

[Pursuant to Schedule I (see sections 4 and 5) to the Companies Act, 2013] FORM NO. INC-33

SPICE+MOA
(e-Memorandum of Association)

* Table applicable to company as notified under schedule I of the companies Act, 2013

A

Table A- MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

1. The Name of the Company is

NPL CHEMICALS LIMITED

2. The Registered office of the company will be situated in the state of

Maharashtra-MH

3.(a) The objects to be pursued by the company on its incorporation are

1. To carry on business as manufacturers, producers, importers, exporters, merchants, distributors, commission agents, brokers, and wholesale and retail dealers of and in peroxide of hydrogen, other heavy chemicals, and fine chemicals and of and in all kinds of chemicals detergents, pigments and medicinal, pharmaceutical, veterinary, serobacteriological, dental, cosmetic and perfumery products of soap, medicinal foods, diagnostics preparations, bacteriological stains, artificial manures and other products designed to protect and encourage the germination of seeds and the growth of plants of every description, of insecticides of every kind and generally of chemicals and chemical products of all kinds and allied and auxiliary products and intermediates thereof.

3.(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are

2. To establish shops, stalls and similar organizations for the sale, purchase, storage and disposal of the Company's products, articles, journals and periodicals.
3. To negotiate and enter into agreements and contracts with foreign companies, firms and persons for technical assistance, know-how and collaborations in the area of Chemical business of the Company.
4. To buy, sell, prepare, warehouse, hire, charter, let on hire and deal in whether dirigible or otherwise, for or in relation to Chemical business and all kinds of machinery, apparatus and appliances for use in connection therewith and all kinds of Chemical business.
5. To establish laboratories for control of the quality of raw materials, intermediates and finished products and to carry out research and investigation to process, improve and invent new and better techniques and methods for making products, by the company and co-products, joint products and by products thereof.
6. To buy, sell, import, export and otherwise deal in all kinds, of containers, packaging materials necessary for the purpose of carrying on the business of the Company including apparatus, bottles, caps, stoppers, boxes and cases made wholly of card wood or otherwise.
7. To buy, develop, design, programme software for Chemical business.
8. To construct or acquire on lease or ownership or rent basis, warehouses and to use them for its own business.
9. To construct or acquire, take on lease, office premises, and residential buildings for the purpose of the Company's business, or providing housing for employees, workers and others and also for letting them out on lease basis.

10. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company or firm carrying on or proposing to carry on any business which the company is authorised to carry on or property suitable for the purpose of this Company or, which can be carried on in conjunction therewith.
11. To accept by way of gift, shares, securities or other assets, subject to applicable laws.
12. To open branches, sub-offices, depots and multiple shops in India or outside India and to appoint agents, stockist, distributors, sub-distributors, dealers, and brokers for the business of the Company.
13. To amalgamate, enter into any partnership or acquire interest in the business of any other company, person or firm carrying on or engaged in or about to carry on or engaged in any business or transaction included in the objects of the Company or enter into any arrangement for sharing profits, or for co-operation, or for mutual assistance, with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares or debentures.
14. To de-merge, amalgamate, spin-off, reconstruct, reorganize the business, capital and / or assets, liabilities, debts, rights, obligations of the Company and enter into any scheme of arrangement with any person for the same.
15. To enter into schemes of arrangement, negotiations with and enter into agreements, arrangements, collaborations and contracts, and conclude the same with foreign and/or Indian parties and other persons.
16. To apply for purchase, or otherwise acquire and protect and renew in any part of world any patents, patent rights, brevets d'invention, trademarks, designs, copyrights, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention which may seem capable of being used for any of the purposes of 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, and to expend money in experimenting upon, testing or improving any such patents, invention or rights.
17. To insure any of the persons, properties, undertakings, contracts, guarantees, or obligations or profits of the Company of every nature and kind in any manner whatsoever.
18. To refer any dispute, claim or demand by or against the Company to arbitrators and to secure and perform the award.
19. To create any depreciation fund, reserve fund, development fund, sinking fund, insurance funds or any special or other funds, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company.
20. 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 donations, gratuity, pensions, allowances or emoluments to any persons, who are or were at any time in the employment or service of the Company, or who are or were at any time Director or Officers of the Company and the wives, widows, families, dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to advance the interests and well-being of the Company and make payment to or towards the insurance of any such persons as aforesaid.
21. To enter into any arrangements with any government or authority that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any rights, privileges, licences and concessions which the Company may consider necessary or desirable to obtain.
22. To employ agents or experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertaking and generally of any assets, properties or rights which the Company proposes to acquire.
23. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and exercise, carry out and enjoy any charter, licenses, power, authority, franchise, concession, rights, or privileges, which any government or authority or any corporation or other public body may be empowered to grant and to pay for, aid in and contribute towards carrying the same into effect.
24. To apply for, promote, and obtain any statute, order, regulation, license or other authorisation or enactment which may seem calculated directly or indirectly to benefit the company and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
25. To be interested in, promote, join and undertake the formation and establishment of such institutions, associations, chamber of commerce, or other bodies, business, pools, combines, syndicates, industrial trading or manufacturing in accordance with the objects of the Company as may be considered to be conducive to the profit and interest of the Company and to acquire, promote and/or subsidise any industry or undertaking.
26. To donate or gift in cash or in kind for any national, charitable, benevolent, public purposes, for promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the society or to any institution, club, society, research association, university, College or in favour of any government or any public institution(s) or organisation(s) or person(s).
27. To give donations and to advance and lend to any person(s), institution(s), organizations on such terms and conditions and with or without interest or concessional rate of interest as may seem expedient for the fulfilment of the objects contained in the above clause.
28. To undertake, carry out, promote and sponsor or assist any programme for promoting the social, cultural and economic welfare of or the uplift of the public in any rural or backward area and to incur any expenditure on any programme or Rural Development and to assist the execution and promotion thereof either directly or through an independent agency or otherwise and to transfer without consideration or at a fair or concessional value the ownership of any property of the Company to or in favour of any public institution(s) or organisation(s) or person(s). Without prejudice to the generality of the foregoing, the terms "Programme for Rural Development" "Rural Area" and ?

Backward Area? shall have the same meaning as contemplated under the provisions of the Income-Tax Act 1961 or any other law relating to rural or backward area development for the time being in force in order to implement any of the above mentioned objects or purposes..

29. To open bank accounts of any nature including overdraft accounts and to operate the same and to avail of all nature of credit facilities.
30. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and either negotiable or transferable instruments or securities and to open bank accounts of any type and to operate the same in the ordinary course of business.
31. To establish or promote or concur in establishing or promoting any company having similar objects or any firm for the purposes of acquiring all or any of the property, rights and liabilities of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or part of the shares, debentures or other securities of any such other Company.
32. To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.
33. To remunerate (by cash or otherwise or by other assets or by allotment of fully or partly paid shares credited as fully paid or paid up in other manner) any persons, firms, associations or companies (Indian or foreign) or bodies corporate for services rendered or to be rendered in giving technical aid and advice, granting licenses or permissions for the use of patents, trade secrets, trademarks, processes and for acting as trustees for debenture holders or debenture-stock holders of the Company or for subscribing or agreeing to subscriptions whether absolutely or conditionally for any shares, debentures or debenture- stock or other securities of the Company or for services rendered in or about the formation or promotion of the Company or for granting payment of such debenture-stock or other securities or introducing any property or business to the Company in or about the conduct of the business of this Company.
34. To procure any other company, to be registered or recognized in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country the business or profession of the Company.
35. To establish or promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
36. To provide for the welfare of shareholders, ex-shareholders, directors and ex-directors and employees of the Company and the wives, widows, and for families, the dependents or connections of such persons by building or contributing to the building of houses, dwelling places or by grants of money, pensions, allowances, bonuses or other payments, or by creating and from time to time subscribing or contributing to provident fund and other associations, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the Company shall think fit and to subscribe or contribute for or otherwise to assist or to grant money to charitable and other trusts, whether private, public, discretionary, vested or specific, national or to support other claims or to provide aid either by reason of locality of operation or on account of public or general utility or otherwise.
37. To give guarantee for the performance or discharge of any obligations, liabilities, duties or the payments of moneys by any persons, firms and companies or governments or State and to give indemnities of all kinds.
38. To nominate directors or managers of any subsidiary company or of any other company in which this company is or may be interested.
39. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply, as the Directors may from time to time think fit, any monies received by way of premium on shares or on debentures issued at a premium by the Company and any monies received in respect of forfeited shares and monies arising from the sale by the Company of forfeited shares.
40. To distribute among the members in specie any property of the company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
41. To associate with, negotiate or enter into contracts with any person, Indian or foreign, companies, firm, individuals for technical collaboration or for acquiring the know-how from them or to impart or supply the know-how on such terms and conditions as the Company may deem fit, in any field of its activity or business.
42. To indemnify officers, directors, agents and servants of the Company against proceedings, costs, 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 whatever which shall happen in the execution of the duties of their office or in relation thereto.
43. To undertake and execute any trusts, the undertaking of which may seem to the Company to be desirable.
44. To develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and by planting, paving, draining, farming, cultivating and letting buildings on lease or by building agreements and by advancing money to and entering into contracts and arrangements of all kinds with builders or others either through trustees, attorneys, agents or otherwise and either alone or in conjunction with others.
45. To establish for any of the objects of the Company, branches of any firm or firms at places in or outside India as the Company may think fit.

46. To act as commission agents, buying and selling agents, brokers, & to act as manufacturers/ representatives.
47. To act as custodians of shares, debentures and other securities.
48. To undertake the custody and warehousing of merchandise, goods and materials and to provide cold storage and other special facilities.
49. To carry on business as insurance brokers and agents in respect of all classes of insurance including, marine, fire, life, accident, burglary, workmen's compensation, indemnity and motor insurance.
50. To carry on business as assessors, surveyors, actuaries, valuers and brokers in respect of all classes of property, both real and personal, and to take stock and property inventory.
51. To carry on the business of manufacturing and dealing in boxes, containers and all other types of packing including tubes, collapsible tubes, wrappings made out of all types of plastics, polythene, paper and corrugated sheets, aluminum foils and leather, thermocol, fiber and fiber boards, jute, coir, steel required for industrial, commercial and house-hold and other types of packaging.
52. To carry on the business of capping and sealing of jars, all kinds of tubes, boxes and cases wholly of card wood, metal, plastic or other substances, tins, cartons, compact cases, tools, utensils, filling and packing the articles and products therein.
53. To carry on business of manufacturers, assemblers, designers, dealers of computers, printers, readers, magnetic or otherwise, CRT terminals and display systems, computer systems, and allied electronic components and accessories, calculators, cash registers, accounting machines, testing machines, devices, electronics instruments for general and process controls, printed circuit boards.
54. To purchase, sell, deal in, invest in, shares, stocks, units, debentures, debenture-stocks, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking whether incorporated or otherwise and wherever located.
55. To borrow or raise money, by itself or jointly with any other at interest or otherwise in such manner as the Company may think fit, and in particular by the issue of debentures perpetual or otherwise including debentures convertible into shares of this or any other company, or perpetual annuities and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property assets or revenue of the Company, present or 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 for any such securities, subject to the provisions of the directives of the Reserve Bank of India.
56. To guarantee the payment of money and performance of contracts or engagements entered into by any company or person and to secure the payment of money and performance of any contracts or engagements entered into by this Company and to discharge any debt or otherwise obligation of or binding up this Company by mortgage or charge upon all or any part of the undertaking, property and rights of the Company (either present or future or both) including its uncalled capital or by the creation of or issue of debentures, debenture-stock or other securities or by any other means.
57. To employ experts to investigate and examine into the conditions, prospects, value and circumstance of any business entered into or to be entered into by the Company and generally of any assets, property or rights of the Company.
58. To invest any of the surplus money and funds of the Company from time to time with the governments or in debentures or in shares or in mutual funds or other securities of any corporate body established in India or abroad, or in the shares of a co-operative society or in fixed deposits or by way of loans on interest in any banks or with any firms, companies or banks or in such other securities as may from time to time be determined by the Directors.
59. To undertake, guarantee and indemnify business and to act as trustees, executors, attorneys, receivers, administrators, nominees and agents and to execute trusts of all kinds and to exercise all the powers of custodians and trustees.
60. To obtain in foreign exchange and currencies and to convert currencies subject to approval of appropriate authorities for the business of the Company.
61. To manufacture, produce, process, prepare, disinfect, fermentate, compound, mix, clean, wash, concentrate, crush, grind, segregate, pack, repack, add, remove, heat, grade, preserve, freeze, distillate, boil, sterilize, improve, extract, refine, buy, sell, resell, import, export, transport, barter, store, forward, distribute, dispose, develop, handle, manipulate, market, supply in India or abroad and to act as agent, broker, representative, consultant, collaborator, aditial, stockist, liaisoner, middleman, export house, job worker or otherwise to deal in all types, description, tastes, uses and packs of consumer food items, their by-products, ingredients, derivatives, residues, including foods and vegetables, packed foods, powders, pastes, liquids, drinks, beverages, juices, jams, jelly, squashes, pickles, sausages, concentrates, extracts, essences, flavours, syrups, sarbats, flavoured drinks, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, health foods, fast foods, cream, cheese, butter, biscuits, breads, cakes, pastries, confectionery, sweets, chocolates, toffees, breakfast, foods, protein foods, dietic products, strained baby foods, instant foods, cereal products, table delicacies and all other items whether natural, artificial or synthetic of a character similar or analogous to the foregoing or connected therewith.
62. To carry on business as buyers, sellers, provide, let on hire, lease, deal in all the rights including transmission, broad casting in respect of cables, satellite, wireless telecommunication devices, dish antenna, mobile instruments, space instruments communication, telephone and telegraphic communication, multimedia, E-mail and structured cabling to companies, industries, individuals, entities in India and abroad.
63. To carry on business as importers, exporters, distributors, dealers, commission agents, indenting agents of goods & merchandise

and services and to act as an export house.

64. To carry on business as General Merchants, traders, agents, del- credere agents, buyers, sellers, dealers, commission agents in all kinds of industrial & marketable goods.
65. To manufacture, buy, sell, import, export, market, develop, operate, overhaul, programme, convert, alter, service, repair, design or otherwise deal in electrical & electronic instruments, various Testing equipment, electrical laboratory apparatus, parameters measuring instruments, testing evaluation equipment & resistance measuring equipment, automated testing equipment, electrical High Tension products, power frequency testing equipment, portable D.C .High Voltage modular test systems and recurrent surge generating systems.
66. To carry on the business of manufacturers, producers, users, traders, importers, exporters or to deal in or provide services in devices, systems, hardware and software.
67. To carry on the business as manufacturers, dealers, importers, exporters of plastic articles, plastic goods and packaging goods.
68. To undertake and execute any contracts for works involving the supply or use of any materials, machinery, skilled and unskilled labour and to carry out any ancillary or other works comprised in such contracts.
69. To provide all services including consultancy and contract services relating to pollution control, corrosion, preventions, testing, fire-fighting, safety, security, waste, disposal, port and harbour development, to generate, develop, extract, manufacture, deal in sell, hire or lease, as the case may be, energy, food or by-products from the sea, harbours, estuaries, rivers, lakes, dams, and other sources through mechanical, hydraulic, physical, manufacture patent, deal in, sell, hire or lease all such equipment, devices and processes mentioned in this sub-clause or the sub-clause that follows hereafter.
70. To render as principals, agents, contractors or otherwise, technical know-how and consultancy services in the fields of electronics, electricals, telecommunications, mechanics and chemicals particularly those requiring use of sophisticated technology, including the provision of facilities and collection and dissemination of knowledge for manufacture, hire and use of equipment and devices for commercial exploitation thereof and of any patents, know-how, rights or privileges for the time being acquired by or belonging to the company.
71. To purchase, acquire, take on lease, or in exchange or in any other lawful manner any other immoveable property and/or rights therein including, land, building multi-storied structures and to turn to the same into real estate, account develop the same and sell, transfer and dispose of or maintain the same or to maintain the same and to build townships, markets, or other building or convenience thereon and to equip the same or any part thereof with all any amenities or conveniences, drainage facility electric telegraphic, telephonic, televisions and to deal with same in any manner whatsoever.
72. To carry on any other business or activity and to do anything of any nature which in the opinion of the Directors of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely (whether directly or indirectly) to enhance the value of or render more profitable all or any part of the company?s undertaking, property or assets or otherwise to advance the interests of the Company or of its members.
73. To do all such other things as in the opinion of the directors of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.
74. To enter into and perform all such contracts as are calculated to further the efficient performance of the activities of the Company.
75. To do all such other things (whether similar to any of the foregoing or not) as are incidental to or which the Company may think conducive to the above objects or any of them.

4.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.

5.The share capital of the company is rupees, divided into,

10,000.00	Equity	shares of	10.00	rupees each	,and
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6 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 against our respective names:

I, whose name and address is given below, am desirous of forming a company in pursuance of this memorandum of association and agree to take all the shares in the capital of the company (Applicable in case of one person company):

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	National Peroxide Limited having registered office at Neville House, J.N. Heredia Marg, Ballard Estate, Mumbai 400001, Represented by Mr. Chandukumar Parmar S/O Shri. Nekaram Parmar residing at D-28, Second Floor, Good Luck CHS Ltd., Piramal Nagar, Goregaon (West), Mumbai 400 104 Occupation: Service, Authorised by Board Resolution passed at the Board Meeting held on 14th July 2020	BAFPP6422F	9,994	Equity	Chandukumar Parmar Digitally signed by Chandukumar Parmar Date: 2020.07.27 11:14:22 +05'30'	27/07/20
			Preference			
2	Jairaj Champaklal Bham nominee of National Peroxide Limited S/o. Champaklal Bham residing at 3, Falcons Crest, Parel, Tank Road, Mumbai 400012 Occupation : Service	02806038	1	Equity	JAIRAJ CHAMP AKLAL BHAM Digitally signed by JAIRAJ CHAMP AKLAL BHAM Date: 2020.07.27 11:17:56 +05'30'	27/07/20
			Preference			
3	Girish Ranjit Advani nominee of National Peroxide Limited S/o. Ranjit Advani residing at 'A' WING 801, Evershine Embassy, Veera Desai Road, Opp. Country Club, Andheri West, Mumbai 400053 Occupation : Service	05264838	1	Equity	GIRISH RANJIT ADVANI Digitally signed by GIRISH RANJIT ADVANI Date: 2020.07.27 11:24:25 +05'30'	27/07/20
			Preference			
4	Suresh Khurana nominee of National Peroxide Limited S/o. Narsingh Dass Khurana residing at Flat No. 3401-3402, Ashok Towers, Tower D, Dr. B.R.Ambedkar Road, Parel, Mumbai 400012 Occupation : Service	06677496	1	Equity	SURESH KHURANA Digitally signed by SURESH KHURANA Date: 2020.07.27 11:28:44 +05'30'	27/07/20
			Preference			
5	Conrad Fernandes nominee of National Peroxide Limited S/o. Salvador Fernandes residing at Little Flower 7, Flat No 6, 28th Road, Bandra West, Mumbai 400050 Occupation : Service	AAAPF7147F	1	Equity	CONRAD DAVID FERNANDES Digitally signed by CONRAD DAVID FERNANDES Date: 2020.07.27 14:04:24 +05'30'	27/07/20
			Preference			
6	Gyan Shankar Awasthi nominee of National Peroxide Limited S/o. Ravi Shankar Awasthi residing at 101, Suraj Vasundhara Co-operative Soc, Kandivali East, Mumbai 400101 Occupation : Service	ADBPA1328D	1	Equity	GYAN SHANKAR AWASTHI Digitally signed by GYAN SHANKAR AWASTHI Date: 2020.07.27 13:55:57 +05'30'	27/07/20
			Preference			
7	Kaioz Dara Nalladaru nominee of National Peroxide Limited S/o. Dara Nalladaru residing at Meherzin Building, C/34 3rd Floor, Nathalal Parekh Marg, 109, Wodehouse Road, Mumbai 400005 Occupation : Service	02052473	1	Equity	KAIQZ DARA NALLADARU Digitally signed by KAIQZ DARA NALLADARU Date: 2020.07.27 11:32:12 +05'30'	27/07/20
			Preference			
Total Shares taken			10,000.0	Equity		
				Preference		

Signed before Me

		DIN/PAN/Passport	
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Name		Address, Description and Occupation	Number/ Membership Number	DSC	Dated
FCS	MOHAMMAD PILLIKANDLU	111,11TH FLOOR, SAI DWAR CHS LTD, SAB TV LANE, OFF LINK ROAD, ANDHERI WEST, MUMBAI 400053	10619	Mohammad Pillikandlu Digitally signed by Mohammad Pillikandlu Date: 2020.07.27 14:08:29 +05'30'	27/07/20

Modify

Check Form

*Table F as notified under schedule I of the companies Act, 2013 is applicable to the company

NPL CHEMICALS LIMITED

A COMPANY LIMITED BY SHARES

Check if not applicable	Check if altered	Article No	Description
			Interpretation
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<p>The Regulations contained in Table F of the first schedule of the Act (as defined below) shall not apply to the Company (as defined hereinbelow) except so far as the same are reproduced or contained in or expressly made applicable by these Articles or the Act. The regulations for the management of the Company and the observance of the shareholders thereof and their representatives shall, subject to any exercise of the Company's power to modify, alter, delete or add to its regulations, as prescribed by the Act, be such as are contained in these Articles and Table F of the first schedule of the Act.</p> <p>Regulations 27, 48, 76 of Table F shall not apply to the Company (as defined herein below)</p> <p>I. INTERPRETATION</p> <p>In these regulations</p> <p>Act means the Companies Act, 2013, or any statutory modification or re-enactment thereof, for the time being in force.</p> <p>I Articles means these Articles of Association or as altered from time to time.</p> <p>Board means the Board of Directors of the Company.</p> <p>Company means NPL Chemicals Limited, a company incorporated under the Act.</p> <p>Director means a director appointed to the Board .</p> <p>Memorandum of Association means the Memorandum of Association of the Company.</p> <p>References to the plural shall include the singular and vice-versa, references to one gender shall include other genders; references to companies, corporations and registered bodies; and references to persons shall include registered and unincorporated bodies.</p> <p>Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company.</p>
			Share capital and variation of rights
<input type="checkbox"/>	<input type="checkbox"/>	II 1	Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

<input type="checkbox"/>	<input type="checkbox"/>	2	<p>(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,-</p> <p>(a) one certificate for all his shares without payment of any charges; or</p> <p>(b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.</p> <p>(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.</p> <p>(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders</p>
<input type="checkbox"/>	<input type="checkbox"/>	3	<p>(i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.</p> <p>(ii) The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.</p>
<input type="checkbox"/>	<input type="checkbox"/>	4	<p>Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.</p>
<input type="checkbox"/>	<input type="checkbox"/>	5	<p>(i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.</p> <p>(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.</p> <p>(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.</p>
<input type="checkbox"/>	<input type="checkbox"/>	6	<p>(i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.</p> <p>(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.</p>
<input type="checkbox"/>	<input type="checkbox"/>	7	<p>The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.</p>
<input type="checkbox"/>	<input type="checkbox"/>	8	<p>Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.</p>
			Lien
<input type="checkbox"/>	<input type="checkbox"/>	9	<p>(i) The company shall have a first and paramount lien-</p> <p>(a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and</p> <p>(b) on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:</p> <p>Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.</p> <p>(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.</p>
<input type="checkbox"/>	<input type="checkbox"/>	10	<p>The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made-</p> <p>(a) unless a sum in respect of which the lien exists is presently payable; or</p> <p>(b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.</p>
<input type="checkbox"/>	<input type="checkbox"/>	11	<p>(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.</p> <p>(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.</p>

			(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
<input type="checkbox"/>	<input type="checkbox"/>	12	(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. (ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
			<i>Calls on shares</i>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	13	(i). The Board may, from time to time, by resolution passed at a meeting of the Board and not by a circular resolution, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. (ii). If by the conditions of allotment of any shares the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person who for the time being shall be the registered holder of the share or his legal representatives. (iii). No call shall be made payable within two months after the last preceding call was payable. All calls shall be made on a uniform basis on all shares falling under the same class. For the purpose of this Article shares of the same nominal value on which different amounts have been paid up shall not be deemed to fall under the same class. (iv). Each member shall, subject to receiving at least fourteen days? notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares. (v). A call may be revoked or postponed at the discretion of the Board.
<input type="checkbox"/>	<input type="checkbox"/>	14	A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
<input type="checkbox"/>	<input type="checkbox"/>	15	The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
<input type="checkbox"/>	<input type="checkbox"/>	16	(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine. (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.
<input type="checkbox"/>	<input type="checkbox"/>	17	(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. (ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
<input type="checkbox"/>	<input type="checkbox"/>	18	The Board- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.
			<i>Transfer of shares</i>
<input type="checkbox"/>	<input checked="" type="checkbox"/>	19	(i) The Company shall keep a Register of Transfer and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any share, Debenture or other security held in material form. (ii) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee. (iii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
<input type="checkbox"/>	<input type="checkbox"/>	20	The Board may, subject to the right of appeal conferred by section 58 decline to register- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or (b) any transfer of shares on which the company has a lien.

<input type="checkbox"/>	<input checked="" type="checkbox"/>	21	<p>The Board may decline to recognise any instrument of transfer unless --</p> <p>(a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;</p> <p>(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and the instrument of transfer is in respect of only one class of shares.</p> <p>(c) Subject to the provisions of Section 58 of the Act, and save and except in respect of any shares or debentures held by any Financial Institution in the Company, the Board may at its own absolute and uncontrolled discretion or in exceptional circumstance when it is felt that the transferee is not a desirable person from the larger point of view of the interest of the Company as a whole, decline to register or acknowledge any transfer of shares or debentures or any other scrip or security whether fully paid or not, (notwithstanding that the proposed transferee be already a member) and assigning reasons for such refusal, but in such cases it shall, within 30 days from the date on which the instrument of transfer was lodged with the Company, send to the transferee and the transferor notice of refusal provided that the registration of a transfer shall not be refused on the ground that the transferor being either alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has exercised its right of lien on the shares.</p> <p>(d) Where, in the case of partly paid share, an application for registration is made by the transferor, the transfer shall not be registered unless the Company gives notice of the application to the Transferee in accordance with the provisions of Section 56 of the Act.</p>
<input type="checkbox"/>	<input type="checkbox"/>	22	<p>On giving not less than seven days? previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:</p> <p>Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.</p>
			Transmission of shares
<input type="checkbox"/>	<input type="checkbox"/>	23	<p>(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares</p> <p>(ii) Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.</p>
<input type="checkbox"/>	<input type="checkbox"/>	24	<p>(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-</p> <p>(a) to be registered himself as holder of the share; or</p> <p>(b) to make such transfer of the share as the deceased or insolvent member could have made.</p> <p>(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.</p>
<input type="checkbox"/>	<input type="checkbox"/>	25	<p>(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.</p> <p>(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.</p> <p>(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.</p>
<input type="checkbox"/>	<input type="checkbox"/>	26	<p>A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company: Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.</p>
			Forfeiture of shares
<input type="checkbox"/>	<input type="checkbox"/>	27	<p>If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.</p>

<input type="checkbox"/>	<input type="checkbox"/>	28	The notice aforesaid shall- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
<input type="checkbox"/>	<input type="checkbox"/>	29	If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
<input type="checkbox"/>	<input type="checkbox"/>	30	(i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
<input type="checkbox"/>	<input type="checkbox"/>	31	(i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares. (ii) The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
<input type="checkbox"/>	<input type="checkbox"/>	32	(i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share; (ii) The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of; (iii) The transferee shall thereupon be registered as the holder of the share; and (iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
<input type="checkbox"/>	<input type="checkbox"/>	33	The provisions of these regulations as to forfeiture shall apply in the case of nonpayment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
			<i>Alteration of capital</i>
<input type="checkbox"/>	<input type="checkbox"/>	34	The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
<input type="checkbox"/>	<input checked="" type="checkbox"/>	35	Subject to the provisions of section 61, the company may, by ordinary resolution, -- (i) increase its Share Capital by such amount as it thinks expedient; (ii) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; (iii) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; (iv) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; (v) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
<input type="checkbox"/>	<input type="checkbox"/>	36	Where shares are converted into stock,- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose. (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage. (c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
<input type="checkbox"/>	<input type="checkbox"/>	37	The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,- (a) its share capital; (b) any capital redemption reserve account; or

			(C) any share premium account.
			Capitalisation of profits
<input type="checkbox"/>	<input type="checkbox"/>	38	<p>(i) The company in general meeting may, upon the recommendation of the Board, resolve-</p> <p>(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and</p> <p>(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.</p> <p>(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-</p> <p>(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;</p> <p>(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;</p> <p>(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);</p> <p>(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;</p> <p>(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.</p>
<input type="checkbox"/>	<input type="checkbox"/>	39	<p>(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall-</p> <p>(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and</p> <p>(b) generally do all acts and things required to give effect thereto.</p> <p>(ii) The Board shall have power-</p> <p>(a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and</p> <p>(b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;</p> <p>(iii) Any agreement made under such authority shall be effective and binding on such members.</p>
			Buy-back of shares
<input type="checkbox"/>	<input type="checkbox"/>	40	Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.
			General meetings
<input type="checkbox"/>	<input type="checkbox"/>	41	All general meetings other than annual general meeting shall be called extraordinary general meeting.
<input type="checkbox"/>	<input type="checkbox"/>	42	<p>(i) The Board may, whenever it thinks fit, call an extraordinary general meeting.</p> <p>(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.</p>
			Proceedings at general meetings
<input type="checkbox"/>	<input type="checkbox"/>	43	<p>(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.</p> <p>(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.</p>
<input type="checkbox"/>	<input type="checkbox"/>	44	The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
<input type="checkbox"/>	<input type="checkbox"/>	45	If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
<input type="checkbox"/>	<input type="checkbox"/>	46	If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.
			Adjournment of meeting

<input type="checkbox"/>	<input type="checkbox"/>	47	<p>(i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.</p> <p>(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.</p> <p>(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.</p> <p>(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.</p>
			Voting rights
<input type="checkbox"/>	<input type="checkbox"/>	48	<p>Subject to any rights or restrictions for the time being attached to any class or classes of shares,-</p> <p>(a) on a show of hands, every member present in person shall have one vote; and</p> <p>(b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.</p>
<input type="checkbox"/>	<input type="checkbox"/>	49	A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
<input type="checkbox"/>	<input type="checkbox"/>	50	<p>(i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.</p> <p>(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.</p>
<input type="checkbox"/>	<input type="checkbox"/>	51	A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
<input type="checkbox"/>	<input type="checkbox"/>	52	Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
<input type="checkbox"/>	<input type="checkbox"/>	53	No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid
<input type="checkbox"/>	<input type="checkbox"/>	54	<p>(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.</p> <p>(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.</p>
			Proxy
<input type="checkbox"/>	<input type="checkbox"/>	55	The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
<input type="checkbox"/>	<input type="checkbox"/>	56	An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
<input type="checkbox"/>	<input type="checkbox"/>	57	A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given: Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.
			Board of Directors
<input type="checkbox"/>	<input checked="" type="checkbox"/>		<p>(a) The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.</p> <p>(b) The First Directors of the Company shall be</p> <ol style="list-style-type: none"> 1) Mr. Jairaj Champaklal Bham 2) Mr. Rajesh Batra 3) Mr. Girish Ranjit Advani <p>(c)</p> <p>(i). The number of Directors of the Company shall not be less than 3 (three) or more than 15 (fifteen), excluding Alternate Directors. However, the Company may at any time appoint more than 15 (fifteen) directors after passing Special Resolution at a General Meeting.</p> <p>(ii). Subject to the provisions of Sections 149, 152 and 164 of the Act and other provisions of the Act, the</p>

		<p>Company may increase or reduce the number of Directors.</p> <p>(iii). The Company may, and subject to the provisions of Section 169 of the Act, remove any Director before the expiration of his period of office and appoint another Director.</p> <p>(d) The Board of the Company may appoint an alternate Director to act for a Director (hereinafter called "the Original Director") during his absence for a period of not less than three months from India. An alternate Director appointed under this Article shall vacate office if and when the Original Director returns to the India. If the term of office of the original Director is determined before he so returns to India, any provision in the said Act or in these Articles for the automatic reappointment of retiring Directors in default of another appointment shall apply to the Original Director but not to the alternate Director.</p> <p>(e) Subject to the provisions of Sections 161(4), 152 and 169 (5) of the Act, the Board shall have power at any time and from time to time to appoint any other qualified person to be a Director to fill a casual vacancy. Any person so appointed shall hold office until the date upto which the Director in whose place he is appointed would have held office if it had not been vacated by him.</p> <p>(f) Whenever the Board enter into a contract with any Central Government and /or State Special Director Government, any bank or financial institution or any person or persons (hereinafter referred to as the appointor) for borrowing any money or for providing any guarantee or security or for technical collaboration or assistance or for underwriting or enter into any other arrangement whatsoever, the Board shall have, subject to the provisions of Section 152 of the Act, the power to agree that such appointor shall have the right to appoint or nominate by a notice in writing addressed to the Company, one or more Directors on the Board for such period and upon such conditions as may be mentioned in the agreement and that such Director or Directors may not be liable to retire by rotation nor be required to hold any qualification shares. The Board may also agree that any such Director or Directors may be removed from time to time by the appointor entitled to appoint or nominate them and the appointor may appoint another or others in his or their place and also fill in any vacancy, which may occur as a result of any such Director or Directors ceasing to hold that office for any reason whatsoever. The Directors appointed or nominated under this Article shall be entitled to exercise and enjoy all or any of the rights and privileges exercised and enjoyed by the Board of the Company including payment of remuneration and travelling expenses to such Director or Directors as may be agreed by the Company with the appointor.</p> <p>(g) A Director need not hold any qualification shares.</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>59</p> <p>(i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.</p> <p>(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them-</p> <p>(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or</p> <p>(b) in connection with the business of the company.</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>60</p> <p>The Board may pay all expenses incurred in getting up and registering the company.</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>61</p> <p>The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>62</p> <p>All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>63</p> <p>Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.</p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>64</p> <p>(i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.</p> <p>(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.</p>
		<p><i>Proceedings of the Board</i></p>
<input type="checkbox"/>	<input type="checkbox"/>	<p>65</p> <p>(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.</p> <p>(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.</p>

<input type="checkbox"/>	<input type="checkbox"/>	66	(i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
<input type="checkbox"/>	<input type="checkbox"/>	67	The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
<input type="checkbox"/>	<input type="checkbox"/>	68	(i) The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
<input type="checkbox"/>	<input type="checkbox"/>	69	(i) The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. (ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
<input type="checkbox"/>	<input type="checkbox"/>	70	(i) A committee may elect a Chairperson of its meetings. (ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
<input type="checkbox"/>	<input type="checkbox"/>	71	(i) A committee may meet and adjourn as it thinks fit. (ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
<input type="checkbox"/>	<input type="checkbox"/>	72	All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
<input type="checkbox"/>	<input type="checkbox"/>	73	Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.
			Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer
<input type="checkbox"/>	<input type="checkbox"/>	74	Subject to the provisions of the Act,- (i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board; (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer
<input type="checkbox"/>	<input type="checkbox"/>	75	A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.
			The Seal
<input type="checkbox"/>	<input type="checkbox"/>	76	(i) The Board shall provide for the safe custody of the seal. (ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.
			Dividends and Reserve
<input type="checkbox"/>	<input type="checkbox"/>	77	The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
<input type="checkbox"/>	<input type="checkbox"/>	78	Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
<input type="checkbox"/>	<input type="checkbox"/>	79	(i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

			(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
<input type="checkbox"/>	<input type="checkbox"/>	80	(i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares. (ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. (iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
<input type="checkbox"/>	<input type="checkbox"/>	81	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
<input type="checkbox"/>	<input type="checkbox"/>	82	(i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct. (ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
<input type="checkbox"/>	<input type="checkbox"/>	83	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
<input type="checkbox"/>	<input type="checkbox"/>	84	Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
<input type="checkbox"/>	<input type="checkbox"/>	85	No dividend shall bear interest against the company.
			Accounts
<input type="checkbox"/>	<input type="checkbox"/>	86	(i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors. (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.
			Winding up
<input type="checkbox"/>	<input type="checkbox"/>	87	Subject to the provisions of Chapter XX of the Act and rules made thereunder- (i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not. (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. (iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.
			Indemnity
<input type="checkbox"/>	<input type="checkbox"/>	88	Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

Subscriber Details					
S. NO	Name, Address, Description and Occupation	DIN/PAN/Passport Number	Place	DSC	Dated
1	National Peroxide Limited having registered office at Neville House, J.N. Heredia Marg, Ballard Estate, Mumbai 400001, Represented by Mr. Chandukumar Parmar S/O Shri. Nekaram Parmar residing at D-28, Second Floor, Good Luck CHS Ltd., Piramal Nagar, Goregaon (West), Mumbai 400 104 Occupation: Service, Authorised by Board Resolution passed at the Board Meeting held on 14th July 2020	BAFPP6422F	Mumbai	Chandukumar Parmar Digitally signed by Chandukumar Parmar Date: 2020.07.27 11:16:16 +05'30'	27/07/2020
2	Jairaj Champaklal Bham nominee of National Peroxide Limited S/o. Champaklal Bham residing at 3, Falcons Crest, Parel, Tank Road, Mumbai 400012 Occupation : Service	02806038	Mumbai	JAIRAJ CHAMPAK LAL BHAM Digitally signed by JAIRAJ CHAMPAK LAL BHAM Date: 2020.07.27 11:18:26 +05'30'	27/07/2020
3	Girish Ranjit Advani nominee of National Peroxide Limited S/o. Ranjit Advani residing at 'A' WING 801, Evershine Embassy, Veera Desai Road, Opp. Country Club, Andheri West, Mumbai 400053 Occupation : Service	05264838	Mumbai	GIRISH RANJIT ADVANI Digitally signed by GIRISH RANJIT ADVANI Date: 2020.07.27 11:25:44 +05'30'	27/07/2020
4	Suresh Khurana nominee of National Peroxide Limited S/o. Narsingh Dass Khurana residing at Flat No. 3401-3402, Ashok Towers, Tower D, Dr. B.R.Ambedkar Road, Parel, Mumbai 400012 Occupation : Service	06677496	Mumbai	SURESH KHURANA Digitally signed by SURESH KHURANA Date: 2020.07.27 11:25:44 +05'30'	27/07/2020
5	Conrad Fernandes nominee of National Peroxide Limited S/o. Salvador Fernandes residing at Little Flower 7, Flat No 6, 28th Road, Bandra West, Mumbai 400050 Occupation : Service	AAAPF7147F	Mumbai	CONRAD DAVID FERNANDES Digitally signed by CONRAD DAVID FERNANDES Date: 2020.07.27 14:05:23 +05'30'	27/07/2020
6	Gyan Shankar Awasthi nominee of National Peroxide Limited S/o. Ravi Shankar Awasthi residing at 101, Suraj Vasundhara Co-operative Soc, Kandivali East, Mumbai 400101 Occupation : Service	ADBPA1328D	Mumbai	GYAN SHANKAR AWASTHI Digitally signed by GYAN SHANKAR AWASTHI Date: 2020.07.27 13:57:14 +05'30'	27/07/2020
7	Kaioz Dara Nalladaru nominee of National Peroxide Limited S/o. Dara Nalladaru residing at Meherzin Building, C/34 3rd Floor, Nathalal Parekh Marg, 109, Wodehouse Road, Mumbai 400005 Occupation : Service	02052473	Mumbai	KAIQZ DARA NALLADARU Digitally signed by KAIQZ DARA NALLADARU Date: 2020.07.27 11:32:49 +05'30'	27/07/2020

Signed Before Me

Name	Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	Place	DSC	Dated
FCS MOHAMMAD PILLIKANDLU	111,11TH FLOOR, SAI DWAR CHS LTD, SAB TV LANE, OFF LINK ROAD, ANDHERI WEST, MUMBAI 400053	10619	MUMBAI	Mohammad Pillikandlu Digitally signed by Mohammad Pillikandlu Date: 2020.07.27 14:06:40 +05'30'	27/07/2020