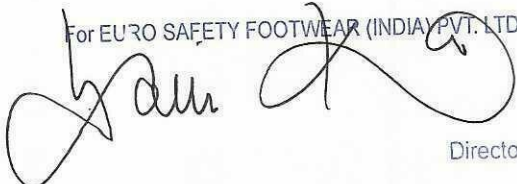


(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
EURO SAFETY FOOTWEAR (INDIA)LIMITED

- I.** The Name of the Company is:- **EURO SAFETY FOOTWEAR (INDIA) LIMITED.**
- II.** The Registered Office of the Company will be situated in the **Uttar Pradesh.**
- III. (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:—**

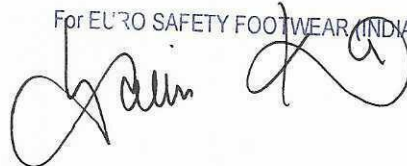
1. To carry on business as manufacturers, purchasers, sellers, importers, exporters and dealers of soles, shoes components for shoes of all kinds, chappals, sandals including PVC, TRP, P.U, Synthetic Resin, Rubber, Leather and of any other materials.
2. To carry on business as manufacturers, purchasers, sellers, importers, exporters and dealers of leather of all kinds.
3. To purchase, sell, import, export, manufacture, repair or otherwise deal in all type of shoes, boots, clogs, all kinds of footwear and all accessories and fittings.
4. To purchase, sell, import, export, repair of all type sole cutting machines, finishing machines, tools and implements for the purpose of above in.
5. To carry on the business of manufacturing, export import and supply of personal Protective equipment (PPE) such as Face-guards to protect the face, neck and throat, and gauntlets for both arms to protect the whole hand and arms, Water-proof aprons and bibs, and loose- fitting rubber gloves and rubber boots or other water-proof footwear, Protective clothing, footwear, and goggles, safety belts and harnesses ,Protective overalls and head coverings., safety helmets, overalls, dust-proof goggles and boots, Water-proof footwear leg coverings, protective coverings for hands and feet, and head covering. Rubber gloves, rubber gum boots, rubber aprons and air-hire respirator. face shields, gloves and footwear all made of suitable material, gum boots, chemical safety goggles and respirators, breathing apparatus and protective clothing, Long trousers and shirts or overalls with full sleeves and head coverings and any other equipment or thing used as PPE's

For EURO SAFETY FOOTWEAR (INDIA) PVT. LTD.

Director

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

1. To pay out of the funds of the company all expenses which the company may lawfully pay with respect to formation and registration of the Company.
2. To amalgamate, enter in to partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession or for limiting competition with any individual persons or company carrying on or engaged in any business which the company is authorize to carry on.
3. To undertake or participate in the formation, management, supervision or control of the business operations of any other company, firm or person for the purpose of acquiring any of the properties or furthering any of the objects of this company.
4. To receive money on deposits or loan and borrow or raise money in such manner as the company shall think fit and in particular by the issue of debentures -stock (perpetual or otherwise) and to secure the repayment of any 'money borrowed, raised or owing by mortgage, charges or lien upon all or any of the properties or assets of the company (both present and future) including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or" company of any obligation undertaken by the company or any other person or company as the case may be in which such guarantee may be considered likely directly or indirectly to further the purposes of the Company but shall not shall not carry on the business of Banking as defined in the Banking Regulation Act, 1949.
5. To purchase, acquire or undertake or take over the whole or any part of the business, profession, goodwill, property, contracts., agreements, rights. privileges, effects and liabilities of any person, firm or the company carrying on or proposing to carry on ceasing to carry on any business profession or activity which the company is authorized to carry on or possessed of property or rights suitable for the purpose of the company and upon such terms and subjects to such stipulations and conditions and at or for such price or consideration (if any) in money, shares, debentures, money worth or otherwise as may be deemed fit.
6. To enter into any arrangements 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 arrangement rights, privileges or concessions.
7. To employ experts to investigate and examine into the conditions prospects, value character and circumstances of any business, concerns and undertakings and generally of any assets, concessions, properties or rights for the purpose of the business of the company.
8. To sell, mortgage, exchanges and grant leases, license, easements and other rights in respect of, improve, manage, develop and turn to account ar deal with any

For EURO SAFETY FOOTWEAR (INDIA) PVT. LTD.



Director

manner the whole of the property, assets, investments, undertaking, rights and effects of the Company or any part thereof for such consideration as may be thought fit, including shares, debentures or securities of any other company having objects similar to those of this company, whether partly paid-up or fully paid -up.

9. To establish promote or concur in establishing or promoting any companies for the purpose of acquiring all or any of the properties, rights and liabilities of the company.
10. To draw, make accept endorse, discount, negotiate execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.
11. To procure the registration, incorporation or recognition of the company under the laws or regulations of any country and to do all acts necessary for carrying on any business or actively of the company in any foreign country.
12. To donate or gift, in cash or kind, for any national, charitable benevolent public or useful purposes or to any institution, club, society, research association, fund, university, college of any other person or body.
13. To apply for secure, acquire by grant, legislative enactment, assignment, transfer, purchase, or otherwise and to exercise, carry out and enjoy any charter, licence power authority, franchise, concession, right or privilege, which any Government or authorizer 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 effects.
14. To apply and for obtain any statute, order regulation or other authorization or enactment which may seem calculated directly or indirectly to benefit the company and to oppose any bills, proceedings or applications which may seem calculated directly prejudice to the company interests.
15. To apply for, purchase or otherwise acquire any other patents, patent rights, copyrights, trademarks, formulate, licenses, concessions and like or any secret or other information, the acquisition of which may seem calculated directly or indirectly to benefit the company.
16. To establish and maintain for procure the establishment and maintenance of any contributory or non-contributory pension, superannuation fund for the benefit of and give or procure the giving of donations, gratuities, persons allowance, or emoluments to any persons who are or were at any time in the employment or, service of the company or any company which is a subsidiary of the company or is allied to or associated with the at any time directors of officers of the company or of any such other company as aforesaid and the wives, widows, families and dependents if any such persons and also establish and subsidize and subscribe to any institutions ; associations, club or funds calculated to be for benefit of or to advance the interests and well-being of the company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any other such company as aforesaid.
17. To open bank account of all kinds including overdraft accounts and to operate the same.

For EL'RO SAFETY FOOTWEAR (INDIA) PVT. LTD.




Director

18. To distribute amongst the members of the company in specie or kind any property of the company or any proceeds of sale or disposal of any property of the company in the event of the winding up of the company howsoever that no distribution amounting to reduction of capital shall be made except with the sanction (if any) for the time-being required by law.
19. To invest and deal with the moneys of the company of the company not immediately required in any manner, other than on shares of this company, as from time to time may be determined.
20. To adopt such means of making known and advertising the business and products of the company as may seem expedient.
21. To accept gifts, bequests, devises and donations of any movable or immovable property or rights or interest therein from members and others and to make gifts to members and others of the money, assets and properties of any kind subjects to the provisions of the Companies Act and other applicable laws.
22. To do all or any of the above things in any part of the world an either as principal agent contractor or trustees or otherwise and by or through trustees or agents or otherwise and either alone or in conjunction with other and to do all such other things as are incidental or as may be conducive to the attainment of the objects or any of them.
23. To become members of other bodies of persons and association including societies, clubs and companies limited by guarantee, whatever made for profit or for non-profit activities.
24. To take-over and/or nether into partnership on such terms and conditions beneficial to the company, existing business of any individual, person, partnership firm, company trust, association carried on or engaged in any business which company is authorized to carry on.
25. To carry on the business of investments and to buy underwrite invest in, hold and deal in shares, stock, debentures stock, bonds, obligation and securities of any kind issued or guaranteed by any company constituted or carrying on business obligations and securities issued or guaranteed by any Government, Central or State, Dominions, sovereign, rulers, Commissioners, public body or authority, supreme, municipal local or otherwise firm or person whether in India or elsewhere.
26. To open the subsidiary or wholly owned subsidiary or representative or branch office of the company in India or outside India. To give the guarantee or any other cover require by such subsidiary or wholly owned subsidiary or representative or branch office of the company in India. To invest in the capital in any form such as equity in such subsidiary or wholly owned subsidiary or representative or branch office of the company in India or outside India.

IV. The liability of the member(s) is limited.

V. The Authorised Share Capital of the company is Rs. 250,000,000/- (Rupees Twenty Five Crore) divided into 25,000,000 (Two Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

For EURO SAFETY FOOTWEAR (INDIA) PVT. LTD.



Director

We, the several persons whose names and addresses are subscribed are desirous of being formed in to a company in pursuance of this Memorandum of Association and we respectively agree to take the numbers of shares in the capital of the company set opposite our respective name.

Sl. No.	Name, Address, Description and Occupation of each Subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Names, Addresses Descriptions & Occupations of witnesses
1.	Kulbir Singh s/o Late Shri Kevlar Singh A/O 60 New Raja Mandi AGRA. (Business)	8000 Shares	Kulbir Singh	I witness this signature of subscribers Mansukh Lal Advanvati Sd/- Chamber No. 2, West Gate Court Compound, Kangan Phone No. 3015/98.
2.	Jalbir Singh s/o Shri Kulbir Singh No 60, New Raja Mandi, Agra. (Business)	2000 shares	Jalbir Singh	
Total Equity Shares taken: Ten thousand only		10,000		

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 कम्पनी नं०
 अधिलेखन तिथि 23.12.2004
 विक्रम तिथि
 सदि
 विक्रम

Place : AGRA

Dated This : 24.11.2004