentures, moneys' worth or otherwise as may be deemed fit.
14. To apply for, purchase or otherwise acquire any patents, patent rights, copyrights, brevets, inventions, licenses, trademarks, formulas, concessions and the like, conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop or grant licenses in respect of or otherwise to turn to account or deal with the property rights or information so acquired.
15. To establish and maintain branches, agencies and local registers in India or any part of the world and to take such steps as may be necessary to give to Company such rights and privileges in any part of the world as may be thought desirable.
16. To insure the whole or any part of the property or profits or any kind of risk of the company, either fully or partially, to protect and indemnify any part or portion thereof either on mutual principle or otherwise.



17. To purchase, acquire or otherwise obtain and to enter in technical, financial and/or other collaboration agreements with any person, firm, company or body corporate or local body or authority or Government; to sell, impart or otherwise disclose or transfer and to enter into any technical, financial or other collaboration with, any person, firm, company or body corporate or local body or authority or Government for sale, imparting of or disclose technical knowledge, know-how or any other secret technical or other information owned and/or possessed by the company.
18. To establish or promote or concur in establishing or promoting any company or companies whether in India or abroad and to register or establish wholly or partly owned subsidiaries, whether in India or abroad, for carrying on any business or profession, whether or not the objects of such subsidiary are similar to the objects of the Company.
19. To amalgamate, enter into partnership or into any arrangement for sharing profits or into any union of interests, joint-venture, reciprocal concession with Company or Companies carrying on, or engaged in, or about to carry on or engaged or being authorized to carry on or engage in, business or transaction which this Company is authorized to carry on or engage in or any similar business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
20. To procure the recognition of the company under the laws or regulations of any other country and to do all acts necessary for carrying on any business or activity of the company in any foreign country.
21. To promote, establish, form, organize and to register or to aid, assist in the promotion establishment, formation, organization and registration of any other company for the purpose of purchasing or otherwise acquiring, working or otherwise dealing with all or any part of the business or undertaking or any assets or liabilities of the company or any property in which the company is interested or for any other purpose with power to assist any such company by paying or contributing towards the preliminary expenses or providing the whole or part of the capital by taking or subscribing for shares preferred, ordinary or deferred therein or by lending money thereto or partly in one mode and partly in another.
22. To enter into any arrangement with any government or authorities that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any rights, privileges, licenses and concessions which the Company may consider necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangements, rights, privileges or concessions.
23. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to exercise, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege which any government authority or any corporation or other public body may be empowered to grant and to pay for, aid in, and contribute towards carrying on the same into effect.
24. To remunerate, whether by fixed sum or commission or participation in profits or partly in one way and partly in another, the officers, Employees and Directors of, the Company or any parties for services rendered or to be rendered or in placing or assisting to place any shares in the Company's capital or any debentures, debenture stock or other securities of the Company in or about the formation or promotion of the Company or the conduct of its business or activities.



25. To give to any directors, officers, servants or employees of the company any share or interest in the profits of the company's business or any branch thereof, and for that purpose to enter into any agreements or arrangements.
26. To receive royalty, commission, fees or any similar payment from Government, state or Local Authority or company, firm or person, whether incorporated or not, consideration for the use of any drawings, maps, designs, software, computer programmes, patents, inventions, models, designs, secret formulae or processes or similar property, rights or information concerning technical or scientific knowledge, experience or skill made available or provided or agreed to be made available or provide to such entities or in consideration of technical and management consulting services rendered or agreed to be rendered to such entities.
27. To pay out of the funds of the Company, all or any of expenses which the Company may lawfully pay with respect to the formation, registration, promotion of this or any other company promoted by this company or the issue of its capital, including brokerage and commission for obtaining applications, or for taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities.
28. To create trusts for the welfare of members, directors, officers, employees, and/or their dependents, heirs and children and for any deserving objects and for other benefits of general public or section of public.
29. Subject to the provisions of the Companies Act, 2013, to accept gifts and to give gifts and donations from/to any person, in cash or kind, for any national, charitable, benevolent, public or useful purposes or to any institutions, clubs, societies, research associations, universities, colleges or any other persons or bodies.
30. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally including any association, institution or fund for the protection of owners, officers and employees against loss by bad debts, strikes, combinations, fire, accidents, or otherwise or for the benefit of any employees and officers of the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, places of worship, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds for welfare of employees and officers.
31. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts calculated to benefit persons who are or have been Directors of or who are serving or who have been employed by or who are serving or have served the Company or any company which is a subsidiary or associate of the Company or its predecessors in business or the dependents of such persons and to grant pensions and allowance and to make payment towards insurance and to communicate with Chambers of Commerce and other mercantile public bodies throughout the world and concert and promote measures for the protection of trade, industry and persons engaged therein
32. To make pecuniary grants by way of donation, bonus, sub-scription, allowance, provident funds, gratuity, guarantee or otherwise to or for the benefit of persons, who are or have been employed by the company or otherwise and widows, orphans and dependents of any such persons and to or in aid of Association or funds for the benefit of any of those objects and to hospital and for other charitable or benevolent object or



(7)

33. To issue any share or securities which the company has power to issue, fully or partly paid up, as the whole or part of the purchase price of any property acquired by the Company or in consideration of services rendered to the company or for other valuable consideration.
34. To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company think fit, and in particular, for shares, debentures, securities of any other Company having objects altogether or in part similar to those of this Company.
35. To institute, conduct, defend, compound any legal proceedings by or against the company or its officers or others concerning the affairs of the company, and pay, satisfy or compromise any claims by or against the company or any of its officers notwithstanding that the claim may not be valid at law.

IV. The liability of the members is limited.

***V. The Authorized Share Capital of the Company is Rs. 11, 00, 00,000/- (Rupees Eleven Crore Only) divided into 110000000/- (Eleven Crore) Equity Shares of Re. 1/- (Rupee One only) each with rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Regulations of the Company and to vary, modify or abrogate any such rights privileges or conditions in such manner as may be for the time being, be provided by the regulations of the Company.

* Altered vide Special Resolution Passed at the Annual General Meeting of the Company held on 28th September, 2015.

**Altered vide Special Resolution Passed at the Annual General Meeting of the Company held on 14th September, 2016.

*** Further Substituted vide Special resolution passed by the Shareholders' via Postal Ballot on 17th February, 2017.



(8)

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:-

Name, Addresses, Descriptions, Occupations of the Subscribers	Number of Equity Shares Taken by each Subscriber	Signature of Subscriber	Name, Addresses, Descriptions and Occupations of the Witness
1. Loknath Goenka 12A-Madan Chatterjee Lane, Calcutta-7, S/o. late Ramgopal Gonenka. Service.	10 (Ten)	Sd/-	Witness for all - R K Mookherjee S/o. late Kedar Nath Mukherjee 60, Bentinck Street, Calcutta - 69 Service
2. Debatrate Bhattacharjee 56/1/1A-Satohasipara Road, Calcutta-700 022, S/o. late A.N.Bhattacharjee. Service.	10 (Ten)	Sd/-	
3. Santosh Chandra Bardhan Mahanmayalata, Garia, 24- Parganas, Late Subodh Chandra Barchan. Service.	10 (Ten)	Sd/-	
4. Sudhir chatterjee 9-Chakraborti Para Lane, Bally, Late P.N.Chatterjee. Service.	10 (Ten)	Sd/-	
5. Rabindra Nath Bain 7/B-lalachand Patitundi Lane, Calcutta-2. Late Kamal K.Bain. Service.	10 (Ten)	Sd/-	
6. Atul Bhattacharjee 14-Charamatala Road, P.O.Bally, Dist. Howrah, Late B.N.Bhattacharjee Service.	10 (Ten)	Sd/-	
7. Bratindra Nath Mitre 28/1/1A-Jhamapukur Lane, Calcutta-9. S/o. late S.K.Mitre. Service.	10 (Ten)	Sd/-	
TOTAL SHARES TAKEN :	70 (Seventy)		

Dated this 2nd day of September, 1982 at West Bengal.

