

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

DORF-KETAL CHEMICALS INDIA LIMITED

- I. The Name of the Company is DORF-KETAL CHEMICALS INDIA LIMITED.
- II. #The Registered Office of the Company will be situated in the State of Gujarat i.e. within the jurisdiction of the Registrar of Companies of Gujarat at Ahmedabad.
- III.
- A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: —
1. To carry on in India and/or elsewhere all or any business of manufacturers, processors, producers, buyers, sellers, importer, exporters, agents, distributors, traders, and dealers of all kinds of Chemicals for Industrial, Commercial, Agricultural, Micro biocides, Dispersants, water solubable polymer based retentions, drainage and recovery aids, mineral processing, handling and purification chemicals, antifoam chemicals, antifouling and anti-scaling agents, corrosion specialty lubricants and chemicals for Hydrocarbon exploration, production, refining, storage and transportation, petro-chemical, mining, water treatment, fertilizer, and other fields of industry, agricultural and commerce.
  - \*\*\*2. To carry on in India and elsewhere the business of manufacturing and fabricating repairs, purchase, sale, import, export and/or otherwise deal in business of various types of weights and weighing scales, measuring instruments, building materials, and engineering goods
- B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF OBJECTS SPECIFIED IN CLAUSE III(A): -
1. To carry on all or any of the business of manufacturers, processors, producers, refiner, buyers, sellers, exporters, import, agents, distributors of and trades in and dealers in organic and organ metallic chemicals of all kinds including heavy chemicals fine chemicals, agro chemicals, synthetic chemicals, rubber chemicals, fine chemicals, polymer chemical, polymer processing chemicals, co-polymer formulations, manures, composts, insecticides, weedicides, rodenticides, fungicides, micronutrients and elements, petro-chemicals and petro-chemical intermediates, chemical compounds and products, by products, derivatives, compounds and mixtures thereof and all or any formulated compositions consisting or partly consisting of the foregoing or any formulated compositions consisting or partly consisting of the foregoing or any one or more of them and all or any converted or fabricated products, articles and substances of the foregoing or any one or more of them.
  2. To acquire technical information, know how, processed, engineering, manufacturing and operating data, plans, layouts, and blue prints useful for the business of the Company or for

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# Replaced by passing a Special Resolution in the Extra-Ordinary general meeting held on 18<sup>th</sup> December, 2017 and pursuant to the Order passed by Regional Director on 18<sup>th</sup> May, 2018.

\*Adoption of new set of MOA as per Companies Act, 2013 vide Special Resolution passed by shareholders at an Extra-Ordinary General Meeting held on 18<sup>th</sup> December, 2015.

@The Memorandum of Association were altered vide Special Resolution passed by Shareholders at an Extraordinary General Meeting held on 27th June, 2024.

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the designs, erections and operation of plants required by the Company and to acquire any grant or license and other rights and benefits in the foregoing matters and things.

3. To buy all kinds of plant, equipment, machinery, apparatus, tools, and articles and things necessary or useful for carrying on the objects of the Company.
4. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licenses, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking property, assets, rights, and effects of the Company for such consideration as may thought for and in particulars for stocks, shares, whether fully or partly paid up, or securities of any other company.
5. To acquire by concession, grant, purchase, license or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, works, conveniences and such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets, invention, licenses, protections and concessions conferring any exclusive or limited rights to any inventions, information which may seem necessary for any of the objects of the Company and to construct, maintain and alter any building or work, necessary or convenient for the business of the Company and to pay for such land, buildings, works, property or rights or any such other property and rights purchased or acquired by or for the Company by shares, debentures, debenture stock, bonds or such other securities of the Company or otherwise and manage, develop or otherwise dispose of in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company.
6. Subject to the provisions of the Companies Act, 2013 to amalgamate with any other Company having objects altogether or in part similar to those of this Company.
7. To insure against losses, damages, risk of all kinds that may affect the Company, all or any of the assets, properties, undertakings, contracts, guarantees and obligations of the Company in any manner whatsoever, on such terms and conditions as may be reasonable.
8. To enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint-venture, reciprocal concessions or otherwise with any person, or company carrying on or engaged in any business or transaction which this Company is authorized to carry on, enter into contract or otherwise, assist any such person or Company and to sell, hold, reissue, with or without guarantee, or otherwise deal with the same.
9. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company, firms or person carrying on business which this Company is authorized to carry on or is possessed of rights suitable for the objects of this Company and to place or guarantee the placing or underwrite, subscribe for or otherwise acquire all or any part of the shares in or securities of any such company, firm, association or any other form of business organization.
10. To distribute as dividend or bonus among the members or otherwise and to apply, as the Company from time to time may think fit, any moneys received by way of premium on shares or debentures issued by the Company and any moneys received in respect of dividends accrued or forfeited shares and money's arising from the sale by the Company any of the forfeited shares.
11. To promote, form and register, aid in the promotion, formation and registration of any

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company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights and liabilities of this Company and to transfer to any such company any property of this company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work, duties and business on such terms as may be arranged.

12. To open accounts with any bank or financial institution and to draw make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.
13. Subject to the provisions of the Companies Act, 2013 including the rules and regulations made therein and the directions issued by Reserve Bank of India from time to time to borrow or raise money, or receive monies on deposits, interest or otherwise in such manner as the Company may think fit for the business of the Company including by issue of debentures perpetual or otherwise including debentures convertible into shares or perpetual annuities and on security of any money borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property and assets of the Company both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.
14. Subject to provisions of the Companies Act, 2013 to borrow or raise money by the issue or sale of any bonds, mortgages, debentures or debenture stocks of the Company, whether perpetual or otherwise and to deploy the money so raised to pursue any of the objects of the Company.
15. To capitalize its free reserves and issue bonus shares.
16. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms with or without security as may seem expedient and in particular to customers of and such others having dealings with the Company and to give guarantees or securities of any such persons, firms, companies as may appear proper or reasonable provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulation Act, 1949.
17. To improve alter, manage, develop, exchange, mortgage, enfranchise and dispose of, any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Company may determine.
18. To promote any company or companies for the purpose of acquiring the whole or any part of the business or property and undertaking any of the assets and liabilities of this company or undertaking any business operations which enhance the value of any property or business or operations of this Company and to place or guarantee the placing or underwrite, subscribe for or otherwise acquire all or any part of the shares in or securities of any such company firms, associations or any other form of business organizations.
19. To remunerate any person or company, for services rendered or to be rendered in or about the

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formation or promotion of the Company or the conduct of its business, subject to the provisions of the Companies Act, 2013.

20. To sub-let all or any contracts from time to time and upon such terms and conditions as may be thought expedient for the purpose of its business.
21. To draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments.
22. 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 having objects altogether or in part similar to those of the Company.
23. To spend moneys on experimenting and testing and in improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
24. To apply for, purchase or otherwise acquire, or renew any patents, inventions, license, concessions, and the like conferring any exclusive or non-exclusive or limited right to use or any secret or other information as to any inventions 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 license in respect or otherwise turn to account the property rights or information so acquired.
25. To accumulate funds, invest, or otherwise employ monies belonging to or entrusted to the Company upon securities and shares or without securities and upon such investments, upon such terms as can be thought proper and from time to time to vary such transactions and investments in such manner as may be thought fit.
26. To create any depreciation fund, reserve fund, sinking fund, provident fund, super-annuation fund or any other such special fund, whether for depreciations, repairing, improving, extending or maintaining any of the properties and assets of the Company or for redemption of debentures or redeemable preference shares, worker's welfare or for any other such purpose conducive to the interest of the Company.
27. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and families or the dependents or connections of such persons, by building or contributing to the building of houses, or dwellings or chawls or by grants of money, pensions, allowances, bonus or other such payments or be creating and from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts, and/or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and such other attendances and assistance as the Company shall determine.
28. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise.
29. To pay out of the funds of the Company either in cash, fully paid shares or otherwise, all expenses of all parties incidental to the promotion, formation and registration of the Company and generally, all preliminary expenses of whatever nature.
30. To subscribe for, take, purchase or otherwise acquire and hold shares or other interest in or securities of any other company having objects altogether or in part similar to those of this Company for carrying on or capable of being carried on any business so as directly to benefit

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the Company.

31. To establish, for any of the main objects of the Company, branches or to establish any firm or firms, agencies at places in or outside India as the Company may deem expedient to carry on its business and to discontinue, if necessary at any time and reconstitute such branches, firms or agencies.
  32. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising over the internet or any other electronic media and also in print media in the press by circulars.
  33. The Company would obtain approval of the concerned authorities to carry on the objects of the Company and the matters which are necessary for furtherance of the objects of the Company as given in this memorandum of association wherever required.
  34. To enter into any arrangements with any Governments or any authorities, municipal, local or others which may seem conducive to the Company's objects or any of them and to obtain from any such Government or authorities, any rights, privileges and concessions which the Company may think desirable to obtain and to carry out, exercise and comply with such arrangements, rights, privileges and concessions.
  35. To invest, acquire, set up or participate, directly or indirectly, in certain special purpose vehicles, companies and/or other entities having identical or similar objects as the Company whether situated in India or abroad.
  36. To distribute subject to the provisions of an law for time being in force in the event of winding up among the member in any property of the Company, or any proceeds of sale or disposal of any property of the Company, and in particular any shares or debentures or securities of other companies belonging to this Company of which this Company may have the power of disposing.
  37. To undertake, promote, encourage, initiate, assist and engage in all kinds of research and development work and to set-up laboratories, purchase and acquire any instruments required for the same and/or give endowments, scholarships or any other assistance either monetary or otherwise to whomsoever for this purpose.
  38. To enter into agreements and contracts with Indian and Foreign Individuals, Companies firm or other organizations for technical, financial or any other assistance for carrying out all or any of the objects of the Company.
  39. Generally to purchase, take on lease or in exchange or otherwise acquire any real estate and personal property and any rights and privileges attached thereto, which the Company may think necessary or convenient for the purpose of its business to construct, maintain and alter, take on hire, enter into agreement for developing any land and/or buildings or works necessary or convenient for the purpose of the Company.
- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

\*\*\*\*\*V. The Authorised Share Capital of the Company is Rs. 5,00,54,00,000/- (Rupees Five Hundred Crores Fifty Four Lakhs Only), divided into 1,00,00,00,000 Equity Shares of Rs. 5/- each and 5,40,000 Redeemable Preference Shares of Rs. 10/- each. With the power to the Board to increase or reduce the capital of the Company and / or the nominal value of the shares and to

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divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights, as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors or the Company in General Meeting, as applicable in conformity with the provisions of the Act and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and to issue share of higher or lower denominations in such manner as may for the time being be provided by the Articles of Association of the Company.

*\*\* (This Clause has been amended, from time to time, in the following manner):*

*The authorized share capital of the Company was increased from INR 10,00,000 divided into 10,000 Equity Shares of INR 100 each to INR 50,00,000 divided into 50,000 Equity Shares of INR 100 each by an Ordinary Resolution passed the Extra Ordinary General Meeting held on November 18, 1997.*

*The authorized share capital of the Company was increased from INR 50,00,000 divided into 50,000 Equity Shares of INR 100 each to INR 150,00,000 divided into 1,50,000 Equity Shares of INR 100 each by an Ordinary Resolution passed the Extra Ordinary General Meeting held on April 3, 2001.*

*The authorized share capital of the Company was increased from INR 150,00,000 divided into 150,000 Equity Shares of INR 100 each to INR 3,50,00,000 divided into 3,50,000 Equity Shares of INR 100 each by an Ordinary Resolution passed the Extra Ordinary General Meeting held on March 10, 2003.*

*The authorized share capital of the Company was increased from INR 3,50,00,000 divided into 3,50,000 Equity Shares of INR 100 each to INR 66,50,00,000 divided into 66,50,000 Equity Shares of INR 100 each by an Ordinary Resolution passed the Extra Ordinary General Meeting held on January 18, 2010.*

*The authorized share capital of the Company was increased from INR 66,50,00,000 divided into 6,65,00,000 Equity Shares of INR 100 each to INR 85,00,00,000 divided into 85,00,000 Equity Shares of INR 100 each by an Ordinary Resolution passed the Extra Ordinary General Meeting held on March 10, 2010.*

*The authorized share capital of the Company was increased from INR 85,00,00,000 divided into 85,00,000 Equity Shares of INR 100 each to INR 12,00,00,000 divided into 12,00,000 Equity Shares of INR 100 each by an Ordinary Resolution passed the Extra Ordinary General Meeting held on September 12, 2012.*

*The authorized share capital of the Company was increased from 12,00,000,000 divided into 12,00,000 Equity Shares of INR 100 each to INR 1,55,00,00,000 divided into 155,00,000 Equity Shares of INR 100 each by an Ordinary Resolution passed the Extra Ordinary General Meeting held on July 31, 2013.*

*The authorized share capital of the Company was increased from INR 1,55,00,00,000 divided into 155,00,000 Equity Shares of INR 100 each to INR 2,05,00,00,000 divided into 2,05,00,000 Equity Shares of INR 100 each by an Ordinary Resolution passed the Extra Ordinary General Meeting held on December 18, 2015.*

*The authorized share capital of the Company was increased from INR 2,05,00,00,000 divided into 2,05,00,000 Equity Shares of INR 100 each to INR 2,55,15,00,000 divided into 2,55,15,000 Equity Shares of INR 100 each Due to Merger order dated 20th June, 2017 passed by National Company Law Tribunal, Mumbai Bench the Authorized Share Capital of the Company is increased to Rs. 2,55,15,00,000 divided into 2,54,61,000 equity Shares of Rs. 100/- each and 5,40,000 Redeemable Preference shares of Rs. 10/- each. However, there are no changes in the Paid-up Share Capital of the Company during the Financial Year under review. - Attached INC-28 & NCLT order.*

*Altered pursuant to Merger Order dated 20<sup>th</sup> June, 2017 passed by Hon'ble National Company Law Tribunal, Mumbai Bench and the said alteration is also duly approved by Registrar of Companies, Mumbai thus the Authorised Share Capital stands increased from Rs. 205,00,00,000/- to Rs. 255,15,00,000/-.*

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*Sudhakar*

*The authorized share capital of the Company was increased from Rs. 2,55,15,00,000 divided into 2,54,61,000 Equity Shares of Rs. 100 each and 5,40,000 Redeemable Preference Shares of Rs. 10/- each to Rs. 5,00,54,00,000 divided into 5,00,00,000 Equity Shares of Rs. 100 each and 5,40,000 Redeemable Preference Shares of Rs. 10/- each by an Ordinary Resolution passed the Extra Ordinary General Meeting held on September 06, 2024.*

*The authorized share capital of the Company was changed by way of sub-division from Rs. 5,00,54,00,000 divided into 5,00,00,000 Equity Shares of Rs. 100 each and 5,40,000 Redeemable Preference Shares of Rs. 10/- each to Rs. 5,00,54,00,000 divided into 1,00,00,00,000 Equity Shares of Rs. 5 each and 5,40,000 Redeemable Preference Shares of Rs. 10/- each by an Special Resolution passed at the Extra Ordinary General Meeting held on September 06, 2024.*



*Siddharth*

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5 Ramaswamy a

We, the several persons, whose names, addresses and occupations are hereunder 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:

Name, address, description and occupation of each Subscriber.	Number of equity shares taken by each Subscriber.	Signature of Subscriber	Signature of witness and his name address description and occupation.
SUBODH VIJAYRAGHAVA MENON S/O A. VIJAYRAGHAVA MENON. 203, SLOING, MARVE ROAD, MALAD [W] BOMBAY :- 400 064  BUSINESS	15	<u>Subodh</u>	A. VIJAYRAGHAVA MENON S/O K. RAGHAVA MENON 192, A, SAMJOG, S.V. ROAD, BEHIND CENTRAL BANK, S.V. ROAD, KANDIVLI (W), BOMBAY-400 067.  ADVOCATE HIGH COURT.
ANIL KRISHNANUNNI NAIR S/O O.K. KRISHNANUNNI NAIR F/1014, HARINIKETAN, BANGUR NAGAR, GOREGAON (W), BOMBAY-90.  BUSINESS	15	<u>Anil</u>	
<del>ADMAJA VIJAYRAGHAVA MENON</del> <del>S/O A. VIJAYRAGHAVA MENON</del> D, ROSE APARTMENTS DHANOKARWADI, KANDIVLI (W) BOMBAY-400 067.  BUSINESS.	15	<u>Padmajamma</u>	
NEELAKANDHAN RAMASWAMY P. VENKIRACHALA NEELAKANDHAN 112 SHIV-SAGAR, S.V. ROAD, AMBOLI, ANDHERI (W), BOMBAY-400 058  BUSINESS.	15	<u>Ramaswamy</u>	
MUKESH HIRALAL PATEL HIRALAL PATEL A, VASANT VIHAR ALLUBHAI PARK ANDHERI (WEST) BOMBAY-400 058  BUSINESS	15	<u>Mukesh</u>	
ADMAJA VIJAYRAGHAVA MENON S/O A. VIJAYRAGHAVA MENON ROSE APARTMENTS, DHANOKARWADI, KANDIVLI (W), BOMBAY-400 067	40 100.	<u>Padmajamma</u>	

BOMBAY, DATED THE 20th DAY OF APRIL, 1992.

IN WITNESS


Sunder