



## CERTIFICATE OF INCORPORATION

U74920TZ2003PLC010841

I hereby certify that " STALWART SECURITY .....  
SERVICES INDIA LIMITED" \*\* \*\* \*\*  
\*\* \*\* \*\*

is this day incorporated under the Companies Act, 1956, (No. 1 of 1956)  
and that the Company is Limited.

Given under my hand at COIMBATORE  
this ELEVENTH day of NOVEMBER  
TWENTIETH KARTIKA

Two thousand and THREE  
TWENTY FIVE  
One Thousand Nine Hundred and Twenty ..... (SAKA)



*V. Subramanyam*  
Registrar of Companies  
TAMIL NADU  
COIMBATORE



Company No. TZ-10841

## Certificate For Commencement of Business

Pursuant of section 149 (3) of Companies Act, 1956

I hereby certify that the STALWART SECURITY  
SERVICES INDIA LIMITED \*\* \*\*  
\*\* \*\* \*\*

which was incorporated under the Companies Act, 1956, on the  
ELEVENTH day of NOVEMBER, 2003

and which has this day filed a duly verified declaration in the prescribed  
form that the condition of section ~~149 (1) (a) to (d)~~ 149 (2) (a) to (c) of the  
said Act, have been complied with, is entitled to commence business.

Given under my hand at COIMBATORE  
this TWENTY FIRST day of NOVEMBER  
THIRTIETH KARTIKA  
Two thousand and THREE  
One thousand nine hundred and TWENTY FIVE (Saka)



*V. Elwara*  
Registrar of Companies  
Tamil Nadu  
Coimbatore

**MEMORANDUM OF ASSOCIATION  
OF  
STALWART SECURITY SERVICES  
INDIA LIMITED**

I. The Name of the Company is "STALWART SECURITY SERVICES INDIA LIMITED"

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

III. **(A) Main objects to be pursued by the Company on its incorporation are:**

1. To carry on the business of rendering security services to individuals, firms, companies, factories, establishments, theatres and others to guard, watch, protect persons and things and act as guardmen.
2. To carry on the business of investigations, civil and criminal, social or otherwise into as any be permissible for a private agency to undertake, to find out secure and furnish or sell information and ascertain from all lawfull means the antecedents of any individuals, firm, company whether as to, financial, social matrimonial or other matters or pertaining to any incident, accident, occurance, offence, act of negligence or any other matter to trace out the pedigree of any racehorse, dog or other animal and to conduct and operate all kinds of detective business and make civil and criminal investigations of all kinds.
- \*3. To carry on the business of House Keeping, cleaning, Toll collections, manpower outsourcing, management consultancy and placements.
- \*\*4. To carry on the business as buyers, sellers, manufactures, producers, importers, exporters of and dealers in all kinds and classes of security products and systems including "alarms, electronics devices, security detectors, closed circuit television (CC TV), metal detectors, burglar alarms, sensors, Access control devices and monitors".

**(B) The objects incidental or ancillary to the attainment of the main objects as aforesaid are:**

1. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or Company carrying on any business which this Company is authorized to carry on or possessing property suitable for the purpose of this Company and manage the same.

\* Original clause No.7 renumbered as clause No.3 vide resolution No.1, dated 01. 07. 2009.

\*\* Inserted as above vide resolution No.2 by altering memorandum of association on 01. 07. 2009.

2. To apply for, purchase or otherwise acquire any patents, brevets invention, licences, concessions and the like, conferring any exclusive or nonexclusive or limited right to use, or any secrets or other information as to any inventor limited right to use, or any secrets or other information as to any invention which may seem capable of being used for any of the purpose 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 licences in respect of. Or otherwise turn to account the property, rights or information so acquired.
3. To encourage, promote and/or finance or assist in promoting or financing or any business undertaking or industry, either existing or new and develop or form the same wither through the instrumentality of syndicates or otherwise either in India or elsewhere and in particular to encourage, promote, finance and/or manage any ancillary industries and co-operative societies conducive to the interest of the Company.
4. To take on lease, on rent and/or build, make, construct, equip, maintain, improve, alter and work any buildings, works and erections necessary or convenient for the purpose of the Company.
5. To acquire by purchase, hire, lease or otherwise any machinery, plant, raw materials, chemicals, tools, dyes, implements, stores and other articles for the use and purpose of the Company and to remove all or any of the machinery, plant, raw materials, chemicals, tools, dyes, implements, stores and other articles of the Company for the time being in or upon any lands, buildings or premises of the Company, to other lands, buildings or premises wherever situated.
6. To enter into partnership or into any arrangements for sharing of profits, union of interest, reciprocal concessions, amalgamation, joint-venture or co-operation with any person or persons, firm, corporation or Company carrying on or engage in any business or transaction which this Company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
7. To take or otherwise acquire and hold shares or stock in or securities of and to subsidize or otherwise assist any Company, and to sell, hold, reissue with or without guarantee, or otherwise deal with such shares or securities and to form, constitute, or promote any other Company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly or indirectly to benefit this Company.

8. To enter into any arrangements with any authorities, Government, Municipal, local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such authority or Government any rights, privileges and concessions which the Company may think fit desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
9. To amalgamate with any company/companies having objects altogether or in part similar to those of this Company or objects to do any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
10. To invest and/or deal with the moneys of the Company not immediately required in such manner as may from time to time be determined by the Board of Directors of the Company.
11. To subscribe for, absolutely or conditionally, purchase or otherwise acquire and to hold, dispose of and deal in shares, stocks, debentures, debenture-stocks, bonds and securities or obligations of any other company whether Indian or foreign.
12. To lend money to such persons and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by such persons, without in any way offending the provisions of the Banking Regulation Act, 1949.
13. To borrow, or raise money in such manner as the Company shall think fit and in particular by the issue of debentures, debenture-stocks, and as security for any such money so borrowed or raised or owing, to mortgage, pledge or charge 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.
14. For the purpose of raising or securing money or the performance of or discharge of any obligation or liability of the Company, or for any other purpose to create, execute, grant or issue any mortgages, debentures, debenture stocks, bonds or obligations of the Company either at par, premium or discount and either redeemable or irredeemable or perpetual, secured upon all or any part of the undertaking, revenue rights and properties of the Company, present and future, including its uncalled capital or the unpaid calls.
15. To cause or permit any debentures, debenture stock, bonds, mortgages, charges, encumbrances, liens or securities of or belonging to or made or issued by the Company or affecting its property or rights or any of the terms thereof to be renewed, extended, varied, redeemed, exchanged, transferred or satisfied, as shall be thought fit, also to pay off and re-borrow the moneys secured thereby or any part or parts thereof.

16. Generally to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights, privileges, licences or easements which the Company may think necessary or convenient with reference to any of these objects, and capable of being dealt with in connection with any of the Company's property or rights for the time being.
17. To sell, let, lease, sub-lease, exchange, surrender, transfer, deliver, charge, mortgage, enfranchise, dispose of, turn to account or otherwise deal with all or any part of the property and right of the Company for such consideration as the Company may deem fit.
18. 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 or securities of any other Company.
19. To insure all or any of the properties, undertakings, contracts, guarantees or obligations of the Company of every nature and kind in any manner whatsoever.
20. To pay all the costs, charges and preliminary expenses incurred and to remunerate in cash or kind any persons for services rendered or to be rendered in or about the formation, promotion, registration and establishment, of the Company or the conduct of its business and of any Company promoted or formed by the Company and of any company in which this Company is or may contemplate being interested, or to contract with any persons, firms or company to pay the same.
21. To remunerate any person, firm or Company for services rendered in underwriting, placing, selling or guaranteeing the subscriptions of any shares, debentures or securities of this Company, or of any Company promoted by this Company, and to pay the costs and expenses of or incidental to the winding up of any Company.
22. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
23. To open any type of account or accounts with any individual, firm or company or with any bank or banks or shroffs and to operate the same in the ordinary course of the business, whether the same is overdrawn or not.
24. To receive and accept deposits of moneys to such extent for such time and at such rate of interest as the Company may decide from time to time, without in any way offending the provisions of the Banking Regulation Act, 1949.
25. To pay for any lands, real or personal, immovable or movable estate or property or assets of any kind acquired or to be acquired by the Company, or for any services rendered or to be rendered to the Company and generally to pay or discharge any consideration to be paid or given by the Company, in money or in shares, whether fully paid up or partly paid up, or by debentures or debenture stock or obligations of the Company or partly in one way and partly in another or otherwise howsoever, with power to issue any shares wither as fully paid up or partly paid up for such purpose.

26. To accept as consideration for sale or disposal of any lands, real or personal, immovable or movable, estate of property or assets of the Company or in discharge of any other consideration to be received by the Company, money or shares (whether fully paid-up or partly paid-up) of any company, or the debentures or debenture stock of obligations of any company or person or persons or partly one and partly and other.
27. To distribute in specie or otherwise all or any property of the Company against its member whether by way of dividend or upon a return of capital or in the event of winding up but so that no distribution amounting to a reduction of capital be made except with the sanction, for the time being required by law.
28. To engage, employ, maintain and dismiss experts, scientists, engineers, technicians, mechanics, contractors, brokers, agents, artisans, officers, accountants, legal advisors, medical advisors, workmen, clerks and managers, superintendents and other servants and labourers; and to remunerate any of them at such rate as shall be thought fit.
29. 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 its predecessors in business) or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards insurance.
30. To make advances for the purchase of land, buildings, raw materials, goods, machineries, stores and other articles required for the purpose of the Company or deemed expedient with or without security of nature and kind whatsoever.
31. To enter into any arrangements and to take all necessary or proper steps with government or with other authorities, imperial, supreme, national, local, municipal or otherwise, in any place in which the Company may have interest and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or furthering the interest of its members and to oppose any such steps taken by any other company, firm or persons which may be considered likely, directly or indirectly to prejudice the interest of the Company or its members and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interest of the Company and to oppose and resist whether directly or indirectly any legislation which may seem disadvantageous to the Company and to obtain from any such government, authority or any Company, any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the Company may think it is desirable to obtain and carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges or concessions.
32. To assist any Company financially or otherwise, by subscribing for or guaranteeing the subscription and issue of capital, shares, stock, debenture, debenture-stock, or other securities and to take, hold and deal in shares, stock, and securities of any company notwithstanding there may be liability thereon.

33. To apply for, tender, purchase or otherwise acquire any contracts, sub-contract, licences and concessions for or in relation to the objects or business therein mentioned or any of them and to undertake, execute, carryout, dispose of , or otherwise turn to account the same; and to sub-let all or any such contracts from time to time and upon such terms and conditions as may seem expedient.
34. 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 person whomsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contract or obligations.
35. To guarantee the performance of the obligations of and the payment of dividends and interest of any stock, shares or securities of any company, corporations, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the object of the Company or the interests of its members.
36. To receive grants, loans, advances, or other moneys on deposit, or otherwise from State or Central Government, banks, companies, trusts, individuals with or without allowance or interest thereon, but without doing the business of Banking within the meaning of the Banking Regulation Act, 1949.
37. To subscribe, contribute and/or otherwise support any associations, body or movement having for an object the promotion of industry of trade.
38. To subscribe, contribute, donate, gift or guarantee any money, rights or assets for any national, educational, scientific, charitable, religious, public, general or useful objects, purpose, funds or institutions.
39. To become a member of any other bodies, or persons, association, institutions, clubs, societies and bodies corporate including companies limited by guarantee.
40. To construct, improve, maintain, develop, work, manage, carryout or control any roads, ways, railway sidings, bridges, reservoirs, tanks, water courses, wharves, electric work, stores, houses, housing colonies, hotels, canteen, schools, hospitals, markets, theatres and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interest and to contribute, to subsidize or otherwise assist, to take part in construction, improvement, maintenance, development, working, management, carrying out or control thereof.

41. To establish, provide for, maintain and conduct or otherwise subsidize or become members of, research laboratories and experimental workshops or scientific and technical research and experiments and undertake and carry on all scientific and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical investigation and inventions by providing, subsidizing, endowing or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments of any kind that may be considered likely to benefit directly or indirectly the Company.
42. To undertake or execute any Trust, the undertaking whereof may be deemed desirable and either gratuitously or otherwise.
43. To do all or any of the above things in any part of the world and either as principals, agents, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, or otherwise, and generally to do all such other things as may be necessary, incidental, conducive or convenient to the above objects or any of them.

**(C) The other objects of the Company and not included in (A) and (B) above are:**

1. To carry on the business as manufacturers, importers, exporters, dealers, agents, distributors, whole salers and retailers in forgings, press, structural and rolling works of all kinds.
2. To carry on the business as manufacturers, importers, exporters, dealers, agents, distributors, whole salers and retailers of mechanical, electrical, marine, aeronautical, agricultural, sanitary, civil and construction engineers.
3. To carry on the business as manufacturers, importers, exporters, dealers, agents, distributors, whole salers and retailers of all kinds of industrial stores, spare parts, dye stuffs and chemicals.
4. To carry on the business as manufacturers, importers, exporters, dealers, agents, distributors, whole salers and retailers of all types of machineries and tools.
5. To carry on the business as manufacturers, importers, exporters, dealers, agents, distributors, whole salers and retailers of transformers, switches, switch boards, starters, electric bulbs, tube lights, cables, wires and other accessories.
6. To carry on the business as manufacturers, importers, exporters, dealers, agents, distributors, whole salers and retailers of activated carbon.
7. To carry on the business as manufacturers, importers, exporters, dealers, agents, distributors, whole salers and retailers of chemicals, fertilizers and their bye products.

8. To carry on the business as manufacturers, importers, exporters, dealers, agents, distributors, whole salers and retailers of paints, varnishes, inks, oils, brushes and others.
9. To carry on the business as manufacturers, importers, exporters, dealers, agents, distributors, whole salers and retailers of brewers, distillers or malters of all types.
10. To carry on the business as manufacturers, importers, exporters, dealers, agents, distributors, whole salers and retailers of jars, flasks, corks, bottles & bottle stoppers.
11. To carry on the business as manufacturers, importers, exporters, dealers, agents, distributors, whole salers and retailers of bricks, hallow bricks, tiles of all kinds and pipes & fittings of all types.
12. To carry on the business as manufacturers, importers, exporters, dealers, agents, distributors, whole salers and retailers all kind of paper and paper products.
13. To carry on the business as manufacturers, importers, exporters, dealers, agents, distributors, whole salers and retailers of all kinds of plastics, polyethylene, polyurethane, polyster films and related products.
14. To carry on the business as manufacturers, importers, exporters, dealers, agents, distributors, whole salers and retailers of all kind of boxes, wooden cardboard, fibre boards, tins and iron-sheets.
15. To carry on the business as manufacturers, importers, exporters, dealers, agents, distributors, whole salers and retailers of cotton, felt, jute and other webbings, wastes and rags.
16. To carry on the business as manufacturers, importers, exporters, dealers, agents, distributors, whole salers and retailers of computers, fax-machines, teleprinters, telephone equipments, exchange instruments and the accessories.
17. To carry on the business as manufacturers, importers, exporters, dealers, agents, distributors, whole salers and retailers of all types of perfumery, soap, cosmetics and other toilet preparations.
18. To carry on the business as manufacturers and marketers of plantation crops, agricultural crops, cash crops, and vegetable products.
19. To carry on the business of carriers and transporters.
20. To carry on the business of dairy farming, poultry farming and other live stocks and sea foods.
21. To carry on the business of agencies and distributors of all products and merchandise.
22. To carry on the business of agents for real estate, housing and other projects.

23. To carry on the business of leasing, instalment and hire purchase in all types of movable and immovable properties and consumer products and industrial articles.
24. To carry on the business of electronic and electrical products of all kinds.
25. To carry on the business of manufacturers and dealers of motors, pumpsets of all kinds and their spares and accessories in India and/or elsewhere.
26. To establish, provide, maintain and conduct and carry on scientific or other research laboratories, institutions for the training, education and instruction of students and others and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings, and conferences in connection therewith.
27. To carry out the business of hotel, restaurant, cafe, tavern, beer-house, refreshments rooms and lodging houses.
28. To carry on the business of an investment Company.
29. To carry on the business of finger and handwriting experts.
30. To arrange for apprehension of backmarketeters bribetakers and other offenders as may be permissible in law.
- \*31. To carry on the business of cash, bullions, antiques escorts.
- \*32. To install train and operate all kind of security systems including alarms, electronic devices, security detectors etc.
- \*33. To organize, execute, operate security consultancy and security audits.
- \*34. To organize, conduct, Manpower Security Training including arms Training.

IV. The liability of the members is limited.

V. The authorized share capital of the Company is Rs. 30,00,000 (Rupees Thirty Lakhs only) divided into 3,00,000 Equity shares of Rs. 10/- (Rupees Ten only) each with power to increase or reduce the same in accordance with the provisions of the Companies Act, 1956.

The shares forming the Capital (original, increased or reduced) of the Company may be sub-divided or consolidated or divided into such clauses, with any preferential, qualified, special or other rights, privileges or conditions attached thereto, and be held upon such terms as may be prescribed by the Articles of Association of Regulations of the Company for time being or otherwise.

- \* Inserted as above vide resolution No.1 by altering memorandum of association on 01. 07. 2009.

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 to our respective names.

Sl.No.	Name, Address, Description & Occupation of subscribers	Number of Equity Shares taken by each subscriber	Signature
1.	<b>A.K. SHEKAR</b> S/o. Arokiasamy D21, Silvan Estate, Nanjundapuram Road, Parsn Sesh Nestle, Coimbatore - 641 036. (Business)	21,000/- (Twenty one thousand only)	(Sd/-) <b>A.K. SHEKAR</b>
2.	<b>CHRISTOPHER ARVINTH</b> S/o. A.K. Shekar D21, Silvan Estate, Nanjundapuram Road, Parsn Sesh Nestle, Coimbatore - 641 036. (Business)	21,000/- (Twenty one thousand only)	(Sd/-) <b>CHRISTOPHER ARVINTH</b>
3.	<b>RANI WILLIAMS</b> W/o. Williams 16, Marutham Nagar, Vadavalli, Coimbatore - 641 041. (Business)	1,000/- (one thousand only)	(Sd/-) <b>RANI WILLIAMS</b>
4.	<b>VERONICA</b> W/o. R. Dhanapaul 16, Marutham Nagar, Vadavalli, Coimbatore - 641 041. (Business)	1,000/- (one thousand only)	(Sd/-) <b>VERONICA</b>
5.	<b>MARY PUSHPA S.</b> W/o. A.K. Shekar D21, Silvan Estate, Nanjundapuram Road, Parsn Sesh Nestle, Coimbatore - 641 036. (Business)	2,500/- (Two thousand five hundred only)	(Sd/-) <b>MARY PUSHPA</b>
6.	<b>ROHINI SIVALINGAM</b> D/o. R.R. Sivalingam D21, Silvan Estate, Nanjundapuram Road, Parsn Sesh Nestle, Coimbatore - 641 036. (Business)	1,000/- (one thousand only)	(Sd/-) <b>ROHINI SIVALINGAM</b>
7.	<b>CAROLINE SHEKAR</b> D/o. A.K. Shekar D21, Silvan Estate, Nanjundapuram Road, Parsn Sesh Nestle, Coimbatore - 641 036. (Business)	2,500/- (Two thousand five hundred only)	(Sd/-) <b>CAROLINE SHEKAR</b>
	<b>Total</b>	50,000/- (Fifty thousand only)	

Place : Coimbatore

Date : 10.9.2003

Witness to the above signatures

All signed before me at Coimbatore

-Sd-

**R. Rajasekar B.Com., FCA**

Chartered Accountant

S/o. Raghavendra Rao

C-6, 2nd Floor, KLR Complex

626, Cross cut Road

Coimbatore - 641 012.

आयकर विभाग  
INCOME TAX DEPARTMENT



भारत सरकार  
GOVE. OF INDIA

STALWART SECURITY SERVICES  
INDIA LIMITED



11/11/2003

Permanent Account Number

AAHCS7398R

12072013