



ASSOCIATED STONE  
INDUSTRIES

(Kotah) Ltd.

Building from a Solid Foundation

www.asistone.com

Dated: 28.08.2017

To,  
Listing Compliance Department  
BSE Limited  
P.J.Tower, Dalal Street  
Mumbai-400001

**Sub: Intimation about amended Memorandum of Association**

**Ref: Script Code: 502015**

Dear Sir/Madam

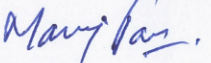
This is to inform you that through Postal Ballot Notice dated 13<sup>th</sup> July, 2017, whose result is declared on Wednesday, 23<sup>rd</sup> August, 2017, the Object and Liability Clause of Memorandum of Association of the Company is amended accordingly.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 we are enclosed here with amended Memorandum of Association of Company for your information and record.

Kindly take the aforesaid information on record.

Thanking you

For Associated Stone Industries (Kotah) Limited

  
Manoj Jain  
Company Secretary



Encl: A/a

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An ISO 9001, 14001 &  
OHSAS 18001 Certified Company

**MEMORANDUM OF ASSOCIATION**

**OF**

**ASSOCIATED STONE INDUSTRIES (KOTAH) LIMITED**

- I. The name of the Company is Associated Stone Industries (Kotah) Limited.
- II. The Registered Office of the Company will be situated in the **State of Maharashtra**, i.e within the Jurisdiction of The Registrar of Companies, Maharashtra at Mumbai \*
- III. The objects for which the Company is established are:-
- (1) To acquire and take over the business conducted by Rajputana Mining Agencies Limited, as a going concern as from 1st October, 1944 being the businesses taken over as going concerns from (1) Sardar Daljitsinghji Sardar Bahadur Dharamsinghji of Kotah, (2) Hiralal Maganlal Parikh of Kotah, (3) Chunibhai Chhotabhai Patel of Kotah and (4) Anantrao Balkrishna Kamat of Kotah including their rights and concessions and outstanding assets etc. and with a view thereto to enter into the Agreement referred to in Article 4 (2) of the Articles of Association and to carry the same into effect with or without modification.
  - (2) To carry on business as quarry masters, contractors and stone merchants, and to buy, sell, get, work, shape, hew, carve, polish, crush and prepare for market or use stone of all kinds.
  - (3) To carry on business as road and pavement makers and repairers and manufacturers of and dealers in lime, cement, mortar, concrete and buildings materials of all kinds, and as builders and contractors for the execution of works and buildings of all kinds in the construction of which stone is required.
  - (4) To carry on business of Generation, Transmission, Distribution, Conservation of Power, Energy, Electricity.
    - a) To purchase, take on license or take on lease, or otherwise acquire any lands, mines, mining rights for mining of Lignite, Coal and other minerals either by the Company itself or by entering into any Indian, Foreign Joint Venture, and collaboration.
    - b) To setup, run and operate Lignite, Coal, Gas based Thermal Power Plant for power generation and to carry on any other allied activity either by the Company itself or by entering into any Indian, Foreign Joint Venture, collaboration.
    - c) To buy, sell, manufacture and deal in Lignite, Coal, other Minerals, Gas, Power, their by- products and to provide services related to distribution of power and other allied activities either by the Company itself or by entering into any Indian, Foreign Joint Ventures, collaboration.
  - (5) To enter into any Indian, Foreign Joint Venture, collaboration which may seem conducive to fulfill any object of the Company.
  - (6) To purchase, take on license or take on lease, or otherwise acquire, any lands, mines, mining rights and metallic ferrous or other lands or concessions in Kotah State from Kotah State or others and any interest therein, and to explore, work, exercise, develop, and turn to account the same.

Name  
Registered  
Office  
Objects

**\*Registered Office of the Company has been shifted from the State of Rajasthan to the State of Maharashtra as per order of Regional Director (North Western Region) Ahmedabad dated 26<sup>th</sup> June, 2014**

- (7) To crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate, and prepare for market, ore, metal, and mineral substances of all kinds, and to carry on any other metallurgical operations which may seem conducive to any of the Company's objects.
- (8) To buy, sell, manufacture, and deal in minerals, plant, machinery, implements, conveniences, provisions, and things capable of being used in connection with quarrying or metallurgical operations, or required by workmen and others employed by the Company.
- (9) To construct, carry out, maintain, improve, manage, work, control, and superintend any roads, ways, tramways, railways, bridges, reservoirs, watercourses, aqueducts, wharves, furnaces, saw-mills, crushing works, hydraulic works, electrical works, factories, warehouses, shops and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company, and to contribute to, subsidize, or otherwise aid or take part in any such operations.
- (10) To manufacture all kinds of goods, products or bye-products from stones or other substances quarried; to buy, sell, manufacture and deal in stones, or other substances quarried or the products or bye-products thereof.
- (11) To carry on the business in Kotah State or elsewhere of transporters, public and common carriers of all kinds including transport services by motors, lorries or otherwise for the traffic of passengers and goods including stones or otherwise.
- (12) To acquire, establish, promote and run or otherwise manage or carry on any industry which the Directors may from time to time consider desirable, in India or elsewhere in the world and generally to do business in all aspects of manufacturers, industrialists and financiers and to do all such things as are usual or necessary in relation to or in connection with such industry and business.
- (13) To carry on, acquire, and / or take over business in India and elsewhere in the world, as exporters, importers, merchants, agents, brokers, dealers in any and all kinds of merchandise and / or produce and / or things to carry on business as capitalists, financiers, and concessionaries and to undertake and carry out all kinds of commercial, financial, trading and other operations.
- (14) To carry on, acquire and / or take over business of and / or act as selling agents, purchasing agents, sub-agents, or agents of any kind or description or as producers, buyers, sellers, distributors or suppliers for and to any Government, Indian State or any other public authority or officer and any other person, firm, corporate or incorporate body and / or association of persons and / or to do business in any produce, commodity, merchandise, article or thing and to do any other business, which may be usefully carried on, in connection with such business, or is necessary or usual in connection with the business of acting as agents or as producers, buyers, sellers, distributors or suppliers for any produce, commodity, merchandise, article or thing and for that purpose to enter into necessary agreements, deeds and arrangements.
- (15) To acquire from any sovereign, state or authorities in India or elsewhere or from any person, firm, company or association, any prospecting or other licenses, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account, and to work, develop, carry out, exercise and turn to account the same.
- (16) To prospect, examine and explore any territories and places in India and elsewhere, and to employ and equip expeditions, commissions, experts and other agents.
- (17) To promote or join in promoting any company having for its objects inter alia the acquiring or taking over or conducting or continuing the business of agents, managing agents, managers, secretaries and treasurers of any company or corporation.

- (18) To form, constitute and promote or join in promoting companies, syndicates, associations and undertaking of all kinds.
- (19) To purchase, take on lease or in exchange, hire or otherwise acquire any moveable or immovable property, machinery, plant, stock-in-trade and any rights or privileges which the Company may think necessary or convenient for the purposes of its business.
- (20) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for purposes of this Company.
- (21) To construct, enlarge, repair, equip, improve, work, develop, administer, manage or wholly or partially control in India and elsewhere public or other works of all kinds including railways, tramways, docks, locks, harbours, piers, wharves, jetties, ships, launching ways, canals, reservoirs, aqueducts, bridges, embankments, irrigations, reclamations, sanitary, water, gas and electrical works, and warehouses, shops, markets, and all other works of public utility, and to carry on, contribute to, subsidise, or otherwise aid or take part in any such operations.
- (22) To erect and build all such factories, warehouses, engine-houses, godowns, offices, bungalows, chawls and other houses and buildings with suitable machinery and water-tanks as may from time to time be necessary or advisable for the purposes of the Company and to enlarge, increase, alter and repair such buildings, machinery and water-tanks.
- (23) To sell, lease, exchange, surrender, improve, manage, develop, dispose off, turn to account or otherwise deal with the undertaking and property and rights of the Company, or any part thereof, for such consideration as the Company may think fit and in particular for any shares, debentures or debenture stock, or securities fully or partly paid-up, or property of any other Company and to divide such part or parts, as may be determined by the Company, of the purchase money whether in cash, shares or otherwise in other equivalent which may at any time be received by the Company on the sale of, or other dealing with, the whole or part of the property, estate, effects and rights of the Company, amongst the members of the Company by way of dividend or bonus or otherwise to deal with the same as the Company may determine. And the powers contained in this sub-section shall be exercisable whether in view of the winding up of the Company or not.
- (23A) To Carry on the business of leasing and hire purchase, finance and acquire, to provide on lease on hire-purchase basis all type of industrial, mining and office plant, equipment, machinery, vehicles, buildings, household appliances and equipments, light and heavy motor vehicles, computers and electronic calculators, etc.
- (24) To apply for, purchase otherwise acquire any patents, brevets d'invention, licenses, 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 or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.
- (25) To take or otherwise acquire and to hold shares in any other Company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.

- (26) To enter into any arrangements with any governments or authorities, supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (27) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to benefit employees or ex-employees of the Company or the dependants or connections of such persons, and to grant pensions and allowances and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibitions, or for any public, general or useful objects.
- (28) To provide for the welfare of the employees or ex-employees of the Company and the wives, widows and families of the dependants or connections of such persons by building or contributing to the building of the houses, dwellings or chawls or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions funds or trusts and by providing or subscribing or contributing towards places of instructions or recreations, hospitals and dispensaries, medical and other assistance as the Directors shall think fit; and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or any other institutions or objects which shall have any moral or other claims to support or aid by the Company, either by person of locality of operation of public and general utility or otherwise.
- (29) To entitle the Agents and the Directors to work in India or elsewhere, and have dealings with the Company in all respects for the business of the Company and also as buying and selling agents, for all kinds of goods, commodities and articles dealt in by the Company and for this the said Agents shall be entitled to a remuneration in addition to the commission mentioned in para 38 hereafter.
- (30) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (31) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future) including its uncalled capital, and to purchase, redeem, or pay off any such securities.
- (32) To receive money on deposit or loan upon such terms as the Company may approve, and to make advances to customers and other with or without security and upon such terms as the Company may approve and to give all description of guarantees and indemnities, and generally to act as shroffs for members and customers.
- (33) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.
- (34) To pay the costs, charges and expenses preliminary and incidental to the formation, establishment and registration of the Company, and to remunerate any parties for service rendered or to be rendered in taking or subscribing, procuring or assisting to procure persons to take or subscribe or in placing, underwriting or assisting to place or underwrite any shares, debentures, or debenture stock, or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- (35) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular, for shares, debentures, and other securities of any other Company having objects altogether or in part similar to those of this Company.
- (36) To sell, improve, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (37) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (38) To appoint and entrust Rajputana Mining Agencies Limited herein called the "Agents" with powers and for the consideration set forth in the draft agreement initialled by Mr. Tanubhai D. Desai, Solicitor, for identification and to authorise the Board of Directors on behalf of this Company to enter into, execute and carry into effect the said Agreement between the Company and its Managing Agents, Rajputana Mining Agencies Limited and if thought fit the said Board is further authorised to modify and revise the agreement and consent to such terms and conditions as may be agreed upon from time to time between the Company and the Managing Agents in connection with the same.
- (39) To accumulate funds for any of the purposes of the Company and to appropriate the same or any of the Company's assets either conditionally or unconditionally to specific purpose or purposes at the instance of the Directors.
- (40) To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund, whether for depreciation or for repairing or improving, extending or maintaining any of the property of this Company or for any other purpose the Company thinks fit.
- (41) To carry on any other trade or business as can in the opinion of the Company be advantageously or conveniently carried on by the Company by way of extension of or in connection with any of the Company's business or as calculated directly or indirectly to develop any branch of the Company's business or to increase the value or turn to account any of the Company's assets, property or rights.
- (42) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.
- (43) To do all or any of the above mentioned acts or things either as principals or as by or through agents, brokers, contractors, sub-contractors or otherwise.
- (44) To produce, manufactures, treat, process, beneficiate, prepare, refine, import, export, purchase sale and generally to deal in, and to act as a brokers, agents, stockiest, distributors and suppliers of all type and kinds of cements whether ordinary, white, colored, Portland, pozzaolana, alumina, blast, furnace, silica or otherwise and all other varieties of cement, lime and limestone, clinker and/or by products thereof, as also cement products of any or all descriptions, such as pipes, poles, slabs, asbestos sheets, blocks, tiles, garden-wares, plasters of Paris, line pipes, building materials and otherwise and articles, things, compounds and preparations connected with the aforesaid product.
- (45) To carry on business as Builders, Developers, Contractors, Civil Contractors, Architects, Designers, Estate Agent, or to purchase, sell, acquire, deal in lands, properties, real estates or to take on lease or otherwise own, hold, occupy, manage, control, let out, rent out, lay out, transfer, mortgage, change, assign, hire, sub-lease or otherwise dispose of real estates, properties, lands, buildings, structures or to construct, repair, improve, renovate, residential or office premises, shopping centre, gala, road, bridge, commercial places, complex, colonies, markets, entertainment place, resort, holy & worship places, schools, colleges, universities, canteens, refineries, industrial estates, godowns, factories, farm houses, clubs, hotels and motels.

- (46) To engage, deal, generate, receive, produce, improve, buy, sell, resale, trade, acquire, use, transmit, accumulate, employ, distribute, develop, handle, protect, consult, supply, captively consume and to act as agent, broker, representative, consultant, collaborator or otherwise to deal in power, electricity in all its branches at such places in India or abroad as may be permitted by the appropriate Government, Non-Government, authorities by establishment of wind power plants, solar power plants, bio-gas plants, thermal power plants, geo-thermal plants, hydraulic power plants, atomic power plants and any other type of power generation plants using conventional and/or non-conventional energy source in use and as may be developed, invented in future and to acquire concessions, facilities or licenses from Electricity Boards, Governments, semi governments or local authorities for generation, distribution, production, transmission or use of such power/electricity and to take over along with all movable and immovable properties, the existing facilities on mutually agreed terms.

**(Note: Clause 44, 45, 46 inserted vide Special Resolution passed through Postal Ballot on 1<sup>st</sup> March, 2012)**

- (47) To carry on the business as producer, manufacturers, buyers, sellers, distributors or suppliers and dealers, importer, exporter or act as selling agent, purchasing agents, sub-agent or agents, market makers, in spot market or in future, arbitrageurs, and/or hedgers, derivatives in agricultural products, metals including precious metals, precious stones, petroleum products, coal, salt, water or any other minerals for and to Government or any other public authority and any other person, firm, body corporate, Company or association of persons and to do business or acquire and/or take over business related to the above product or commodity, merchandise, article or thing and for that purpose to enter into necessary agreements, deeds and arrangements as permitted lawfully.
- (48) To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of pharmaceuticals, antibiotics, drugs, medicines, biologicals, nutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products, dry salters, mineral waters, and also to deal in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, stent, hospital requisites, toiletries, proprietary medicines, veterinary medicines and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc. and also to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockists of all kinds of pharmaceuticals and allied products.
- (49). To manufacture, formulate, produce, process, develop, refine, import, export, wholesale and/or retail trade all kinds of dairy products, poultry or bee or any other animal or insect farming or its products, fresh or frozen packed or loose food products whether raw or cooked including products of grains, seeds, coffee, tea, vegetables, fruits, juices, sausage, fish, chicken, mutton or fleshes of any permitted animals, apparel, footwear, printed, colouring or educational books or any other printed materials or newspapers business as buyers, sellers, agents, distributors and stockists of similar or related products.
- (50) To establish and/or carry on the business of manufacturing / producing, distributing, dealing, importing / exporting, trading, outsourcing, treating, processing, refining, purchasing, selling, retailing and generally to deal in either as principal or as agents either solely, in partnership, joint venture or any other arrangements, of ceramic tiles and sanitary ware of all kinds including vitrified, non-vitrified, glazed, unglazed, pavement, industrial, acid resistant, non-ceramic, cement or metallic products or any other articles or things related to above products

**(Note: Clause 47, 48, 49 and 50 inserted vide Special Resolution passed through Postal Ballot on 23.08.2017)**

And it is hereby declared that word “Company” in this clause shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated and whether domiciled in India or elsewhere, and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be in no wise limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

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 Limited Liability of members

**(#altered vide Special Resolution passed through Postal Ballot on 23.08.2017)** Capital

\*V. The Authorised Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 23,00,00,000 Equity Shares of Re. 1/- each and 2,00,000 Redeemable Preference Shares of Rs.100/- each with power to increase or reduce or alter the capital and to divide the shares in the capital for the time being into several classes and to attach thereto, such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, enlarge or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company.

(\* Altered vide resolution passed at the AGM held on 25<sup>th</sup> September, 2015)

\*The authorised share capital of the Company of Rs. 5000000/- at the time of incorporation was modified from time to time by passing requisite resolutions at the meeting of the members. The details modified authorised capital since incorporation till date is stated herein below:

**(Amount in Rupees)**

Date of Modification	Equity Share Capital	Preference Share Capital	Deferred Shares	Unclassified Shares	Total Authorised Capital
<b>Original Share Capital at the time of Incorporation</b>					
17.01.1945	2500000	2000000	500000	-	5000000
<b>Subsequent Modifications</b>					
16.12.1957	3000000	2000000	-	-	5000000
17.06.1972	4500000	500000	-	-	5000000
26.03.1977	5500000	500000	-	-	6000000
31.03.1980	9500000	500000	-	-	10000000
18.03.1985	14500000	500000	-	-	15000000
16.09.1989	29500000	500000	-	-	30000000
09.03.1992	49500000	500000	-	-	50000000
29.09.1992	179500000	500000	-	20000000	200000000
31.08.1996	230000000	20000000	-	-	250000000
15.01.2010 *	230000000	20000000	-	-	250000000
25.09.2015 #	230000000	20000000	-	-	250000000

\* Splitting of face value of Equity Share from Rs. 10/- each to Rs. 5/-each

# Splitting of face value of Equity Share from Rs. 5/- each Re. 1/- each



<b>Sl. No</b>	<b>Names of subscribers</b>	<b>Address and description of the Subscribers</b>	<b>Number of Shares taken by each Subscriber</b>
1.	Sardar Daljit Singhji	Ramganjmandi	500
2.	Hiralal Maganlal Parikh	Ramganjmandi	500
3.	Chunnibhai C. Patel	Ramganjmandi	500
4.	A.B Kamat	Ramganjmandi	500
5.	M.H. Hashmi	Ramganjmandi	1
6.	Budh Singhji Bapna	Kotah	500
7.	Vakil Vedpalji Tyagi	Kotah	500

(At the time of formation of the Company)