

PROPOSED

MEMORANDUM OF ASSOCIATION

OF

ZUARI INDUSTRIES LIMITED

(THE COMPANIES ACT, 2013)

(COMPANY LIMITED BY SHARES)

(Incorporated under the Companies Act, 1956)

MEMORANDUM OF ASSOCIATION¹

OF

ZUARI INDUSTRIES LIMITED

- I. The name of the Company is ZUARI INDUSTRIES LIMITED.²
- II. The Registered Office of the Company will be situated in the State of Haryana.³
- III. **(A) The Objects to be pursued by the Company on its incorporation are: -**
 1. To manufacture, produce, refine, process, formulate, mix or prepare, mine or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, buy, sell, exchange, distribute, assign, transfer or otherwise dispose of, trade, deal in and deal with, import and export any and all classes and kinds of agricultural chemicals, fertilisers, manures, their mixtures and formulations and any and all classes and kinds of chemicals, source materials, ingredients, mixtures derivatives and compounds thereof, and any and all kinds of products of which any of the foregoing constitutes an ingredient or in the production of which any of the foregoing is used, including but not limited to fertilisers and agricultural and industrial chemicals of all kinds, and industrial and other preparations or products arising from or required in the manufacture, refining etc. of any kind of fertiliser, manure, their mixtures and formulations.
 2. To carry on the business of manufacturers, producers, refiners, processors, miners, exporters, importers, buyers and sellers of, and dealers in and with all and any fats, dips, sprays, vermifuges, fungicides, insecticides, germicides, disinfecting preparations, fumigators, medicines and remedies of all kinds for agricultural, trees and fruit growing, gardening and other purposes or as remedies for humans and animals and whether produced from vegetable, mineral, gaseous, animal or any other matters or substances by any process whether chemical, mechanical, electrical or otherwise.
 3. To purchase, manufacture, produce or otherwise acquire, invest in, own, hold, use lease, mortgage, pledge, sell, assign, transfer or otherwise dispose or trade,

¹ The new set of Memorandum of Association in terms of the Companies Act, 2013 with insertion of sub-clauses numbered 1 to 5, 7, 8, 11, 12, 15, 18, and 20 to 23 (with certain editorial changes) currently forming part of existing Clause III(C) after existing sub-clause 8 and a new sub-clause numbered 24 after sub-clause 23 is proposed to be inserted in Clause III(A) by passing Special Resolution by the Members of the Company at their 57th Annual General Meeting scheduled to be held on Wednesday, 24 September 2025, subject to other approvals.

² The name of the Company was changed from Zuari Agro Chemicals Limited to Zuari Industries Limited pursuant to Special Resolution passed at the Extraordinary General Meeting held on 9 February 1998 and confirmed by the Registrar of Companies (ROC), Goa on 12 February 1998 and from Zuari Industries Limited to Zuari Global Limited vide Special Resolution passed at Extra Ordinary General Meeting held on 30 April 2012 and from Zuari Global Limited to Zuari Industries Limited in compliance with Clause 16 of the Scheme of Amalgamation of Gobind Sugar Mills Limited with Zuari Global Limited as approved by the Hon'ble National Company Law Tribunal ("NCLT"), Mumbai and Delhi Bench vide their respective order dated 20 April 2022 and 28 March 2022 and confirmed by ROC, Goa on 16 June 2022.

³ The Registered Office of the Company was transferred from State of Maharashtra to the Union Territory of Goa, Daman and Diu pursuant to Special Resolution passed at the adjourned Fifth Annual General Meeting of the Company held on 12 July 1972 and confirmed by an Order of the Bombay High Court dated 9 November 1972. Further, the Registered Office of the Company is proposed to be shifted by passing Special Resolution by the Members of the Company at their 57th Annual General Meeting scheduled to be held on Wednesday, 24 September 2025, subject to other approvals.

deal in and deal with goods, wares and merchandise and personal property of every class and description and to Carry on the business of contractors, erectors, construction of buildings, houses, apartments, structures or residential complexes and offices, set up, develop and providing of infrastructural facilities viz roads, water supply, power grids, telecommunications, ports, railway systems, irrigation sanitation and sewerage systems, industrial, institutional or commercial or developers of Cooperative Housing Societies, developers of housing schemes, townships, holiday resorts, hotels, motels and in particular preparing of building sites, constructing, reconstructing, erecting, altering, improving, enlarging, developing, decorating, furnishing and maintaining of structures, flats, houses, factories, shops, offices, garages, warehouses, buildings, works, workshops, hospitals, nursing homes, clinics, godowns, and other commercial, educational purposes for and conveniences to purchase for Development, and/or for resale and/or to let and/or to hold lands, houses, buildings, structures and other properties of any tenure and any interest therein and to purchase, sell, lease, hire, exchange or otherwise deal in land and house property whether real or personal and turn the same into account as may seem expedient.⁴

4. To carry on agri related businesses for the manufacture of sugar, refined sugar, artificial sweeteners, pharma sugar, sugar cubes/sachets, branded sugar, fortified sugar and all value added sugar products and related products, manufacture, extraction and production of bio-diesel, seeds production, distribution, developing various hybrid strains and patenting them, commercial nurseries for cultivation of sugar cane or any other crops used for production of sugar, entail agri research and development activities and collaborations with research and development activities and collaborations with research institutions and foreign partners for the said purpose and to generally carry out all activities and business as may be needed or incidental for the manufacture of sugar and related products as permitted by law.⁵
5. To manufacture, trade, buy, sell, exploit or deal in all by-products and products of whatever nature derived from the process of manufacture of sugar and those arising out of the objects specified above.⁵
6. To produce, import, export, stock or otherwise trade in Molasses, rectified spirit and alcohol (of all types and descriptions), ethanol and all other products arising out of the manufacturing process for sugar or which is germane to the said object, for sale, distribution, export and import for industrial, human or commercial use or for any other purpose.⁵
7. To carry on the business of distillery, generation of power for captive consumption and supply, sale or export of electric power, whether by the use of bio-mass, bagasse, any other feed stock or from any other substances and to establish, own, manage and maintain power plants, power generators, electricity generating works, factories and other works and conveniences in connection therewith and to generate, use, sell, supply and distribute electricity arising out of the carrying on of the objects specified above.⁵
8. To manufacture bio-fertilizers and bio-products of all types and descriptions which can be advantageously derived from the by products derived from the manufacture of sugar and to buy, sell, import, export or otherwise deal in the same.⁵

⁴ Amended vide special resolution passed through postal ballot on 11 September 2014.

⁵ Inserted vide special resolution passed at Annual General Meeting held on 14 September 2020.

9. To purchase, produce or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose of, trade, deal in and deal with any and all kinds of agricultural products, and purchase, manufacture, produce or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose of, deal in and deal with any and all articles or things manufactured, produced, resulting or derived in whole or in part from agricultural products of any kind whether to be used as food or in commerce, manufacture, the sciences, the arts or otherwise.
10. To purchase, manufacture, produce, refine, mine or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose of, trade, deal in and deal with any and all kinds of chemicals and source materials, ingredients, mixtures, derivatives, and compounds thereof, and any and all kinds of products of which any of the foregoing constitutes and ingredient or in the production of which any of the foregoing is used, including but not limited to medicines, pharmaceuticals, fertilizers and industrial chemicals of all kinds.
11. To purchase, manufacture, construct, erect, fabricate, build, press, stamp, draw, spin, furnish, equip, repair, utilize, procure, refine mine or otherwise acquire, invest in, own, hold use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose of, trade, deal in and with any and all kinds of metals and source materials, ingredients, mixtures, derivatives, and compounds thereof, and any and all kinds of products of which any of the foregoing constitutes an ingredient or in the production of which any of the foregoing is used, including but not limited to mechanical and electrical machinery, apparatus, equipment, implements, devices, fixtures, supplies and accessories and castings and forgings.
12. To engage in the business of engineering, contracting and construction, including the design, manufacture, construction, erection, alteration, repair and installation of plants, building, structures, ways, works, systems, and mechanical, electrical, and electronic machinery, equipment, apparatus and devices.
13. To carry on the business of chemists, druggists, drysalts, oil and colour men, importers and manufacturers of, and dealers in, pharmaceutical, medicinal, chemical, industrial and other preparations and articles, compounds, cements, plasters, oils, paints, pigments and varnishes, drugs, dyeware, paint and colour grinders, makers of and dealers in proprietary articles of all kinds, and of electrical, chemical, photographic, surgical and scientific apparatus, and chemical, phosphates, nitrates, caustic soda, chlorine products, iodine salts and minerals, organic and inorganic chemicals, heavy and light chemicals and fine chemicals, petrochemicals and alkalis and acids, soaps, toilet goods, oils, scents, attars, perfumes, scented oils, flavoured essences, floral synthetics, aromatics, mineral waters, wines, liquors, fruit essences, fruit juice, fruit syrup, vaccines, serums, fruits raw and ripe, fruit seeds and by products of fruits, herbs and other articles.
14. To carry on the trades or business of manufacturers of, and dealers in, explosives, ammunition, firewells and other explosive products and accessions of all kinds and of whatsoever composition and whether for military spating, mining or industrial purposes or for petrochemical display or for any other purpose.

15. To explore, prospect, take on lease or on royalty basis or otherwise acquire mines, mining rights and lands or any interest therein and to quarry, mine dress, reduce, draw, extract, caline, smelt, refine, manufacture, process and otherwise acquire, buy, sell or otherwise dispose of and deal in all types, qualities and descriptions of ores metal and mineral substances and to carry on any other metallurgical operations which may seem conducive to any of the Company's objects.
16. To undertake the custody and warehousing of merchandise, goods and materials and to provide cold storage and other special storage facilities.
17. To carry on business as financiers, capitalists, commercial agents, mortgage brokers, financial agents and advisers.
18. To act as stockists, commission agents, manufacturers' representatives or agents, selling and purchasing agents, distributors, brokers, trustees, attorneys and subject to the provisions of the Companies Act, 2013, Managers, Managing Agents, Secretaries and Treasurers, Secretaries and transfer agents for any other company firm, corporation or person.
19. To carry on the business or vocation of acting as advisers and consultants on all matters relating to the Technical, Administration, Finance, Management, Production, Marketing, Software Development.
20. To carry on business of general power suppliers to Government, Public, Bodies Corporate, local institutions, persons, firms, companies and any other third party and to plan, promote, generate, acquire by purchase in bulk, develop, distribute and accumulate power by wind, solar, hydro, thermal, biomass, coal, lignite, and to transmit, distribute, sell and supply such power and to lay down, establish, hire power stations, cables, wires, lines, accumulators, lamps and wires to generate and to accumulate, distribute and supply electricity and to light cities, towns, streets, docks and to sell to private, public, government, semi Government, local bodies and for captive consumption.
21. To carry on the business of owners and operators of all kinds of value added services including payment gateway services and international gateway services, long distance telephone services, e-commerce services and data-com services, video tech access points, multimedia access points, internal access point, voice mail services, e-mail services, video conference services, fax store and forward services, call centres enhanced fax services, internet services enhanced fax services, internet services including basic and advance services and to carry on business as advisers, suppliers, traders of data processing and information retrieval systems (whether or not remotely located and including but not limited to video text, telex and telefax systems), verification / authentication / certification / provision of digital signature, network services, including virtual private network services and board band network services, frame relay services, data centre services including hosting services, application services and co-location services computer hardware and software of all kinds which incorporate use and used in conjunction with or ancillary to systems of such description as aforesaid and any of the apparatus and equipment comprised therein and rendering consultancy and project counselling in connection with the above activities.
22. To carry on the business of manufacturing, running, operating, managing, advising on and supplying data processing and information retrieval systems (whether or not remotely located and including but not limited to videotex, telefax

and teletext systems) and systems utilising the capture, storage, processing, transmission or receipt of messages and signals (including but not limited to data, sounds and visual images) by with the aid of, in conjunction with, or in any way utilising computers, or similar equipments and computer programs and databases and to carry on the business of operating, managing, advising on, supplying and dealing in services and facilities of all kinds which incorporate use of or used in conjunction within connection with or ancillary to, systems of such description as aforesaid or any of the apparatus and equipment comprised therein.

23. To purchase, acquire, own, take lease and operate any land including agricultural land, farms, fields or to vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or Company on behalf or for the benefit of the Company, for setting up of and engage in research and development centers, research stations, laboratories green houses, processing centres for the purpose of development and improvement of the products including any poultry, animal products, seafoods, vegetables, fruits and fruit products and to use the acquired or leased land, for agricultural purposes including making land fit for cultivation, cultivation of land, improvement of land, development of sources of irrigation, raising and harvesting of crops, horticulture, forestry, planting and farming, cattle breeding, animal husbandry, dairy farming, seed farming, pisciculture, apiculture, sericulture, piggery, poultry farming and such other activities as are generally carried in relation to agriculture, dairy farming, cattle breeding, poultry farming and other categories in similar activities including marketing of agricultural products, their storage and transport and the acquisition of implements and machinery in connection with any such activity, which is necessary for carrying the business of the Company.
24. To carry on, undertake, and engage in any lawful business, trade, activity, or venture in India and/or abroad and for that purpose to manage, control, supervise, administer, dispose of, and further, if deemed fit, to setup, form, incorporate or acquire companies, subsidiaries (including wholly owned subsidiaries), associate companies, joint ventures (JVs), firms, partnerships, proprietorships, bodies corporate, societies, trusts, associations of persons, or any other entity or business concern, whether existing or proposed to be established, or any other recognized form of business or participation in the business and affairs of such entities by acquiring securities, interests, or any other rights therein, whether directly or through arrangements involving formation, promotion, incorporation, acquisition, merger, demerger, amalgamation, takeover, joint ventures, alliances, including by way of takeover under commercial or distress modes such as Corporate Insolvency Resolution Process (CIRP) or in such manner or mode as may be legal and deemed expedient.

(B) Matters which are necessary for furtherance of the objects specified in Clause III(A) are: -

1. To enter into, make and perform contracts of every kind and description, agreements and arrangements with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.
2. To carry on business as importers, exporters, buyers and sellers of and merchants and dealers in and manufacturers of merchandise, goods, materials and machinery of all kinds, spare parts, accessories and equipments.

3. To carry on any other business (whether manufacturing or otherwise), which may seem to the which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.
4. To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, receptacles, substances, materials, articles and things necessary or convenient for carrying on any of the business or processes of the Company usually dealt in by persons engaged in the like business or processes.
5. To buy, sell, manufacture, refine, manipulate, import, export, and deal in substances, apparatus and things capable of being used in any business of the Company or required by any customers or persons having dealings with the Company.
6. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale and resell any goods from time to time belonging to the Company.
7. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertaking and generally of any assets, property or rights.
8. To purchase, take on lease or licence or in exchange hire or otherwise any real and/or personal property and any rights or privileges, which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the Company and, in particular, any land (freehold, leasehold or other tenure), building, easement, machinery, plant and stock-in-trade and on any such lands to erect buildings, factories, sheds, godowns, or other structures for the works and purposes of the Company, and also for the residence and amenity of its employees, staff and other workmen and erect and install machinery and plant and other equipments deemed necessary or convenient or profitable for the purposes of the Company and either to retain any property to be acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.
9. To build, construct, maintain, enlarge, pull down, remove or replace, improve or develop and to work manage and control any buildings, offices, factories, mills, foundries, refineries, furnaces, godowns, warehouses, shops, machinery, engines, roads, ways, railways, tramways, roadways or other means of transport, sidings, bridges, reservoirs, dams, water-courses, water systems, wharves, electrical works, gas works, or works operated by any other kind of power and also such other machinery, equipment, conveyances, works and conveniences which may seem calculated directly or indirectly to advance the interests of the Company and to subsidise contribute to or otherwise assist or take part in doing any of these things and/ or to join with any other person or company or with any Government or Governmental authority in doing any of these things.
10. To carry on the business of a waterworks company in all its branches and to sink wells and shafts, and to make, build and construct, lay down and maintain, reservoirs, water works, cisterns, culverts, filter beds, main and other pipes and appliances and to execute and do all other works and things necessary or convenient for obtaining, storing, selling, delivering, measuring and distributing water for the purposes of the Company.

11. To let on lease or on hire-purchase system or to lend otherwise dispose of any property belonging to the Company, and to finance the purchase of any article or articles, whether made by the Company or not, by way of loans or by the purchase of any such article or articles, and the letting thereof on the hire-purchase system or otherwise howsoever.
12. To sell, lease, mortgage, grant licences, easements and other rights over land and in any other manner whatsoever, to transfer, deal with or dispose of, the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as the Company, may think fit and, in particular, for shares, stocks, debentures, or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
13. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint adventure or reciprocal concession, or for limiting competition with any person, firm or company carrying on or engaged in or about to carry on or engage in, any business or transaction which the Company is authorized to carry on or engage in, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
14. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company, carrying on or proposing to carry on any business which this Company is authorized to carry on, or possessed of property or rights suitable for any of the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to purchase, acquire, sell and deal in property, shares, stocks, debenture-stock of any such person, firm or company, and to conduct, make or carry into effect any arrangements in regard to the winding up of the business of any such person, firm or company.
15. To enter into partnership, or into any arrangement for sharing profits or losses, or for any union of interest, joint-adventure, reciprocal concession or co-operation with any person or persons, or company or companies carrying on, or engaged in, or about to carry on, or engage in or being authorized to carry on, or engage in, any business or transaction which this Company is authorized to carry on or engage in, or in any business or transaction capable of being conducted so as directly or indirectly to benefit this company.
16. To establish or promote or concur or be interested in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose whatsoever and to transfer to any such company any property of this Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other company and to subsidise or otherwise assist any such other company.
17. To underwrite, acquire by purchase, subscription or otherwise, and to receive hold own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choses in action and evidences of indebtedness or interest issued or

created by any corporations, joint stock companies, syndicates, associations, firms, trusts or persons, public or private, or by the Government of India or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

18. To pay for any rights or property acquired by the Company and to remunerate any person or company whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
19. To acquire, hold, use, sell, assign, lease, grant licences in respect of mortgage pledge or otherwise dispose of in any part of the world any patents of India, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks, trade names, concessions and formulas of any mixture whatsoever, and apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trademarks, designs, licenses, concession and the like conferring any exclusive, or nonexclusive or limited rights 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, or the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account the property, right or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights and without prejudice to the generality of the above any contracts, monopolies or concessions for or in relation to the supply and sale of any minerals, metals products or other substances, materials, articles or things or equipment, for or in relation to the construction, execution, carrying out, improvement, management, administration or control of any works and conveniences required for the purpose of carrying out, any of the business which the Company is entitled to carry on and to undertake, execute, carry out, dispose of, or otherwise turn to account, such contracts, monopolies or concessions.
20. To enter into any arrangements with any Government or Authority, Central, State, Local, or Foreign or Public body, or persons or authority, or from any private individual that may seem conducive to the Company's objects or any of them and to obtain from any such Government, Authority, person or Company any concessions, grants, decrees, rights, charters, contracts, licences, powers, and privileges whatsoever which may seem to the Company capable of being turned to account or which the Company may think directly or indirectly conducive to any of its objects or capable of being carried on in connection with its business, and to work, develop, carry out, exercise and turn to account the same.
21. To apply for, promote and obtain any Act of Parliament, charter, privilege concession licence, or authorization of any Government, State or Municipality provisional order or licence of any authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the interest of the Company.

22. To establish maintain and conducts training schools, courses and programmes in connection with the sale, installation, use, maintenance, improvement or repair of machines, apparatus, appliances or products and of articles, required in the use thereof or used in connection therewith by the Company, and establish, provide, maintain and conduct, or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments, and to undertake and carry on with all scientific and technical researches, experiments, and tests of all kinds and to promote studies and research, both scientific and technical, investigations and invention by providing, subsidizing endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remunerations of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorized to carry on.
23. To acquire from any person, firm or body corporate whether in India or elsewhere, technical information, know-how processes, engineering, manufacturing and operating data, plans, lay outs and blue prints useful for the design, erection and operation of plant required for any of the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.
24. To make donations to such persons or institutions and in such cases and other of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company, and also to subscribe, contribute, or otherwise assist or guarantee money for charitable scientific, religious or benevolent, national, public or political or other institutions objects or for any exhibition or for any public, general or other objects.
25. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident, pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pension, allowances or emoluments to any persons, who are or were at any time in the employment or service of the Company, or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time the Directors or Officers of the Company or of any such other company as aforesaid, and the wives, widows, families and dependants of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and to any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
26. To give to any officers, servants or employees of the Company any share or interest in the profits of the Company's business or any branch thereof, and whether carried on by means or through the agency of any subsidiary company or not, and for that purpose to enter into any arrangements the Company may think fit.

27. To train or pay the training in India or abroad of any of the Company's employees or any candidate in the interest of or for furtherance of the Company's objects.
28. To provide residential and/or sleeping accommodation for workmen and others, and in connection therewith to afford to such persons facilities and conveniences for washing, bathing, cooking, reading, writing and finding employment, and for the purchase, sale and consumption of provisions, both liquid and solid, and for the safe custody of goods.
29. To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
30. To pay out of the Company all costs, charges and expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company and /or the issue of its capital or which the Company shall consider to be preliminary, including therein the cost of advertising, printing and stationery and commission for obtaining application for taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company and expenses attendant upon the formation of agencies, branches and local boards.
31. Upon any issue of shares, debentures or other securities of the Company, to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash or by the issue of shares, debentures or other securities of the Company or by the granting of options to take the same, or in any other manner allowed by law.
32. To borrow or raise money, or to receive money on deposit or loan at interest or otherwise in such manner as the company any think fit, and in particular by the issue of debentures, or debenturestock (perpetual or otherwise) and convertible into shares of this or any other company or not and to secure the repayment of any such money borrowed, raised, or received, or owing by mortgage, pledge, charge or lien upon all or any of the property, assets or revenue of the Company (both present and future) including its uncalled capital and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be.
33. To lend and advance money or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the repayment of money of or by any such persons or companies and generally to give guarantees and indemnities.
34. To invest and deal with moneys of the Company in such manner as may from time to time be determined.
35. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and

justify public confidence and to avert or minimize financial disturbances which might affect the Company.

36. To confer upon any encumbrances or trustee for any encumbrances of uncalled capital, such powers of making and enforcing calls and of voting the transfer of shares not fully paid up as may be thought fit.
37. To issue or guarantee the issue of or the payment of interest on the shares, debentures, debenture stock or other security or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
38. To draw, make, accept, endorse, discount, execute and assure and negotiate bills of exchange, hundies, bills of lading, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities.
39. To receive money on deposit with or without allowance of interest thereupon and to guarantee the debts and the contracts of customers and others.
40. To subsidise, assist, and guarantee the payment of money by or the performance of any contract, engagement or obligation by any person or companies and in particular, customers of the Company or any person or companies with whom the Company may have or intend to have business relations.
41. To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
42. To act as agents or brokers and as trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world and as principals, agents, contractors or trustees or otherwise and by or through agents, sub-contractors or trustees or otherwise and either alone or jointly with others.
43. To procure the incorporation, registration or other recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the business.
44. Subject to the provisions of Section 123 of the Companies Act, 2013 or any other law for the time being in force, to distribute in specie or otherwise as may be resolved any property or assets of the Company or any proceeds of sale or disposal of any property or assets of the Company including the shares, debentures, or other securities of any other company formed to take over the whole or any part of the assets or liability of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
45. To carry on any business or branch of a business which this Company is authorized to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guarantying its liabilities, or to make any other arrangements, which may seem desirable with reference to any business or branch so carried on, including power at any time either temporarily or permanently to close any such business or

branch and to act as Managers or to appoint Directors or Managers of any such subsidiary company.

46. To do all or any of the above things either as principals, agents, trustees, contractors or otherwise and either by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment of the above objects.
 47. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.
- 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. ⁶The Authorized Share Capital of the Company is Rs. 3,65,75,00,000 (Rupees Three Hundred and Sixty-Five Crores and Seventy - Five Lacs only) divided into:
- a) Rs. 1,85,00,00,000 (Rupees One Hundred Eighty-Five Crores) consisting of 18,50,00,000 (Eighteen Crores Fifty Lakhs) equity shares of Rs. 10/- each.
 - b) Rs. 20,75,00,000 (Rupees Twenty Crore Seventy-Five Lacs) consisting of 20,75,000 (Twenty Lacs Seventy-Five Thousand) Cumulative Redeemable Preference Shares of Rs. 100/- each.
 - c) Rs. 1,60,00,00,000 (Rupees One Hundred Sixty Crores) consisting of 16,00,00,000 (Sixteen Crores) Preference Shares of Rs. 10/- each.

With power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of the Company for the time being.

⁶ Amended vide Special Resolution passed at the Annual General Meeting held on 14 September 2009.

We the several persons whose names and addresses are subscribed hereto are desirous of being formed into a Company in pursuance of this Memorandum of Association, and respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Sr. No.	Name, Father's Name, Address, Description, Occupation and Signature of each Subscriber	Number of Equity Shares Taken By each Subscriber	Name, Father's Name, Address, Description, Occupation and Signature of Witness
1.	K. K. Birla S/o. Shri G. D. Birla, 15, India Exchange Place Calcutta-1 Industrialist	100 One Hundred	R. N. Bagaria S/o Late C. L. Bagaria, 15, India Exchange Place, Calcutta-1 Service
2.	K.A. Varugis, S/o Shri K. P. Abraham, 5, Union Park, Pali Hill, Bombay-52. Business Executive	10 Ten	R. V. Murthy S/o Late R. Krishnachar, 5, "Ratan Lodge" King's Circle, Bombay-19 Journalist,
3.	S.V. Muzumdar S/o Shri V. D. Muzumdar, Roxana, 109, Queen's Road, Bombay-1. Legal Adviser	10 Ten	
4.	S. N. Gupta S/o Shri R. S. Gupta 15, India Exchange Place, Calcutta-1 Business Executive	10 Ten	R. N. Bagaria S/o Late C. L. Bagaria, 15, India Exchange Place, Calcutta-1 Service
5.	G. D. Kedia S/o Shri R. N. Kedia, Birla Lines, Delhi Business Executive	10 Ten	
6.	B. P. Newatia S/o Shri M. L. Newatia, 15, India Exchange Place, Calcutta-1 Service	10 Ten	
7.	M. L. Shah, S/o Late N. D. Shah, 15, India Exchange Place, Calcutta-1 Service	10 Ten	
	Total	160 (One Hundred & Sixty)	

PLACE : ZUARINAGAR

DATE : 12/05/1967