

**MEMORANDUM OF ASSOCIATION OF
CHEMBOND CHEMICALS LIMITED**

- I. The name of the Company is **CHEMBOND CHEMICALS LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. **

**(A) OBJECTS TO BE PURSUED BY THE COMPANY ON ITS
INCORPORATION ARE:-**

1. To carry on the business whether in India or outside India of manufacturing, producing, processing, mixing, blending, refining, formulating, buying, selling, distributing or otherwise dealing in all kinds and varieties of chemicals including but not limited to speciality chemicals, intermediates, or chemical mixtures, additives, adhesives, cleaning agents, bonding agents, waterproofing compound, chemicals for coating or otherwise, organic / inorganic chemicals, resins, resins based chemicals, corrosion inhibitors, surface treatment of ferrous and non-ferrous metals and other substrates for anti-corrosive, paint adhesion or lubricity purposes, electrolytic cleaners, chemical paint strippers, chemically treated cloth, face mask and other material for dust control and removal, chemicals and polishes for finished products, plastic compounds, particularly polyvinyl chloride, liquid plastic membranes, liquid plastic coating materials and chemicals of all types, all kinds of paints, enamels, varnishes, coatings, enzymes, sealants etc, whole range of water and waste water treatment chemicals, systems and machineries, water management solutions, water treatment membranes, oilfield and process chemicals, textile chemicals, bio-based chemicals, bio-remediation cultures and chemicals, engineering polymers and materials, Bio based polyamides used as engineering and performance plastics, high performance polymers for commodity and automobile applications, high performance and high temperature withstanding plasticisers as lubricating additive for rolling steel application, synthesis and characterization of monomers for high performance differentiated polyimides, Electronic instruments and smart automation products.
2. To carry on all or any business of manufacturers, dealers or processors in the field of pretreatment of ferrous and non-ferrous metals for anti-corrosive and paint adhesion purposes.
3. To carry on all or any of the business of Chemical Engineers, Manufacturers, dealers in chemicals and as inventors, exploiters or all types of processes on the field of chemicals and the pre-treatment for anticorrosive and paint adhesive purposes of metals and metallic substances.
4. To undertake and execute or sub-contract whole or in part any engineering contracts for supply, manufacture, use or application of all types of the above products, either for construction, repairs, maintenance, coating, bonding or otherwise and to undertake and carry out construction and development activities, facility management, project management consultancy, technical equipments and installations, providing

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For Chembond Chemicals Limited

Suchita Singh
Suchita Singh

Company Secretary

Membership No. A43837

performance monitoring services, undertaking operating and maintenance contracts, offering EPC and design engineering services.

5. To establish, operate, propagate, manufacture, produce, cultivate, process, do research and development, test, analyze, collaborate, import, export, sell, purchase or otherwise deal in marketing or multi-marketing of healthcare and nutrition products, food or food supplements for cattle, livestock, poultry, pets, fishes and all living species, whether for healthcare, nutrition or bioscience (any of the life sciences) related purposes. Products can include any chemicals, drugs, intermediates, plants, herb and vegetable extracts, marine / sea foods, natural or genetically modified organisms or organism derived products, manufactured through plant & machinery, fermentation, membrane processing, or through any other processing.
6. To undertake, conduct, promote or carry on or to help to undertake, conduct, promote or carry on either the scientific and/ or industrial research and developmental activities to develop new products or substitute for existing / imported products and to develop and maintain testing house and laboratory for own use and for others either solely or in association with others in connection with the Company's object or trade or businesses or any of them.
7. To carry on any other business (whether manufacturing or otherwise), which may seem to the Company capable of being conveniently or advantageously carried on in connection with the Company's objects or which it may feel advisable to undertake with a view to developing, rendering valuable prospect or turning to account or in which the Company may be interested.

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

1. To undertake and execute any contract for the supply, design, fabrication, manufacture, installation of all types of machinery, producing all types of chemicals and chemicals for the treatment of all types of metals and to carry out any ancillary.
2. To carry on research and development of technology and process development with a view to sell the knowhow on royalty, licence or any other basis and to deal in all types of chemicals, metals, alloys, compounds, synthetics and such other allied or kind trades and business to buy, sell, deal and manufacture in all kinds of chemicals, metals, materials, substances, stores, articles, chattels and effects which may be found advantageous or convenient and things required for incidental to such business as aforesaid.
3. To purchase any materials, machinery, plant, stores and other articles or things for all or any of the objects or purpose of the Company.
4. To purchase, buy, take on lease, or otherwise acquire any land (whether freehold or leasehold) houses, buildings or other property with or without machinery to erect, construct and build any warehouses, engine houses, factories, mills or other buildings, which may be considered expedient or desirable for the objects or purposes of the Company or any of them, and to pay for the same lands, buildings, and other property, whether purchased or acquired or built or constructed by the

Company, in cash or on deferred payment or to take advances on them or any of them.

5. To extend the business of the Company from time to time, by adding to, altering or enlarging all or any of the buildings, premises, plant and machinery, for the time being the property or in the possession of the Company; also by erecting new or additional buildings on all or any of the lands, for the time being the property or in the possession of the Company and also expanding from time to time such sums of money as may, in the opinion of Directors, be necessary or expedient for the purpose of improving, adding to, altering, repairing and maintaining buildings, machinery, plant and property for the time being of the Company and to pay for all such extensions, improvements, additions and alterations either in cash or to make advances on them.
6. To invest, discover, acquire and take over recipes, formulas, technical and other data and information, trade-marks, patents and patent rights, privileges, licenses, concessions in regard to any machines and any other substances, article and things and the manufacture, preparation, sale and disposal thereof which the Company is authorized to manufacture or deal in.
7. To buy, sell, manufacture, repair, alter, exchange, let or take on hire, export and deal in any articles of whatever description, plant, machinery, materials, including stores and raw materials, implements, rolling stock and hardware of all kinds and things which may be required for the purposes of any of the business of the Company or commonly supplied or dealt in by persons engaged in similar business or which may seem capable of being profitably dealt with in connection with or otherwise calculated directly or indirectly, to enhance the value or render profitable any of the Company's properties or rights.
8. To purchase or by any other means acquire and protect, prolong and renew, whether in India or elsewhere, any patents, patent rights, brevets d'invention, licences, protections, and concessions, which may appear likely to be advantageous or useful to the Company, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to spend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
9. To establish and maintain any agencies in any part of the world for the conduct of the business of the Company or for the purchase or sale of any materials or things for the time being at the disposal of the Company for sale and to advertise and adopt means of making known, all or any of the manufactures, products or goods of the Company or any articles or goods traded or dealt in by the Company in any way that may be thought advisable.
10. To purchase or otherwise acquire and undertake the whole or any part of the business, property rights and liabilities of any person, firm or Company carrying on any business which this Company is authorized to carry on or possessed of property or rights suitable for any of the purposes of the Company, and to purchase, acquire, sell and deal in property both movable and immovable, shares, stock, debenture-stock of any such persons, firm or company and to conduct, make or carry into effect any arrangements in regard to the winding-up of the business of any such person, firm or company.

11. To enter into partnership or into any arrangement for sharing profits, amalgamation, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in, or any business or transaction which the Company is authorized to carry on or engage in, or any business directly or indirectly to benefit the Company; and to lend money, to guarantee the contracts of or otherwise assist any such person, firm or company and to place, take or otherwise acquire with or without guarantee or otherwise deal with the same.
12. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.
13. To promote any company or companies or to take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company for the purpose of acquiring all or any of the property, rights, and liabilities of the said company with a view to directly or indirectly benefit this Company.
14. To contract, execute, carry out, equip, improve, work, develop, administer, manage or control all kinds of factories or manufacturing works and conveniences of all kinds.
15. To draw, accept and make, and to endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading and other negotiable instruments connected with the business of the Company.
16. Subject to the provisions of Section 73, 74 and 76 of the Companies Act, 2013, and rules framed thereunder and directives of the Reserve Bank of India(RBI) from time to time to borrow or raise or secure payment of money or to receive money on deposit at interest for any of the purposes of the Company, and at such time or times and in such manner as may be thought fit and in particular by the issue of debentures, or debenture-stocks, perpetual amenities or otherwise as security for any such money so borrowed, raised or received, or of any such debentures, or debenture-stock so issued to mortgage, pledge or charge the whole or any part of the property, assets, undertakings or revenue and profits of the Company, present or future including its uncalled capital by special assignment or otherwise to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient, and to purchase, redeem, or pay off any such securities, provided the Company shall not carry on Banking business as defined by the Banking Regulation Act, 1949.
17. To accumulate funds and to deal with and invest monies of the Company not immediately required in equity or preference shares, mutual funds, stocks, bonds, debentures (convertible and non-convertible) of new projects and securities of all kinds and every description of well-established and sound companies, to subscribe to capital issues of joint stock companies, ventures, industries, units, trading concerns whether old or new, whether falling under the same management or otherwise as the Company may think fit and to assist them by granting financial accommodation by way of loans/advances to industrial concerns and to assist industrial enterprises in creation, expansion and modernisation upon terms whatsoever and to act as finance brokers, merchants and commission agents and to deal in Government securities including Government bonds, loans, National savings certificates, post office, saving

schemes, units of investments, etc., including units of Unit Trust of India or in any other securities as may be required from time to time.

18. To lend or advance money or goods or give credit to such persons, firms or companies and on such terms as may seem expedient and in particular to customers, agents and others having dealings with the Company and guarantee the performance of contracts by such persons, firms or companies.
19. To sell or in any other manner deal with or dispose of the undertaking or property of the Company or any part thereof for such contribution as the Company may, think fit, and in particular for shares, debentures or other securities of any other company having objects altogether or in part similar to those of the Company.
20. To establish or support or aid in establishment or support of associations, institutions, funds, trusts and conveniences calculated to benefit the Directors or Ex-Directors or the employees or ex-employees of the Company or the dependants of such persons and to grant pensions and allowances and to subscribe or guarantee money for charitable or benevolent objects for any exhibition or for any public, general or useful object.
21. To remunerate any person or company for services rendered or to be rendered or in placing or assisting to place or guaranteeing the placing of any debentures, 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.
22. To carry on the business of manufacturers of and / or dealers in all other articles and commodities akin to or connected with any of the business mentioned herein before and also to carry on any other trade or business whether manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the company's properties or rights.
23. To carry on business as merchants, traders, commission agents, brokers, adatias, buyers, sellers, importers, exporters, dealers, collectors, manufacturers or in any other capacity in India and elsewhere and to import, export, buy, sell, barter, exchange, pledge, mortgage advance upon or otherwise trade and deal in goods, produce articles and merchandise of any kind whatsoever dealt with or required for the said business of the Company.
24. To act as buying and selling agents of any company, firm or persons and to do and perform all and in singular the duties, services and offices which the buying and Selling Agents, usually do and perform and to transact all kinds of agency business and to undertake and to become bound by conditions of any agreement or agreements entered into for any of the purposes aforesaid.
25. To apply for and take out, purchase or otherwise acquire by way of licence or otherwise any patents, patent rights, or inventions, trade mark rights, copy rights or secret processes technical aid or knowhow which may be useful for the Company's objects and to grant licences to use the same.
26. To collect, process, fabricate, dispose of and deal in all bye products and slag from the main and subsidiary processes and manufacturers of the Company and to manufacture, process and deal in all products, industrial, consumer or otherwise.

27. To promote industrial finance, deposit or lend money, securities and properties to or with any company body corporate, firm, person or association whether falling under the same management or otherwise, in accordance with and to the extent permissible under the provisions of the Companies Act, 2013, with or without security and on such terms as may be determined from time to time. However, the Company shall not carry on the business of Banking as defined under the Banking Regulation Act, 1949; and to carry on and undertake the business of finance, investment and trading, hire purchase, leasing and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire of all kinds of plant and machinery and equipment that the Company may think fit and to assist in financing operations of all and every kind of description of hire purchase or deferred payment or similar transactions and to subsidise finance or assist in subsidising or financing the sale and maintenance of any goods, articles, or commodities of all and every kind of description upon any terms whatsoever and to purchase or otherwise deal in all forms of immovable and movable property including lands and buildings, plant and machinery. Equipment, ships, aircraft, automobiles computers and all consumer, commercial and industrial items and to lease or otherwise deal with them in any manner whatsoever including release thereof regardless of whether the property purchase and lease be new and/or used.

(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.**

(V) The Share Capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crore Only) divided into 2,00,00,000 (Two Crore) Equity shares of face value Rs.5/- (Rupees Five Only) each capable of being increased or reduced in accordance with the Company's regulations and the legislative provisions for the time being in force in this behalf and with power to divide the shares in the Capital for the time being into several classes and to attach thereto respectively, preferential, deferred, qualified, or special rights attached thereto, such rights shall not (except where the terms of issue otherwise provide) be alterable or dealt with otherwise than pursuant to the provisions contained in the Articles of Association of the Company.#

We, the several persons whose names and addresses are subscribed hereto are desirous of being formed into a Company in pursuance of the 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.

substituted by the Ordinary Resolution of Shareholders in the Annual General Meeting held on 30th July, 2016.

** Amended by the Special Resolution of Shareholders in the Extra-ordinary General Meeting (Postal Ballot) held on 25th March, 2019.

Name, Addresses, Description and occupation of Subscribers	No. of Shares taken by each Subscriber	Signature of Witnesses, their addresses, descriptions and occupation
<p>Dr. VINOD DAHYALAL SHAH S/o. DahyalalPurshotamdas Shah Occupation: Chemical Engineer Address: 7, Sanjukta. S. V. Road, Bandra, Bombay 400 050.</p> <p>Sd/-</p>	One Hundred Equity Shares	<p>Kastury Virendra Narasimhan Chartered Accountant S/o. Kastury Laxmi Narasimhan Ghia Building 121, Princess Street, Bombay 400 002 Sd/-</p>
<p>CHINUBHAI DAHYALAL SHAH S/o. DahyalalPurshotamdas Shah Occupation: Business Address: 17, Divine Grace Society, 139-C, Prabhat Colony, Santacruz (East), Bombay 400 055.</p> <p>Sd/-</p>	One Hundred Equity Shares	
	Two Hundred Equity Shares	

Dated at Bombay this 10th day of March, 1975

Certified True Copy
For Chembond Chemicals Limited

Suchita Singh

Suchita Singh
Company Secretary
Membership No. A43837