

MEMORANDUM OF ASSOCIATION AND ARTICLE OF ASSOCIATION



NARMADA CLEAN TECH

(a Subsidiary of GIDC)

Surti Bhagor, Nr. Gujarat Gas Office, Umarwada Road, Ankleshwar – 393 001,
Dist. : BHARUCH (GUJARAT). Tele : (02646) 645285, 645635. E-mail: info@nctc.co.in
Website: www.nctc.co.in. CIN : U99999GJ2000NPL037236



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Ahmedabad

RoC Bhavan , Opp Rupal Park Society , Behind Ankur Bus Stop , Naranpura Ahmedabad - 380013, Gujarat, INDIA

Certificate of Incorporation pursuant to change of name
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): : U99999GJ2000NPL037236

I hereby certify that the name of the company has been changed from NARMADA CLEAN TECH LIMITED to NARMADA CLEAN TECH with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name BHARUCH ECO AQUA INFRASTRUCTURE LIMITED

Given under my hand at Ahmedabad this Fourth day of December Two Thousand Fourteen.

Validity unknown
Digitally signed by
Misra Sankar Nath
Date: 2014.12.04
20:15:55 GMT+05:30

VILAS SAMBHAJI HAJARE
Assistant Registrar of Companies
Registrar of Companies
Ahmedabad

Mailing Address as per record available in Registrar of Companies office:

NARMADA CLEAN TECH
SURTI BHAGOR NR.GUJARAT GAS OFFICE, UMARWADA ROAD,
ANKLESHWAR - 393001,
Gujarat, INDIA

AM: COMPANY REG
E-mail: roc.ahmedabad@mca.gov.in



By Hand/Speed Post

दूरभाष संख्या Tel.No.: 079 27438531

फैक्स संख्या Fax No.: 079 27438371

भारत सरकार

GOVERNMENT OF INDIA

कार्पोरेट कार्य मंत्रालय

MINISTRY OF CORPORATE AFFAIRS

कार्यालय, कम्पनी रजिस्ट्रार, गुजरात, दादरा एवं नगर हवेली

OFFICE OF THE REGISTRAR OF COMPANIES, GUJARAT, DADRA & NAGAR HAVELI,

आर.ओ.सी. भवन, रूपल पार्क के सामने, अंकुर बस स्टैण्ड के पास,

ROC BHAVAN, OPP. RUPAL PARK, NR. ANKUR BUS STAND,

नारणपुरा, अहमदाबाद (गुजरात) NARANAPURA, AHMEDABAD (GUJARAT) 380013.

Section 25 Licence Number :

Licence under section 25 of the Companies Act, 1956.

Whereas it has been proved to my satisfaction that the objects of NARMADA CLEAN TECH LIMITED, being a Company registered under the Companies Act, 1956, as limited company are restricted to those specified in section 25, sub-section (1), clause (a) of the said Act and that it intends to apply its profits, if any, or other income in promoting its objects and to prohibit the payment of any dividend to its members.

NOW, THEREFORE, in exercise of the powers conferred by Section 25 of the said Act, read with the Notification of the Government of India, the then Department of Company Affairs, No. GSR 222(E) dated 17/03/2011, I, S.N. Misra, the Registrar of Companies at Gujarat, Dadra and Nagar Haveli, hereby grant this licence, authorising the company by a special resolution to change its name by omitting the word "Limited" from such name, subject to the following conditions, namely :-

- (1) That the said company shall in all respect be subject to and governed by the conditions and provisions contained in its Memorandum of Association;
- (2) that the income and property of the said company whensoever derived, shall be applied solely for the promotion of the objects as set forth in its Memorandum of Association and that no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus, or otherwise by way of profit, to persons who at any time are or have been members of the said company or to any of them or to any person claiming through any one or more of them;
- (3) that no remuneration or other benefit in money or money's worth shall be given by the company to any of its members, whether officers or servants of the company or not, except payment of out-of pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company;

(4) that no member shall be appointed to any office under the company which is remunerated by salary, fees, or in any other manner not excepted by clause (3);

(5) that nothing in this clause shall prevent the payment by the company in good faith of reasonable and proper remuneration to any of its officer or servants (not being members) or to any other person (not being a member), in return for any services actually rendered to the company;

(6) that nothing in clauses (3), (4) and (5) shall prevent the payment by the company in good faith, with the previous approval of the Central Government, of reasonable and proper remuneration to any of its members in return for any services (not being services of a kind which are required to be rendered by a member), actually rendered to the company;

(7) that no alteration shall be made to the Memorandum of Association or to the Articles of Association of the company, which are for the time being in force, unless the alteration has been previously submitted to and approved by the Central Government; and

(8) that the licence and the registration of the said company pursuant hereto shall cease to have any force or effect on violation of any of the aforesaid conditions or any of the conditions and provisions contained in its Memorandum of Association and thereupon this licence shall be revoked in accordance with the provisions of the said section 25 of the Companies Act, 1956.

(S.N. MISRA)

REGISTRAR OF COMPANIES,
GUJARAT, DADRA & NAGAR HAVELI.

DATED: 29th DAY OF AUGUST, 2013

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, गुजरात, दादरा एवं नगर हवेली

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U99999GJ2000PLC037236

संज्ञक BHARUCH ECO-AQUA INFRASTRUCTURE LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि संज्ञक
BHARUCH ECO-AQUA INFRASTRUCTURE LIMITED

जो मूल रूप में दिनांक चौदस जनवरी दो हजार को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत संज्ञक
BHARUCH ECO AQUA INFRASTRUCTURE LIMITED

के रूप में विद्यमान था। मैं कम्पनी अधिनियम, 1956 की धारा 21 की धारा के अनुसार विधिवत आवश्यक विनिश्चय पारित करके गया
लिखित रूप में यह सुनिश्चित करके की उक्त भारत का अधिकांश, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य
विभाग, गृह विभाग की अधिसूचना सं. सा. का. नि. 507 (अ) दिनांक 24.8.1985 एन्.आर.एन. B07933880 दिनांक 08/04/2011 के द्वारा
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में संज्ञक
NARMADA CLEAN TECH LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा अहमदाबाद में आज दिनांक आठ अप्रैल दो हजार प्यारह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Gujarat, Dadra and Nagar Havelli

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : U99999GJ2000PLC037236

In the matter of M/s BHARUCH ECO-AQUA INFRASTRUCTURE LIMITED

I hereby certify that BHARUCH ECO-AQUA INFRASTRUCTURE LIMITED which was originally incorporated on
Twenty Fourth day of January Two Thousand under the Companies Act, 1956 (No. 1 of 1956) as BHARUCH ECO
AQUA INFRASTRUCTURE LIMITED having duly passed the necessary resolution in terms of Section 21 of the
Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto
under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New
Delhi, Notification No. G.S.R 507 (E) dated 24/08/1985 vide SRN B07933880 dated 08/04/2011 the name of the
said company is this day changed to NARMADA CLEAN TECH LIMITED and this Certificate is issued pursuant to
Section 23(1) of the said Act.

Given under my hand at Ahmedabad this Eighth day of April Two Thousand Eleven.



(RAJESH KUMAR DALMIA)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

गुजरात, दादरा एवं नगर हवेली
Gujarat, Dadra and Nagar Havelli

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पताकार का पता :
Mailing Address as per record available in Registrar of Companies office:

NARMADA CLEAN TECH LIMITED
SURTI BHAGOR NR. GUJARAT GAS OFFICE, UMARWADA ROAD,
ANKLESHWAR - 393001,
Gujarat, INDIA

Co. No. 04-37236

FRESH CERTIFICATE OF INCORPORATION ON
CHANGE OF NAME

IN THE OFFICE OF THE REGISTRAR OF COMPANIES,
GUJARAT, DADRA & NAGAR HAVELI,
[Under The Companies Act, 1956 (1 of 1956)]

IN THE MATTER OF **BHARUCH ECO-ACQUA
INFRASTRUCTURE LIMITED**

I hereby certify that **BHARUCH ECO-ACQUA INFRASTRUCTURE LIMITED** which was originally incorporated on 24/01/2000 under the Companies Act, 1956 and under the name **BHARUCH ECO-ACQUA INFRASTRUCTURE LIMITED** having duly passed the necessary resolution in terms of section 21 of the Companies Act, 1956 on 16/07/2001 and the approval of the Central Government signifies in writing having been accorded thereto by the Registrar of Companies, Gujarat, vide his letter dated 07/11/2001 in terms of Government of India, Ministry of Law, Justice & Company Affairs, (Department of Company Affairs) Notification No. GSR 507 (E) dated 24/06/1985 the name of the said Company is this day changed to **BHARUCH ECO-AQUA INFRASTRUCTURE LIMITED** and this certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at AHMEDABAD.

Dated this 07/11/2001.



Sd/-
(S. K. MANDAL)
Registrar of Companies
GUJARAT
Dadra & Nagar Haveli

Company No. 04-37236

CERTIFICATE FOR COMMENCEMENT OF BUSINESS

Pursuant to Section 149 (3) of the Companies Act, 1956

*I hereby certify that the
BHARUCH ECO-ACQUA INFRASTRUCTURE
LIMITED which was incorporated under the Companies
Act, 1956 (No. 1 of 1956) on the Twenty Fourth day of
January, 2000 and which has this day filed or duly
verified declaration in the prescribed form that the
conditions 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 AHMEDABAD This
27/01/2000.*



Sd/-
(P. A. SAPLE)
Asstt. Registrar of Companies
GUJARAT
Dadra and Nagar Haveli

FORM I. R.
1999-2000



FORM I. R.

CERTIFICATE OF INCORPORATION

No. 04-37236 of 1999-2000

I hereby certify that
BHARUCH ECO-ACQUA INFRASTRUCTURE 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 **AHMEDABAD** this **TWENTY FOURTH** day of **JANUARY, TWO THOUSAND.**



Sd/-
(P. A. SAPLE)
Asstt. Registrar of Companies
GUJARAT
Dadra and Nagar Haveli

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES AND HAVING SHARE CAPITAL AND
REGISTERED UNDER SECTION 25 OF THE COMPANIES ACT, 1956

MEMORANDUM OF ASSOCIATION

OF

NARMADA CLEAN TECH

- I. The Name of Company is "NARMADA CLEAN TECH".
 - II. The Registered Office of the Company will be situated in the "State of Gujarat".
 - III. The Objects for which the Company is established are:
 - [A] THE MAIN OBJECT OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION IS :
 1. To undertake activities such as waste land reclamation, to undertake and promote activities for creation of public awareness about environmental issue, to take up and co-ordinate with concerned state, national and international organizations, agencies and authorities, subject to provisions of laws, rules, regulations as applicable in the state matters related to environmental issues, to undertake any kind of project or activity for the improvement and betterment of environment and in particular to undertake pipeline project which includes a project of laying down of pipeline for carrying treated effluent of the industries of Jhagadia, Ankleshwar and Panoli and such other industries or industrial estates which may form part of this project to a disposal point and to look after operation and maintenance of the project referred to above and to implement and/or operate common effluent conveyance system for the said GIDC estates including the business to undertake actively maintenance, monitoring of the above mentioned
 - * "PROVIDED THAT no object of the Company shall be carried out without permission of the competent authorities, whosoever and no object of the Company shall be carried out on a commercial basis.
 - * (Altered vide Special Resolution passed at the Annual General Meeting held on 22/09/2012.)
- PROVIDED FURTHER THAT the Company shall apply its profits, if any, or other income in promoting its objects and to prohibit the payment of any dividend to its members,"

SECRET

CONFIDENTIAL

NOT FOR

DISSEMINATION

COMPANY

and shall
not be
used for
any other
purpose
except
as may
be required
for the
purpose
of the
Company

not to be
used for
any other
purpose

[B] THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECT ARE :

1. To acquire real or leasehold estate and to purchase, lease or otherwise acquire or provide in any place in which any part of the business of the company may from time to time be carried on all such offices, warehouses, workshops, buildings, houses for employees and Directors, Machineries, Engines, plant and appliances as may be considered requisite for the purpose of carrying on the business of the company or any part thereof.
2. To form, constitute, float, lend money to assist and control similar associations or undertakings whatsoever.
3. To promote, subsidise and assist companies, syndicates and partnerships of all kind in any manner as may be thought fit in connection with any of the above objects of the company.
4. To hold, use, work, manage, improve, carry on, develop the undertaking, lands and movable estate or property and assets of any kind of the company or any part thereof.
5. To dispose of any property of the company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as may be thought fit and to accept payment or satisfaction for the same in cash or otherwise.
6. To subscribe for, take or otherwise acquire and hold shares, stocks debentures or other securities of any other company having objects altogether or in part similar to those of the company or carrying on any business capable of being conducted so as directly to benefit the company.
7. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or any other useful Institutions in their objects or purposes or for any exhibitions but not for political objects.
8. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donation, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of Company or of any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company or who are/were at any Director or officers of the company or of any such other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or to advance the interest and well being of the Company or of any such other company as aforesaid and make payment to or towards the insurance of any such persons as aforesaid and to any matters aforesaid either alone or in conjunction with, any such other company as aforesaid.
9. To provide for the welfare of Directors, 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 for the building, houses, dwelling or quarters, or by grants of money, pensions, gratuities, allowance, bonus, profit sharing bonus or benefits or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institution funds, profit sharing or other scheme or trust and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendants, and other assistances as the Company shall think fit.
10. To establish, provide, maintain and conduct or otherwise subsidise research, laboratories and experimental workshop for scientific and technical research and experiments and undertake and carry on with all scientific and technical research experiments and tests undertake and to promote studies and research both scientific and technical investigation and invention by providing subsidy or assisting laboratories workshops, libraries, lectures, meetings and conferences and by providing the remunerations of scientific or technical professor or teachers and by providing for the awards or exhibition, scholarship prizes and grants to students or otherwise and generally to encourage promote

and reward studies, researches, investigation, experiment, tests and invention of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.

11. To appoint any Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
12. To aid pecuniarily or otherwise, any association, body or movement having similar object, the solution, settlement or labour problems or the promotion of industry or trade.
13. To acquire and undertake all or any of the business property and liabilities of any person, company carrying on or proposing to carry on any business which the Company is authorised to carry on or possessed of property suitable for the purpose of the Company which can be capable of being conducted so as directly to benefit the Company and to subsidise or assist any such persons or company financially or otherwise.
14. To vest any movable or immovable property rights or interests acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
15. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with Company and to guarantee the performance of any contract or obligation and the payment of money to any such person or companies and generally to give guarantee and indemnities.
16. To guarantee the payment of money secured or unsecured by or payable under in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages charges, obligations, instruments, of any person whatsoever, whether incorporated or not and generally to guarantee or become securities for the performance of any contracts or obligations.
17. To undertake and execute any trust, the undertaking of which may seem to the Company desirable either gratuitously or otherwise.
18. To carry on business or branch of a business which this Company is authorised to carry on by means or through the agency of any subsidiary or other companies and to enter into any arrangement with such subsidiary Company for taking the profits and bearing the loss at any business or branch so carried on, or for financing any such business or branch so guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily to close any such branch or business.
19. To pay all preliminary expenses of any company promoted by the Company or any company in which this Company is or may contemplate being interested including in such preliminary expenses all or any part of the cost and expenses of owners of any business or property acquired by the Company.
20. To procure the incorporation, registration or other recognition of the Company in any country, state or place outside India and to establish and maintain local registers and branch places of business in any part of the world subject to law in force.
21. To create any depreciation fund, reserve fund, sinking fund, insurance fund, educational fund or any other special fund or reserves whether for depreciation or for repairing improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or for any other purposes conducive to the interest of the Company.
22. Subject to the provisions of the Companies Act, 1956, to place to reserve or to distribute as dividends or bonus share among the members or otherwise to apply any money received by way of premium on shares or debentures issued at a premium by the Company and any money received in respect of dividends accrued on or arising from the sale of forfeited share.
23. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of the Company or for any

other purpose which may seem directly or indirectly, calculated to benefit the Company and to place or guarantee the placing of subscribed for or otherwise acquired all or any part of the shares, business capable of being conducted so as directly or indirectly to benefit the Company.

24. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital including any undertaking or other commissions, broker's fees and charges in connection therewith and to remunerate (by cash or other assets or by the allotment of fully or partly paid shares) or by a call or option on shares, debentures, debenture-stocks, or securities of this or any other company or in any other manner whether out of the Company's capital or profits or otherwise to any person or persons for services rendered in introducing any property or business to the Company, in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stocks or other securities of the Company as the directors may think proper.
25. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange, promissory notes, hundies, debenture, bonds, bills of lading, railway, receipts, warrants and all other negotiable or transferable instruments.
26. To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this Company.
27. To open account or accounts with any firm or Company or with any bank or banks or bankers or shroffs to pay into, withdraw money from such account or accounts.
28. To apply for, tender, purchase or otherwise acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake execute, carry out dispose of or otherwise turn to account the same.
29. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings having similar objects and generally of any assets, property or rights.
30. To take part in the management, supervision and control of the business or operation of any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts.
31. Subject to the provisions of the Act, 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.
32. To amalgamate, enter into partnership or into any arrangement for sharing or pooling of profits, amalgamation, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on any business or transaction which may seem capable of being carried on or conducted so as, directly or indirectly to benefit the Company.
33. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other movable or immovable property or without security upon such terms and in such manner as may be thought proper from time to time, to vary such transactions and investments in such manner as the Directors may think fit subject to the provisions of the Companies Act, 1956.
34. To purchase or otherwise acquire, protect, prolong and renew any patents, rights, inventions, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account the same and to grant licence or privileges in respect of the same.
35. To pay or satisfy the consideration for any property, rights, shares, securities or assets whatsoever which the Company is authorised to purchase, or otherwise acquire either by payment in cash or by the issue of shares, or other securities of the Company, or in such other manner as the Company

may agree to partly in one mode and partly in another.

36. To search for and to purchase, protect, prolong, renew or otherwise acquire from any Government, state or authority any patents, protections, licences, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account, to work develop, carry out, exercise and turn to account the same.
37. To furtherance of the aforesaid objects of the Company.
 - [a] to enter into negotiations with and enter into arrangements and contracts and conclude the same with foreign and/or Indian parties and other persons for obtaining by grant, licence, and/or on other terms, formulate and other rights and benefits, and to obtain technical and engineering information assistance and service know-how and expert advice for installation of plant and machinery, production and manufacture of any products, and
 - [b] to pay for technical know-how, technical and engineering assistance and information and/or service rights or privileges acquired by the Company either in shares of the Company or partly in cash or otherwise.
 - [c] to pay to promoters such remuneration and fees and otherwise recompense them for their time and for the service rendered by them.
38. To do above things as may be incidental or conducive to the attainment of above objects, as principals and as through agents, brokers, trustees, contractors, either alone or in partnership or in conjunction with others.
39. Subject to the provisions of Sections 58 A of the Companies Act, 1956 and the rules made thereunder and the directives of the Reserve Bank of India, to borrow or raise or secure the payments of money or to receive money on deposit at interest for any of the purposes of the Company and at such time and from time to time and in such manner as may be thought fit and in particular by the issue of debenture or debenture-stocks convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or for any such debentures or debenture-stocks so issued to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company present or future including its uncalled capital by special assignments or otherwise or 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 and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company as the case may be provided that the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949.
40. To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities imperial, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of carrying out the objects of the Company directly or indirectly or effecting any modifications in the constitution of the Company or furthering interests of its members and to oppose any such steps taken by any other Company, firm or person 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 interests of the Company and to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the Company.
41. To apply for, promote and obtain any Act of Parliament or legislature, charter, privilege, concession, licence or authorisation of Government State or Municipality provisional order or licence of the Board of Trade or other authority for enabling the Company to carry out any of the objects into effect or for extending any of the powers of the Company for effecting any modification of the constitution of the Company for any other purpose which may seem calculated, directly or indirectly to prejudice the interests of the Company.

42. To make and/or receive donations, gifts or income to or from such persons, institution or trusts and in such cases and whether of cash or any other assets as may be thought directly or indirectly to benefit the Company or any of the objects of the Company and also to remunerate any person or corporation introducing or assisting in any manner the business of the Company.
43. To establish and support or aid in the establishment of and support associations, institutions, companies, societies, funds, trusts and conveniences for the benefit of the employees or ex-employees or of persons having dealing with the Company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances and bonuses either by way of annual payments or by way of lumpsum and to make payments towards insurance and to form and contribute to provident and benefit funds, or to such persons.
44. To indemnify members, officers, directors, agents and employees of the Company against proceedings, cost, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto.
45. To establish agencies in India and elsewhere, for sale and purchase to regulate and discontinue the same subject to law in force.
46. Subject to the provisions of the Act, the company shall have power to borrow any sum or sums of money either by way of short/long term loans for the purpose of the company and whether with or without any security or by such other terms and conditions and from such person or persons, firms, bank or any financial, industrial, institutions or any government or semi-government corporation as the company may deem fit.
- ** PROVIDED THAT the Company shall not support with its funds or endeavor to impose on or procure to be observed by its members or others, any regulations or restrictions which, if an object of the Company, would make it a Trade Union.

[C] OTHER OBJECTS : NIL

- IV. The liability of the members is limited.
- *V. The Authorised Share capital of the Company is Rs. 1,100,000,000/- (Rupees One hundred and Ten Crores Only) divided into 110,000,000 (Eleven Crores) Equity shares of Rs. 10/- (Rupees Ten Only) each.
- * Altered vide Ordinary resolution passed at the AGM held on 24/09/2015.
- ** (Altered vide Special Resolution passed at the Annual General Meeting held on 22/09/2012.)
- * VI. The objects of the Company extended to the whole of India.
- * VII. (1) The income and property of the company, whensoever derived, shall be applied solely for the promotion of its objects as set forth in this Memorandum.
- (2) No portion of the income or property aforesaid shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to persons who, at any time are, or have been members of the company or to anyone or more of them or to any person claiming through anyone or more of them.
- (3) Except with the previous approval of the Central Government, no remuneration, or other monetary benefit or such kind shall be given by the company to any of its members, whether officers or servants of the company or not, except payment of out of pocket expenses, reasonable and proper interest on money lent, or reasonable and proper rent on premises let to the company.

- (4) Except with the previous approval of the Central Government, no member shall be appointed to any office under the company which is remunerated by salary, fees, or in any other manner whatsoever except as is provided in sub Clause (3) above.
- (5) Nothing in this clause shall prevent the payment by the company in good faith of reasonable remuneration to any of its officers or servants (not being members) or to any other person (not being a member) in return for any services actually rendered to the company.
- * VIII. No alteration shall be made to this Memorandum of Association or to the Articles of Association of the company which are for the time being in force, unless the alteration has been previously submitted to and approved by the Registrar of Companies, Gujarat.
- * IX. True accounts shall be kept of all sums of money received and expended by the company and the matters in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the company; and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the company for the time being in force, the accounts shall be open to the inspection of the members. Once at least in every year, the accounts of the company shall be examined and the correctness of the balance-sheet and the income and expenditure account ascertained by one or more properly qualified auditor or auditors.
- * X. If upon a winding up or dissolution of the company, there remains, after the satisfaction of all the debts and liabilities, any property whatsoever, the same shall not be distributed amongst the members of the company but shall be given or transferred to such other company having objects similar to the objects of this company, to be determined by the members of the company at or before the time of dissolution or in default thereof, by the High Court of Judicature that has or may acquire jurisdiction in the matter."
- * *(Inserted vide Special Resolution passed at the Annual General Meeting held on 22/09/2012.)*

of the
 : with
 / del

entia
 at or so
 their

ation
 to being
 the

ts of
 rance
 and s.
 the
 the
 the

the
 ever
 rns
 by

tion

We, the several persons, whose names and addresses are subscribed 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 our respective names :-

Sr. No.	Names, Addresses, Descriptions, Occupations and Signature of the Subscribers	Number of Equity Shares taken by each Subscriber	Name, Address, Signature, Description and Occupation of the Common Witness
1.	Naranbhai Kalyanbhai Navadia Son of Kalyanbhai Navadia 99A9, New Colony, GIDC, Ankleshwar-393 002. Industrialist Sd/-	100 (One Hundred)	Common Witness To All Subscribers Kishor Surti Son of Sanmukhlal Surti 29, Adarsh Society, Ankleshwar-393 001. Chartered Accountant M. No. 34906 Sd/-
2.	Sitaram Bansal Son of Shri Radhakrishna Bansal 16, Dayanand Park Society, Zadeeshwar By Pass Road, Bharuch. Sd/- Service	100 (One Hundred)	
3.	Shri Baldevbhai Somdas Patel Son of Shri Somdas Patel Aksharkunj, Plot No. 406/4, Sardar Patel Society, GIDC, New Colony, Ankleshwar. Sd/- Industrialist	100 (One Hundred)	
4.	Kanchanlal Bhagat Son of Bhailalbhai Bhagat B/28, Someshwar Compound-1, 132 Ring Road, Satellite, Ahmedabad-380 015. Sd/- Service	100 (One Hundred)	
5.	Shri Ashok Panjwani Son of Shri Amarlal Panjwani Amar, Shivrangini Society, GIDC, Ankleshwar. Sd/- Service	100 (One Hundred)	
6.	Shri Ashok Kolatkar Son of Shri Gopal Kolatka 24, Utkarsh Society, Behind Polytechnic, Bhoalv, Bharuch. Sd/- Business	100 (One Hundred)	
7.	Shri Virendrabhai Raval Son of Shri Kantilal Raval GIL Colony, GIDC, Ankleshwar-393 002. Sd/- Service	100 (One Hundred)	
Total :		700 (Seven Hundred)	

Place : BHARUCH

Dated this 10th day of DECEMBER, 1999.