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[www.listing.bseindia.com](http://www.listing.bseindia.com)

26<sup>th</sup> September, 2017

To,  
**BSE Limited**  
P. J. Towers,  
Dalal Street, Fort,  
**Mumbai-400 001**

Scrip Code: 505299

**Sub.: Disclosure pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

Dear Sir/ Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, enclosing herewith the amended Memorandum of Association as approved by members through postal ballot on 26<sup>th</sup> September, 2017.

Kindly take the same on your record.

Yours faithfully,  
For Kulkarni Power Tools Ltd.,

  
**Umesh Chinchawade**  
**Compliance Officer**



Encl. – Amended Memorandum of Association.



**MEMORANDUM OF ASSOCIATION**  
**OF**  
**KULKARNI POWER TOOLS LIMITED**

- I. The name of the Company is Kulkarni Power Tools 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 of the Company to be pursued by the Company on its incorporation.**

1. To manufacture, distribute, service, purchase, sell and carry on the business of the manufacture of portable electric and pneumatic tools, Drills, Grinders, Sanders and Polishers, Screw Drivers and Nut Setters, Routers, Wrenches and Hammers, Jig Saws, Reciprocating Saws, Power Saws, Chain Saws, Vibrators, Automobile Electric Tools, such as Boring Machines, Grinders and Refacers, Lawn and Garden Tools and other type of electrical tools.

**B. Objects incidental or ancillary to the attainment of main objects :**

2. To carry on any other business (whether industrial, agricultural, trading, manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with any of the businesses or the Company's objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's properties or rights and also to acquire, promote, aid, foster, subsidies or acquire interests in any industry or undertaking.
3. To carry on all or any of the business of engineers, iron, bras and other metal founders machinists, tool makers, wire, drawers, tube, pipe and tank manufactures, moulders and metal workers, fitters, mill-wrights, galvanisers, electroplaters and enamellers and to recondition any types of machine-tools and engines and other machinery.
4. To purchase, take o lease or in exchange or otherwise acquire, either absolutely or by lease, licence, concession, grant or otherwise howsoever and for any interest or estate, any lands, mines, mineral rights, easements, rights and privileges and to lease out any such lands for building or agricultural use and to sell, exchange, let or otherwise dispose of the lands, mines or other property of the Company, movable or immovable.
5. To search for, and to purchase or otherwise acquire from any Government or State or Authority licences, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account and in particular any water-rights or concessions either for the purpose of obtaining

motive power or otherwise and to work, develop, carry out, exercise and turn to account the same.

6. To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops for scientific and technical research and experiments and engineering design procedures relevant to the Company's business and to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical, investigation and invention by providing, subsidizing, endowing or accosting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration of scientific or technical professors or teachers, and by providing for the award or exhibitions, scholarships, prizes, and grants to students or independent students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorized to carry on.
7. To erect, construct, alter and maintain buildings and structures of every kind necessary or convenient for the Company's business.
8. To sell or let out on hire all or any of the property of the Company, whether movable or immovable, including all and every description of apparatus or appliances, and to hold, use, cultivate, work, manage, improve, carry on and develop the undertaking, land and immovable and movable properties and assets of any kind of the Company or any part thereof.
9. To purchase or by any other means acquire and protect, prolong and renew whether in India or elsewhere any patent rights (brevets d'inventions), licenses, protections and concessions which may appear likely to be advantageous or useful to the Company, and use and turn to account and manufacture under or grant licences or privileges in respect of the same and to spend money in inventions or rights which the Company may acquire or propose to acquire.
10. To be interested, in promote and undertake the formation and establishment of such institutions, businesses or companies (industrial, agricultural, trading, manufacturing or other) as may be considered to be conducive to the profit of the Company.
11. To enter into partnership or into any agreement for sharing or pooling profits, amalgamation, union of interest, co-operation, joint venture, reciprocal engaged in or about to carry on or engage in any business or transaction which the Company is authorized to carry on or be engaged in to in any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit this Company.
12. To take or otherwise acquire and hold shares, stock or debentures in any other company whatsoever and in particular in any 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.

13. To amalgamate with any company or companies having objects altogether or in parts similar to those of the Company or not.
14. To pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in shares and partly in cash or otherwise.
15. To pay all the costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company, and to remunerate any person or firm or Company for services rendered or to be rendered in introducing any property or business to the Company or in about the formation or promotion of the Company or for any other reason which the Company may think proper.
16. To enter into any arrangement with any Government or authority, 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, and rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, execute and comply with such arrangements, rights, privileges, and concessions.
17. To draw, accept and make and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading and other negotiable or transfer able instruments of every description.
18. To borrow or raise money or to receive on deposit, at interest or otherwise, in such manner as the Company may think fit, and in particular by the issues of debentures or debenture stock, perpetual or otherwise, including debentures or debenture stock convertible into shares of this Company, or perpetual annuities and in security of any such money so borrowed, raised or received, to mortgage, pledge, hypothecate, or charge the whole or any part of the property, assets or revenue of the Company, present or future, including its uncalled capital, special assignment or otherwise, or to transfer or convert the same absolutely or any interest therein and to give the lenders power of sale and other powers as may seem expedient, and to purchase redeem or pay off any such securities but the Company, shall not carry on Banking Business as defined in the Banking Regulations Act, 1949.
19. To accumulate funds, and to invest or otherwise employ moneys belonging to or entrusted to the Company, upon any shares, securities or investments, upon such terms as may be thought proper, and from time to time vary such transactions in such manner as the Company may think fit.
20. a) To invest and to deal with the surplus moneys of the Company in any investments, movable or immovable, in such manner as may, from time to time, seem expedient and be determined.
  - b) Provided that it is for the direct benefit of the Company, the Company may lend money and make advances to or make deposit with such persons, firms, companies, and on such terms as may seem expedient and in particular to or with customers and others having dealings with the Company and to guarantee the performance of contracts by any such persons, firms or companies.

21. Subject to the provisions of Section 293 of Companies Act,1956 to sell and in any other manner deal with or dispose of the undertaking of the Company or part thereof, for such consideration and generally upon such terms and conditions 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 the Company or not.
22. To promote any company for the purpose of acquiring all or any of the property and liabilities of the Company or for any other purpose that may seem directly or indirectly calculated to benefit this Company.
23. To sell, improve, manage, work, develop, lease, mortgage, abandon or otherwise deal with or dispose of all or any part of the property rights and concessions of the Company.
24. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund, whether for depreciation or for repairing, rehabilitating, improving, extending or maintaining any of the property of the Company, or for redemption of debentures or redeemable preference shares, or for any other purpose whatsoever conducive to the interest of the Company.
25. To construct, carry out, maintain, manage, work, control and superintend any work which is directly conducive to any of the objects of the Company, and to contribute to subsidies or otherwise aid or take part in any such operations.
26. To guarantee the payment, unsecured or secured by or payable under or in respect of promissory bonds, debentures, debenture stock, contracts, mortgages, charges, obligations, instruments and securities of any Company or of any person whomsoever, whether incorporated or not incorporated, and generally to guarantee and become sureties for the performances of any contracts or obligations.
27. To undertake and execute any trust the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
28. To provide for the welfare of employees, or ex-employees of the Company, and the wives and families or the dependents or connections of such employees or ex-employees by building or contributing to the building of houses, dwellings or chawls or by grants of money, pensions, allowances, bonus or other payments or by creating and from time subscribing or contributing towards places of instruction and recreation, hospitals, and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
29. To subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national and other institutions, funds and objects which shall

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.

30. To subscribe, or to contribute or otherwise to assist or guarantee money to public and institutions and to any other useful institutions funds or purposes which in the opinion of the Board of Directors are likely to promote the business of the Company or to further its objects and/or charitable and other useful funds whatsoever or any exhibition.
31. To place to reserve or to distribute as bonus shares among the members of 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 money arising from the sale by the Company of forfeited shares.
32. To adopt such means of making known the products of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibitions of works of art or interest, by publication of books and donations or otherwise howsoever.
33. To distribute any of the property of the Company amongst the members in specie or kind, subject to the provisions of the Act.
34. To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement, or surmounting of industrial or labour problems, disputes, or the promotion of industry, science and or trade.
35. To do any of the above things and all such other things as are incidental or may be thought conducive to the attainment of the above objects or any of them in any part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees agents or otherwise and their alone or in conjunction with other and so that the word "Company" in this Memorandum which applied otherwise than to this Company, shall be deemed to include any authority, partnership or body of persons, whether incorporated or not incorporated and the intention is that objects set forth in each of the several sub-clauses of this clause shall have the widest possible construction and shall be in no wise limited or restricted by reference to or inference from the terms of any other sub-clauses of this clause or the name of the Company. None of such sub-clause or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause of this clause but the Company shall have full power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired, dealt with or performed do not fall within the first sub-clause of this clause.





**C. Other objects :**

- **By passing special resolution through Postal Ballot on 26.09.2017 the following clause as Clause No. 36 is added.**

36. To manufacture, distribute, service, purchase, sell and carry on the business of electric / battery operated vehicles and related accessories, parts and spares.

37. For the purposes of assisting the business of the Company, the Company may carry on the business of electrical engineers and of manufacturers of electric apparatus and appliances, required for or capable of being used in connection with the generation, distribution, supply accumulation and employment of electricity and to buy, sell, import, export, or otherwise deal in such apparatus or appliances.

- **By passing special resolution in the Annual General Meeting held on 30.09.97 and on issue of certificate of registration by The Registrar of Companies, Maharashtra the following clauses as new clauses nos. 38 and 39 are added.**

38. To carry on the business of generation of electricity by way or conventional or non-conventional sources of energy such as hydel, thermal, atomic, gas, wind, tidal or any other source of energy for own use or otherwise and to install, manufacture, sale, lease, import, export, maintain, service or otherwise deal in wind mills, wind electric generators, wind energy equipment's, air pollution control equipment's, water pollution control equipment's and all kind of energy saving devices and equipment's.

39. To undertake and carry on all types of financial services including Leasing, Hire Purchase, Bills Discounting, Loan Syndication and to act as underwriters, Shares and Stock Brokers, Registrars, Share Transfer Agents, Merchant Bankers, house, Depositories and all kinds of financial and related services.

40. To establish depots and agencies in the Indian Union and elsewhere to promote sales of all the articles manufactured or prepared by the Company through their centers.

41. To undertake and execute any contracts for works involving the supply or use of any machinery, and to carry out any ancillary or other works comprised in such contracts.

42. To buy and sell machinery and stores of all kinds and description and to carry on the business of suppliers and dealers in machinery.

43. To negotiate and deal with railway and shipping companies, those managing directly or in control or associated with other means of transport, the post office authorities and distributing agencies with respect to the transit and transmission of goods and cargoes and facilities generally.

44. To buy, sell, deal in, manufacture, refine, manipulate, import, export, prepare for market and deal in all substances apparatus and things capable of being used in any such business as aforesaid or required by any customers of or persons having dealings with the Company either by wholesale or retail.

For Kulkarni Power Tools Ltd.

Authorised Signatory/Signatories

45. To acquire by concession, grant, purchase, amalgamation, barter, lease, licenses, or otherwise, either absolutely or conditionally and either solely or jointly with others, any tract or tracts of country, lands, houses, estates, farms, quarries, water-rights, way leaves and other works, privileges, rights and hereditaments and machinery, plant, utensils, trademarks and other movable and immovable property of any description whatsoever, at any place or places in India or any foreign country and together with such rights as may be agreed upon and granted by Government or The Rulers or owners thereof and to expend sums of moneys as may be deemed requisite and advisable in the exploration, survey, cultivation and development thereof.

46. To develop the resources of and turn to account any lands and any rights over or connected with land belonging to or in which the Company is interested, in particular by clearing, draining, fencing, irrigating, grazing and promoting irrigating and establishment of colonies and settlement.

- **By passing special resolution in the Annual General Meeting held on 25.09.91 and confirmation of such alteration by the Company Law Board and on issue of certificate of registration by The Registrar of Companies, Maharashtra the following clause is added.**

47. To trade in, export, import, buy, sell or otherwise deal in food articles, consumer products, computer software's, consumer durables, leather goods, garments, textiles, synthetic fibers, silk, plastics, toys, cosmetics, household articles and generally of any goods manufactured by others and to undertake agency, distributorship thereof.

IV. The liability of the members is limited.

V. The Authorised Share Capital of the company is Rs.80,000,000 (Rupees Eight Crores ) divided into 1,00,00,000 Equity Shares of Rs.5 each and 30,00,000 Preference Share of Rs.10/- each with powers to increase or reduce the Capital of the Company and to divide the Shares in the Capital of the Company for the time being into several classes and to attach thereto such preferential, deferred, qualified or special rights or privileges or conditions in such manner as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate and such rights,, privileges or conditions in the Articles of Association of the Company.

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