

GENERAL STAMP OFFICE
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MUMBAI - 400 023.



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दस्तावेज नं. THE COMPANIES ACT, 1956

MAHARASHTRA
मुद्रांक अधिकारी, मुंबई
करिता.

Co. No. 136003 Document No. 1
Registered/Filed No. COMPANY LIMITED BY SHARES
Date of Destruction permanent



MEMORANDUM OF ASSOCIATION

OF
बहामक/अतिरिक्त कंपनी अधिकारी
Asstt. / Addl. Registrar

FINE ORGANIC INDUSTRIES (MUMBAI) PRIVATE LIMITED

REC.NO.: 702927
REG.NO.: 11-000000
BAL - FEE 23/05/2002 20000
DRAFT 19741 23/05/2002 SIVADASAN

- I. The name of the Company is **FINE ORGANIC INDUSTRIES (MUMBAI) PRIVATE LIMITED.**
- II. The Registered Office of the company will be situated in the state of Maharashtra. i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai. - 6
- III. The objects for which the company is established are :

A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :

- 1. To carry on business, in India ^{and abroad - 6} or elsewhere, of manufacturers, processors, suppliers, distributors, dealers, importers, exporters of flavours, perfumes and flavouring chemicals, oil and colours, surface active agents, emulsifiers, preservatives, clouding agents, textile auxiliaries, lubricants, Oleo Chemicals & their derivatives, fatty acids & their derivatives, salt & esters.
- 2. To develop, process, manufacture, market, deal in and carry on the business in India ^{and abroad} or elsewhere in fine and heavy chemicals, oils, fats, dyes, dye-stuffs, dye-retardants, dye-assistants, organic and inorganic chemicals.

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE ABOVE OBJECTS ARE :

- 3. To establish agencies, branches or appoint representatives in India and ^{abroad} elsewhere for production, manufacture, sale purchase, exchange, hire or distribution of the Company's products or for any one or more of the objects of the Company and to regulate or discontinue the same.

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4. To enter into all sorts of internal and/or external foreign collaboration, technical assistance, financial or commercial arrangements, including the export market survey, study of market condition in India and Outside India for fulfilment of any object or objects herein contained.
5. To purchase, take on lease or in exchange hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company think necessary or convenient for the purpose of its business.
6. To ~~build, construct,~~ alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, electric works and other works and conveniences which may seem calculated directly or indirectly to advance interests of the company and to join with any other person or Company in doing any of these things.
7. To apply for purchase or otherwise acquire and protect and renew any patents, patent rights, inventions, trademarks .designs, licences, concessions and the like, conferring any exclusive or non-exclusive 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 purpose 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, inventions or rights.
8. To acquire and undertake the whole or any part of the business, property or any liabilities of any person or Company carrying on or proposing to carry on any business which the Company is authorised to carry on.
9. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession or for limiting competition with any person or Company carrying on or engaged in or about to carry on, or engage in, any business or transaction which the Company is authorised to carry on.
10. To improve, manage, developed, grant rights or privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.
11. To invest any movable or immovable property, rights or interest acquired by received or belonging to the Company in any person or persons or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.


12. To invest and deal with the moneys and other assets of the Company, not immediately required, in any manner.
13. To lend and advance money or give credit to such persons, Companies, corporations or firms and on such terms as may seem expedient and in particular, to customers and others having dealings with the Company and to release or discharge any debt or obligation owing to the Company.
14. To guarantee the performance of any contract or obligation of any Company, firm or persons and to guarantee the payment and repayment of the capital and principal of, and dividend interest or premium payable of any stock, shares or securities, debentures, debenture-stock mortgages, loan or other securities issued by any Company, corporation, firm or person, including (without prejudice to the said generality) bank overdrafts, bills of exchange and promissory notes and generally to give guarantees and indemnities.
15. To ~~receive money on depositor loan and~~ borrow or raise money, ^{other than public deposits} in such _B manner as the Company shall think fit, and in particulars by the issue of debentures, debenture stock perpetual or otherwise, and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon all or any of the property or assets of the Company, both present and future including its uncalled capital and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or any other person or Company as the case may be subject to the provisions of section 58A and directives of the Reserve Bank of India.
16. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
17. To apply for, promote and obtain any act of legislature, charter, privilege, concession, licence or authorisation of any government, state or other authority for enabling the Company to carry any of its objects into effect or for any extending any of the powers of the Company 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 interests of the Company.

18. To enter into any arrangements with any governments or authorities or any person or Company that may seem conducive to the objects of the Company or any of them, and to obtain from any such Government, Authority, person or Company any rights, privileges, charters, contracts, licences and concessions which the company may think it desirable to obtain and to carry out and exercise and Comply there with.
19. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital including brokerage and commissions for obtaining applications for of taking, placing or underwriting or procuring the underwriting of shares debentures or other securities of the Company.
20. To pay for any rights or property acquired by the Company and to remunerate any person or Company whether by cash payment or by the allotment of the shares, debentures, or other securities of the Company credited as paid up in full or in part or otherwise.
21. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or super-annuation, provident or gratuities, pensions, 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 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 to establish and subsidise and subscribe to institutions, associations, clubs, or funds, calculated to be for 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 persons as aforesaid and to any of the matter aforesaid either alone or in conjunction with any such other Company as aforesaid.
22. To procure the company to be registered, incorporated or recognised in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country any business or profession of the Company.

23. To establish or promote or concur in establishing or promoting any companies or company for the purpose 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 any part of the shares, debentures or other securities of any such other Company.
24. To sell, lease, mortgage, exchange, grant licences and other rights over, improve, manage, develop and turn to account and in any other manner deal with or dispose of the undertaking, investments, property, assets, rights and effects of the Company or any part thereof for such consideration as may be thought fit and in particular any 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.
25. To distribute among the members in specie any property of the Company subject to the provisions, of the Companies Act, 1956 in the event of winding up.
26. To act as agents or brokers or as trustees for any person or Company and to undertake and perform sub-contracts and to do the above things in any part of the world and either as principals, agents, trustees, contractors, or otherwise and either along or jointly with others and either by or through agents or contractors, trustees or otherwise.
27. To become member of any other bodies of persons, associations, institution clubs, societies and bodies corporate including Companies limited by guarantee.
28. To accept gifts, bequests or donations of any movable or immovable property or any rights or interest therein from members or others, *subject to provisions of The Companies Act, 1956.*
29. To lend money with or without security and to make advances or to act as agents, for any of the aforesaid purpose, so however that the Company shall not carry on the business of banking as defined under the Banking regulations Act, 1949. 8
30. To employ agents or experts to investigate and examine the condition, prospects, value character and circumstances of any business concerns and undertakings and generally of any assets properties or rights.
31. To subscribe, contribute, gift or donate any money, rights or assets for any national, educational, religious, charitable, scientific, public, objects or to make gifts or donations or money or other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds,

universities, college or any individual or bodies of individuals or bodies corporate to the extent if 10% of the surplus available for distribution.

32. To open bank accounts of any type including overdraft account and to operate the same in the ordinary course of business.
33. To undertake or promote scientific research related to any business or class of business in which the Company is interested.
34. To take part in the formation, management, supervision or control of the business or operations of any Company or undertaking and for that purpose to appoint and remunerate any director, administrator, manager or accountant or other expert or agents.
35. To acquire, hold or deal in stocks, shares, debentures, securities, lands, buildings, houses, flats, bungalows, shops, etc. 

C. THE OTHER OBJECTS :

36. To carry on the business of running motor lorries, motor taxis, motor omnibuses and conveyances of all kinds and on such lines and routes as the Company may think fit and to transport passengers and goods and generally to do the business of common carries.
37. To acquire or set up and run hospitals, clinics, nursing homes, maternity and family planning units or pathological laboratories and optician shops.
38. To manufacture and deal in refrigeration, coolants, ice manufactures and heavy water, mineral water.
39. To carry on the business of cold storage of fruits, vegetable, seeds, fish, meat, agricultural products, milk and dairy products and other perishable items.
40. To carry on business as merchants, traders, commission agents, buying and selling agents, brokers, adatis, buyers, sellers, importers, exporters, dealers in India or elsewhere and to import, export, buy, sell, barter, exchange, pledge, mortgage advance upon or otherwise trade and deal in goods, produce, articles and merchandise of any kind whatsoever.
41. To carry on the business of acting as advisors and consultants on all matters and problems relating to administration, finance, organisation management, personnel, commencement and expansion of industries (including construction of plant and buildings), purchasing techniques, production, storage, purchase, sales marketing, distribution, advertising publicity material cost and quality control, export, import and rendering of services to individuals, firms, bodies corporate, institutions, concern associations (Whether incorporate or not and departments of the Government) and all public and local authorities.

IV. The liability of the members is limited.

V. (1) The ~~Authorized~~ ^{Authorised} Share Capital of the Company is Rs. ~~10,00,000/-~~ ^{20,00,000/-} (Rupees ~~Ten~~ ^{Twenty} Lakhs only) divided into ~~1,00,000~~ ^{2,00,000} (~~One~~ ^{Two} Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each. ~~The Company has power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, differed, qualified or other special rights conditions or restrictions, as may be determined by or in accordance with the articles of Association of the Company and to vary, modify or abrogate any such right, privilege or conditions or restrictions in such manner as may from time to time being permitted by the articles of Association of the Company or the legislative provisions for the time being in force in that behalf.~~

(2) The paid up Capttal of the Company shall be minimum of Rs. 1,00,000/-

We, the several persons, whose names, addresses, description and occupation are hereunder subscribed, below are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of company set opposite to our respective names:

Name, address, description and occupation of each subscriber	Number of Equity shares taken by the subscriber	Signature of the subscriber	Signature of witness and his name, address, description and occupation
Ramesh Maganlal Shah S/o. Maganlal Manilal Shah (Two thousand) Neelkanth Valley, 1102, Indraprastha Rajawadi, Ghatkopar (East) Mumbai - 400 077. Business	2000		JITENDRA VRAJLAL SHAH, SON OF VRAJLAL SHAH 307- VIRCHAND UMARJHI, 13/21-3 ^A PAM, RAJALIC RD, MUMBAI 400 004. CHARTERED ACCOUNTANT
Prakash Damodar Kumar S/o. Damodar Narayan Kumar Neelkanth Tirth (Co-op. Hsg. Soc.) Bungalow No. 3, Road No. 6. (Thousand) Opp. Anubhram, Chembur Mumbai - 400 071 Business	2000 (Thousand)	Prakash D. Kumar 	 WITNESS TO ALL Subscriber Nos. 1 to 5
Mukesh Maganlal Shah S/o Maganlal Manilal Shah Neelkanth Valley, 1003 Indraprastha, Rajawadi, Ghatkopar (East) Mumbai - 400 077 Business.	2000 (Two thousand)		8
Jayen Ramesh Shah S/o Ramesh Maganlal Shah Neelkanth valley, 1002 Indraprastha, Rajawadi, Ghatkopar (East), Mumbai - 400 077. Business.	2000 (Two thousand)		
TUSHAR RAMESH SHAH S/O. RAMESH MAGANLAL SHAH, NEELKANTH VALLEY, 1104 INDRAPRASTHA, RAJAWADI GHATKOPAR (EAST) MUMBAI - 400077 BUSINESS.	2000 (Two thousand)		
10000 (TEN THOUSAND ONLY)			

DATE: 21/5/02
MUMBAI