

August 10, 2020

DCS-CRD BSE Limited First Floor, New Trade Wing Rotunda Building, Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 023 Stock Code: 533229	Listing Compliance National Stock Exchange of India Ltd. Exchange Plaza, 5th Floor Plot No. C/1, 'G' Block Bandra- Kurla Complex Bandra East, Mumbai 400 051 Stock Code: BAJAJCON
--	--

Dear Sir/ Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Our Letters dated July 2, 2020 and July 4, 2020

Further to our aforementioned letters and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), we would like to inform you that the alteration in the Objects Clause of the Memorandum of Association (MoA) and Adoption of new set of Articles of Association (AoA) of the Company has been approved by the Members at the Extraordinary General Meeting of the Company held on July 30, 2020 by way of Special Resolution(s) with requisite majority and has been further approved by the Registrar of Companies (RoC), Jaipur on August 9, 2020.

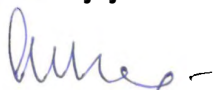
Pursuant to Regulation 30 read with Para A of Part A of Schedule III of Listing Regulations, we are submitting herewith a certified true copy of the altered MoA and AoA of the Company for your records.

The same may please be taken on record and suitably disseminated to all concerned.

Thanking you,

Yours Sincerely,

For Bajaj Consumer Care Limited



Chandresh Chhaya

Company Secretary & Compliance Officer

Membership No.: FCS 4813

Encl: As above

Bajaj Consumer Care Ltd

(Formerly Bajaj Corp Ltd)

117, 11th Floor, Bajaj Bhavan, Jamnalal Bajaj Marg, 226 Nariman Point, Mumbai - 400021

Tel.: +91 22 22049056 / 58 / 8633 | CIN: L01110RJ2006PLC047173 | Web: www.bajajconsumercare.com

Registered Office: Old Station Road, Sevashram Chouraha, Udaipur- 313 001, Rajasthan

Tel.: +91 0294-2561631, 2561632



सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Jaipur

G/6-7, Second Floor Residency Area, Jaipur, Rajasthan, India, 302001

Corporate Identity Number: L01110RJ2006PLC047173

SECTION 13(1) OF THE COMPANIES ACT, 2013

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The shareholders of M/s BAJAJ CONSUMER CARE LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 30-07-2020 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Jaipur this Ninth day of August Two thousand twenty.



Uttam Sitaram Patole

Registrar of Companies

RoC - Jaipur

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

BAJAJ CONSUMER CARE LIMITED

Old Station Road, Sevashram Chouraha, Udaipur, Udaipur, Rajasthan, India,
313001



CERTIFIED TRUE COPY

For BAJAJ CONSUMER CARE LIMITED

Chandresh Chhaya

**Chandresh Chhaya
Company Secretary
(Membership No. FCS 4813)**



सत्यमेव जयते
GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies
G/6-7, Second Floor Residency Area, Jaipur, Rajasthan, India, 302001

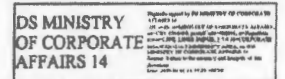
Certificate of Incorporation pursuant to change of name
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): L01110RJ2006PLC047173

I hereby certify that the name of the company has been changed from BAJAJ CORP LIMITED to BAJAJ CONSUMER CARE LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name BHAUMIK AGRO PRODUCTS PRIVATE LIMITED.

Given under my hand at Jaipur this First day of January two thousand nineteen.



Uttam Sitaram Patole

Registrar of Companies
RoC - Jaipur

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

BAJAJ CONSUMER CARE LIMITED

Old Station Road, Sevashram Chouraha, Udaipur, Udaipur, Rajasthan, India, 313001



CERTIFIED TRUE COPY

For BAJAJ CONSUMER CARE LIMITED

Chandresh Chhaya
Company Secretary
(Membership No. FCS 4813)

कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, मुंबई

कम्पनी अधिनियम, 1956 की धारा 18 (1) (क)

उद्देश्य-खंडों में परिवर्तन की पुष्टि हेतु विशेष विनिश्चय के पंजीकरण का प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U01110MH2006PLC161345

संस्था BAJAJ CORP LIMITED

वे अंशधारकों ने दिनांक 27/11/2009 को आयोजित की गई वार्षिक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम, 1956 (1956 का 1) की धारा 18 (1) का अनुपालन करते हुए अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतद्वारा स्थापित करता हूँ कि उक्त विशेष विनिश्चय की प्रतिलिपि, यथा परिवर्तित संगम-ज्ञापन के साथ, आज पंजीकृत कर ली गई है।

मेरे हस्ताक्षर द्वारा मुंबई में यह प्रमाण-पत्र, आज दिनांक चार जनवरी दो हजार दस को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Maharashtra, Mumbai

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

Corporate Identity Number : U01110MH2006PLC161345

The share holders of M/s BAJAJ CORP LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 27/11/2009 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Mumbai this Fourth day of January Two Thousand Ten



(SHRIRAM MOTHRAM SAINDANE)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

महाराष्ट्र, मुंबई

Maharashtra, Mumbai

कम्पनी रजिस्ट्रार के कार्यालय अधिनियम में सार्वजनिक प्रकाशन का पता

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

BAJAJ CORP LIMITED

2nd Floor, Building No. 2, Solitaire Corporate Park, 167, Guru Hargovind Marg, Chakala, Andheri (East)

Mumbai - 400093

Maharashtra, INDIA

CERTIFIED TRUE COPY
For BAJAJ CONSUMER CARE LIMITED

Chandresh Chhaya
Company Secretary
(Membership No. FCS 4813)

भारत सरकार - पञ्जाबी कार्पोरेट अफेयर्स
कम्पनी रजिस्ट्रार महाराष्ट्र, मुंबई

कम्पनी अधिनियम, 1956 की धारा 17(1) के तहत

उद्देश्य संशोधन में परिवर्तन की पुष्टि तथा विशेष दिशिक्षण को प्रमाणित करने का प्रमाणपत्र

कम्पनी नाम: BAJAJ CONSUMER CARE LIMITED

देयता संख्या: COA/2009/481/174

यह प्रमाणपत्र के दिनांक 10/11/2009 को आयोजित की गई विशेष दिशिक्षण बैठक में एक विशेष दिशिक्षण संशोधन करके कम्पनी अधिनियम, 1956 की धारा 17(1) के तहत प्रमाणित किया गया है।

यह प्रमाणपत्र के दिनांक 10/11/2009 को आयोजित की गई विशेष दिशिक्षण बैठक में एक विशेष दिशिक्षण संशोधन को प्रमाणित करने का प्रमाणपत्र है।

यह प्रमाणपत्र के दिनांक 10/11/2009 को आयोजित की गई विशेष दिशिक्षण बैठक में एक विशेष दिशिक्षण संशोधन को प्रमाणित करने का प्रमाणपत्र है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Maharashtra, Mumbai

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(a)

Corporate Identity Number: U01110M-2000PL-191348

The share holders of M/s. BAJAJ CONSUMER CARE LIMITED have passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 05/11/2009 altering the provisions of its Memorandum of Association with respect to its objects and complied with the Section 18(1) of the Companies Act, 1956 (No. 1 of 1956)

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Mumbai the Tenth day of November Two Thousand Nine



Signature of the Registrar

ENDER SINGH MEENA

Registrar of Companies
महाराष्ट्र, मुंबई
Maharashtra, Mumbai

कम्पनी का पता: BAJAJ CONSUMER CARE LIMITED
Mailing Address: BAJAJ CONSUMER CARE LIMITED
BAJAJ CONSUMER CARE LIMITED
2nd Floor
Mumbai, Maharashtra
Maharashtra, Mumbai

CERTIFIED TRUE COPY

For BAJAJ CONSUMER CARE LIMITED

Signature of Chandresh Chhaya

Chandresh Chhaya
Company Secretary
(Membership No. FCS 4813)

गोवर्ण संरक्षण-का रजिस्ट्रार कार्यालय
उपस्थानी एजिस्ट्रार कार्यालय, महाराष्ट्र, मुंबई

लिमिटेड कार्यालय को रूप में रजिस्ट्रार को के तहत रजिस्ट्रार कार्यालय, उपस्थानी को नाम में परिवर्तन का
कार्यालय कार्यालय

कॉर्पोरेट इन्फोर्मेशन (COI) नंबर: 10MH2006PLC001345

पैदाश (Incorporation) नंबर: 10MH2006PLC001345

के नाम में, के तहत रजिस्ट्रार कार्यालय को रूप में रजिस्ट्रार

बाजाज कॉर्पोरेट लिमिटेड

को रूप में रजिस्ट्रार कार्यालय को तहत रजिस्ट्रार कार्यालय, उपस्थानी को नाम में परिवर्तन का

कार्यालय कार्यालय

को रूप में निर्धारित की गई थी, और जहाँ इसका नाम रजिस्ट्रार को तहत रजिस्ट्रार कार्यालय को नाम में परिवर्तन का

लिमिटेड दिनांक 14/09/2007 को रजिस्ट्रार कार्यालय को तहत रजिस्ट्रार कार्यालय को नाम में परिवर्तन का

BAJAJ CORP LIMITED

को नाम में रजिस्ट्रार कार्यालय को तहत रजिस्ट्रार कार्यालय को नाम में परिवर्तन का

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Maharashtra, Mumbai

Fresh Certificate of Incorporation consequent upon Change of Name on
Conversion to Public Limited Company

Corporate Identity Number: 10MH2006PLC001345

In the matter of M/s Bajaj Corp Private Limited

I hereby certify that Bajaj Corp Private Limited which was originally incorporated on Twenty Fifth day of April Two Thousand Six under the Companies Act 1956 (No. 1 of 1956) as Bhaumik Agro Products Private Limited having duly passed the necessary resolution on 14/09/2007 in terms of Section 31/ 21 read with Section 44 of the Companies Act, 1956 the name of the said company to this day changed to BAJAJ CORP LIMITED and the Certificate is issued pursuant to Section 23(1) of the said Act.



JHRITAM MOTIRAM SAINGANI

Deputy Registrar of Companies

MARATHI

Maharashtra, Mumbai

आपको सूचित किया जाता है कि

व्यक्तिगत पता: [Address]

BAJAJ CORP LIMITED

1st Floor, Bhaumik Agro Products Private Limited

Mumbai - 400002

Shareholders, Bhaumik

CERTIFIED TRUE COPY

For BAJAJ CONSUMER CARE LIMITED,

Chandresh Chhaya

Company Secretary

(Membership No. FCS 4813)

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, महाराष्ट्र, मुंबई

नया प्रतिभूतित के प्रमाण का प्रमाण प्रमाणपत्र

कम्पनी नाम: राजा कॉन्सुमर केयर प्राइवेट लिमिटेड

कम्पनी आईडी नंबर: L27140MH2008PTC-01745

कम्पनी का पता: राजा कॉन्सुमर केयर प्राइवेट लिमिटेड

कम्पनी का पता: राजा कॉन्सुमर केयर प्राइवेट लिमिटेड

जो पूर्व में राजा कॉन्सुमर केयर प्राइवेट लिमिटेड के रूप में नामित था

कम्पनी नाम: राजा कॉन्सुमर केयर प्राइवेट लिमिटेड

क रूप में निर्धारित की गई थी, कि कम्पनी अधिनियम 1956 की धारा 21 की शर्तों के अंतर्गत विहित आवश्यक विनिर्देश पारित करके तथा लिखित रूप में यह शर्तित करके की उसे भारत का अनुसूचित कम्पनी अधिनियम 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं. 507 (ए) दिनांक 24.8.1995 एच आर एन. 11/372938 दिनांक 11/09/2007 के द्वारा प्रमाणित किया है, जहां कम्पनी का नाम राजा परिवर्तित कर दिया गया।

इस प्रकार यह प्रमाणित है कि कम्पनी का नाम राजा परिवर्तित किया गया है।

कम्पनी का नाम राजा परिवर्तित किया गया है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Maharashtra, Mumbai

Fresh Certificate of Incorporation/Consequent upon Change of Name

Corporate Identity Number: L27140MH2008PTC-01745

In the name of M/s Bhaumik Agro Products Private Limited

I hereby certify that Bhaumik Agro Products Private Limited which was originally incorporated on Twenty Fifth day of April Two Thousand Six under the Companies Act, 1956 (No. 1 of 1956) as Bhaumik Agro Products Private Limited having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E), dated 24/08/1995 vide SRN A16372938 dated 11/09/2007 the name of the said company at this day changed to Raja Corp Private Limited and the Certificate issued pursuant to Section 23(1) of the said Act.

Given under my hand and official seal at Mumbai this Eleventh day of September Two Thousand Seven.



[Signature]

CHANDRESH CHHAYA
Company Secretary of Companies
Mumbai, Maharashtra, India

राजा कॉन्सुमर केयर प्राइवेट लिमिटेड
Mailing Address: 2nd Floor, Building 12, 2, Chhatrapati Shivaji Maharaj Road, Mumbai - 400003
Raja Corp Private Limited
2nd Floor, Building 12, 2, Chhatrapati Shivaji Maharaj Road, Mumbai - 400003
Mumbai - 400003
Maharashtra - 400003

CERTIFIED TRUE COPY
For BAJAJ CONSUMER CARE LIMITED
[Signature]
Chandresh Chhaya
Company Secretary
(Membership No. FCS 4813)

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
अन्वय, रजिस्ट्रार ऑफ कंपनियों, महाराष्ट्र, मुंबई

कम्पनी अधिनियम, 1956 की धारा 18(1)(क)

उद्देश्य-उद्देश परिवर्तन को पुष्टि हेतु विस्तृत विनिश्चय के पंजीकरण का प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या - 001410M(2000)71-81345

मेसर्स Bhaumik Agro Products Private Limited

के अंशधारकों ने दिनांक 18/07/2007 को कॉर्पोरेट की एक बैठक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम, 1956 (1956 का 1) की धारा 18(1) का अनुपालन करते हुए अपने स्वयं-शासन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतद्वारा सत्यापित करता हूँ कि यह किरण निगमों की प्रतिलिपि, यथा परिवर्तित स्वयं-शासन के साथ, आज पंजीकृत कर ली गई है।

मेरे हस्ताक्षर द्वारा मुझे मैं यह प्रमाण-पत्र, आज के-तक-सबसे-अच्छे ढंग में जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Maharashtra, Mumbai

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956

Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

Corporate Identity Number - 001410M(2000)71-81345

The share holders of M/s. Bhaumik Agro Products Private Limited having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 18/07/2007 altered the provisions of its Memorandum of Association with respect to its objects and comply with the Section 18(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution regarding alteration of the Memorandum of Association as altered has this day been registered.

Given under my hand at Mumbai, this 18th day of July 2007.




(ELSY PAPPACHAN)

Registrar of Companies
महाराष्ट्र, मुंबई
MUMBAI-400006, Mumbai

कम्पनी रजिस्ट्रार को कॉर्पोरेट अधिनियम के अनुपालन में प्रमाण-पत्र जारी करने के लिए।

Mailing Address as per records available: rajesh@baajajconsumercare.com

Bhaumik Agro Products Private Limited


2nd Floor, Bulking Road, Chhatrapati Shivaji Maharaj, Mumbai - 400083

Mumbai - 400083

Membership No. FCS 4813

(Printed - Ancher (East))
CERTIFIED TRUE COPY

For BAJAJ CONSUMER CARE LIMITED


Chandresh Chhaya
Company Secretary
(Membership No. FCS 4813)



प्रास्थ. आर्. आर्.

Form I. R.

निगमन का प्रमाण - पत्र

CERTIFICATE OF INCORPORATION

सा. _____ की. सं. _____

CIN U 01 110 MH 2006 PJC 161345

मैं हस्ताक्षरों के द्वारा प्रमाणित करता हूँ कि आज

कम्पनी अधिनियम (1956 का. सं. 1) के अर्धीन निगमित की गई है और कम्पनी परिसीमित

है।

I hereby certify that Bhaumik Agro Products Private Limited is this day incorporated under The Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

मेरे हस्ताक्षरों से आज सा. _____ को दिया गया।

Given under my hand at MUMBAI this TWENTYFIFTH day of APRIL

TWO THOUSAND SIX.



(A. S. SINGH)
REGISTRAR OF COMPANIES
MAHARASHTRA - MUMBAI.

CERTIFIED TRUE COPY
For BAJAJ CONSUMER CARE LIMITED

Chandresh Chhaya
Company Secretary
(Membership No. FCS 4813)

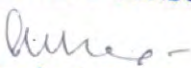
THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
BAJAJ CONSUMER CARE LIMITED
(Incorporated under the Companies Act, 1956)

- ^# I. The name of the Company is **BAJAJ CONSUMER CARE LIMITED**.
- \$II. The registered office of the Company will be situated in the state of RAJASTHAN.
- III. The objects for which the Company is established are :-
- A. **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION**

- *1. To carry on the business of manufacturers, exporters, Importers, retailers, merchants, producers, buyers, sellers, brokers, buying agents, selling agents, packers, re-packers, commission agents, factors, distributors, stockiest, agents, traders and suppliers of and dealers in all classes and kinds of all or any cosmetics, personal care, hair care, skin care, hygiene, home care, oral care, pharmaceutical, ayurvedic, medicinal, industrial and other preparations and articles, patent medicines, mineral and other water, cordials, restoratives, foods, drugs, tinctures, inks, paints, pigments, varnishes, drugs and colour grinders, makers of and dealers in proprietary and sanitary articles, hair oils, scents, snows, perfumes, talcum powders, face powders, baby powders, prickly heat powders, face creams, face foundations, skin powders, tooth powders, tooth paste, toothbrushes, hair dyes, shaving soaps, shaving creams, shaving brushes, blades, razors, eyeliners, eye shadows, mascaras, kajals, nail polish, nail enamel, nail polish removers, nail hardeners, lip sticks, lip gloss, blush on, eyelash curlers, hair sprays, shampoos, conditioners, after shave lotions, after shave soaps, medicated soaps, lather soaps, moisturizing soaps, moisturizing creams, abrasives, cleansing milk creams, hair removers, waxes, sprays, hair creams, tissue papers, kerchiefs, cosmetics and toiletries and other Biochemistry, chemicals (organic and/or inorganic, fine or heavy, their mixtures and formulation) its intermediates, pesticides, insecticides, repellants and of all kinds of agriculture chemicals export house of any good, commodities and merchandise of any other description whatsoever either by wholesale or retail and to carry on other business or businesses which it may possibly be desirable to carry on in conjunction with or in lieu of or independently of any business of the Company.

- ^ *The above Name Clause I have been changed vide Special Resolution passed in the Extraordinary General Meeting of the Members of the Company held on September 14, 2007*
- \$ *The situation Clause II has been altered w.e.f. from March 10, 2015 upon registration of the Order dated February 13, 2015 of the Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai for changing the place of the registered office from the State of "Maharashtra" to the State of "Rajasthan" as approved vide Special Resolution passed through Postal Ballot, the result of which was declared on October 10, 2014.*
- # *The name has been changed w.e.f. January 1, 2019 upon receipt of a fresh Certificate of Incorporation with new name by Registrar of Companies, as approved vide special resolution passed by the shareholders through Postal Ballot, the result of which was declared on December 20, 2018*
- *The clauses 1 to 5 have been substituted vide Special Resolution passed in the Extraordinary General Meeting of the Members of the Company held on July 30, 2020.*

CERTIFIED TRUE COPY
For BAJAJ CONSUMER CARE LIMITED


Chandresh Chhaya
Company Secretary
(Membership No. FCS 4813)

CHANDRESH
CHAKRADHA
R CHHAYA

- **2.** To carry on the business of importers and exporters of all kinds of chemicals, chemical products, Petro chemicals/oils deoiled cakes, animal feeds, concentrates and as manufacturers, buyers, sellers of and dealers in all kinds of chemicals and chemical products including acids, alkalies, salts, manures, fertilizers, dye ware paint, caustic soda, soda ash, nitric acid, sodium nitrate, sodium nitrite, sodium bicarbonate, ammonia, and all other types of acids, solvents and industrial chemicals and minerals, pigments, methanol and all other organic and inorganic chemicals.
- **3.** To carry on the business of manufacturers and dealers in Anatomical, Orthopedic and Surgical Appliances, provisions and requisites of all kinds of Surgical apothecaries, Medical Practitioners, Hospital and Invalids, preparations of all kind according to the methods and systems of Allopathy, Homeopathy, Unani, Ayurveda, tonics, restoratives, Chyawanprash, honey, products from honey, Hand Sanitizer, Floor Sanitizer, Face and hand Masks, Gloves, Safety kits, Disinfectant, Deodorant or any medical and personal hygiene products, health & immunity booster products.
- **4.** To manufacture, process, prepare, preserve, can, refine, bottle, buy, sell and deal whether as wholesalers or retailers or as exporters or importers or as principals or agents in foods, vegetables, canned, tinned and processed foods, deep frozen foods and vegetables, deep frozen cooked and semi cooked varieties of food, preserved fruits, dry fruits, protein, health and instant foods of all kinds including baby and deistic foods, cereals, beverages, cordials and aerated mineral waters and food stuffs and consumable provisions of every description for human or animal consumption and to carry on business in all natural, artificial, synthetic or chemical edible food colour. foodstuffs, canned fruits, chocolates, candies, jams, preserves, jellies, peppermints, juice, syrups, beverages, waters, wines, cordials, restorative and drinks of all kinds canned food, packed food, squashes, aerated water, mineral water, syrups, soft drinks, fruit drinks, milk and milk products and beverages of every description, aerated water and of casks, malt, hops, grains, meal, yeast, cooking oil, sterilized flavored milk, tea, coffee, cinchona, rubber, dairymen, contractors, dairy farmers, millers, purveyors and vendors of milk, cream, cheese, butter, poultry and provisions of all kinds and to buy, sell and trade in any goods or business associated with the farming interest which may be advantageously carried on by the company.
- **5.** To carry on business as manufacturers, producers, processors, makers, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds of proprietary product, hair, skin, nail and other beauty preparations, deodorants, aerosol, pump, spray products, baby products, coconut and other edible oils, petroleum and mineral oil products chemicals, acids and alkalis, all kinds of perfumery and other compounds, preparations, materials and products, bath products, care products, cotton swabs, family planning appliances, hair dyes, pigments, varnishes, essential oils, detergents, insecticides, oils, beauty specialties, preparations, aids and accessories of every description whether medicated, antiseptic or not, ingredients or accessories thereof and other materials or things capable of being used in connection with such manner, factor or business, finished cosmetics, perfumes and essences, dentifrices, lotions, extracts, greases, creams, salves, ointments, pomades, powders, tooth powder, toothpastes, mouthwash eau de cologne, toilet requisites and preparations, cleansing compounds, hand sanitizers, food sanitizers, disinfectant and all varieties, mixtures, descriptions, specifications, coverage,



characteristics & applications, of colour, henna herbal product. guar gum, guar meal, guar gum derivatives and all other allied products of guar gum.

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)

- **6. To act as manufacturers, produce, crush, extract, distribute, derive, treat, grade, import, export, buy, sell, turn to account and to act as agent, broker, concessionaire, consultant, collaborator, export house or otherwise to deal in all varieties, colours, dimensions, descriptions, characteristics, applications and uses of sugar including cane sugar, beet sugar, maple sugar, khandsari sugar in the form of powder, granules, cubes & lumps and its products, by-products, residues, derivatives, formulations, substances & materials including glucose, sucrose, fructose, lactose, maltose, molasses, confectioneries, chocolates, sugar candy or such other products.
- ***7. For the purpose of the business of the Company, to buy, sell, hire, let on hire, job work or otherwise to deal in all kinds of agricultural and earthmoving machineries including tractors, trailers, bulldozers, graders, levelers, cranes, and such other machines and material handling equipments as required.
- ***8. To apply for, purchase or otherwise, acquire any patent, patent right, copyright, trade-marks, formulae, license, lease, concessions, conferring any exclusive or limited right to use information as to any invitation which may seem capable of being used for any of the purposes of the Company or the acquisition of which may directly or indirectly to benefit the Company; and to use, exercise, or grant license in respect of the property, rights or information acquired.
- ***9. To enter into negotiation or collaboration, technical, financial or otherwise with any person or Government for obtaining any grant, license or on other terms, formulae and other right and benefits, and to obtain technical information, know-how and expert advice for the development, production, manufacture, operation, distribution and licensing to attain the main objects of the Company.
- ***10. For the purpose mentioned in the preceding clause to appoint and remunerate any Directors, Trustees, Managers, Accountants or other experts or agents.
- ***11. To acquire, take over and undertake the whole or any part of the business as a going concern along with all its properties, assets and liabilities from any person or Company and to enter into partnership or any arrangements for sharing profits, union of interests, co-operation, joint ventures, reciprocal concessions or otherwise with any person or Company carrying on any business or transaction which this Company is authorized to carryon.
- ***12. To guarantee the contacts or otherwise assist any such person or Company and to take or otherwise acquire shares and securities of any such Company and to sell, hold, reissue, with or without guarantee or otherwise deal with.
- ***13. To pay, reimburse or give credit for all costs, charges and expenses incurred or for such services rendered for the promotion, formation, registration, advertisement and establishment of this Company or any other Company and alternatively to issue shares against such charges subject to the act.



- ***14. To pay for any properties, machineries, rights, or benefits acquired by the Company either in cash or by allotment of fully or partly paid up shares and to issue securities in lieu of services rendered by brokers, merchant bankers, advisors or consultants.
- ***15. To remunerate any person or Company for services rendered, or to be rendered in placing, assisting or guaranteeing the placing of any of the shares in the Company's capital or any debentures or other securities issued by the Company or to such persons introducing business to the Company and to pay for any consultancy or any other charges for introducing business opportunities, technical or managerial assistance, acquiring any privileges, rights, concessions or such other benefits for the Company.
- ***16. To make donations for such causes or to discharge its social obligations as may be conducive to the objects of the Company subject to the Act.
- ***17. To acquire by purchase, lease, concession, grant, license or otherwise such lands, buildings, minerals, stock-in-trade, stores, rights, privileges, concessions, easements and other movable and immovable properties as may be necessary from time to time for carrying on the business of the Company.
- ***18. To build or erect upon land of the Company howsoever acquired such as offices, residences, and other buildings and to construct roads, bridges, reservoirs, water courses and such other facilities for the purpose of the Company.
- ***19. To invest and deal with the moneys of the Company not immediately required in such manner as may be determined by the Directors from time to time.
- ***20. To lend money upon such terms as may seem expedient and in particular to members of the staff, customers, directors and others having dealings with the Company and to guarantee or to become sureties for the performances of any contracts but the Company shall not carry on the business of banking as defined in the Banking Regulation Act, 1949.
- ***21. To engage, employ, suspend or dismiss agents, managers, superintendents, assistants, clerks, and other servants and to remunerate such persons at such rates and in such manner as shall be thought fit from time to time.
- ***22. To employ experts to examine and investigate into the conditions, prospects, value, character and circumstances of business concerns or undertaking and of the assets, property or rights thereto.
- ***23. To indemnify officers, Directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respects of anything done or ordered to be done by them for and in the interest of the Company or for any loss, damage or misfortune whatever which may be caused in the execution of their duties or in relation thereto.
- ***24. To establish branches, franchises, depots, offices and other networks in India or abroad for the purpose of business of the Company and to appoint agents



for the marketing of the services/products of the Company or for which the Company may secure agency, or distribution rights and to run, maintain, discontinue or reconstitute such establishments as may be thought necessary.

- ***25. To float, form, constitute and promote any Company or companies having similar objects or otherwise for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for carrying on any business which this Company is authorised to carry on and/or to take part in the formation, managements, subsidizing, supervision or control of the business or operations of any Company or undertaking having similar objects and for that purpose to act as director, trustee, administrator or in any other capacity and to appoint, nominate and remunerate director, administrator, manager, accountant or other experts thereof.
- ***26. To incorporate, float, promote, constitute or form any subsidiary Company or companies or to make any existing Company as the subsidiary of the Company for the purpose of carrying on any business or branch of a business which the Company is authorised to carry on or not, and to enter into any arrangement with such subsidiary Company for sharing profits and losses of any business or branch of business as carried on or to make any other arrangement which may seem conducive with reference to any business as so carried on including power to discontinue such arrangements at any time.
- ***27. To open bank accounts in India or abroad with scheduled, cooperative, nationalized, private or foreign banks of all descriptions and to operate, drawn, accept, make endorse, execute, issue, discount, negotiate and transfer promissory notes, hundies, bills of lading, bill of exchange, obligations, acceptances, commitments and other negotiable or transferable instruments in connection with the business of the Company.
- ***28. To acquire, issue, pledge, mortgage, transfer, assign, sell, negotiate or deal in mercantile documents of every kind and description and without prejudice of this generality to draw, make, accept, endorse, discount, execute, issue and assign cheques, drafts, bills of exchanges, promissory notes, hundies, debentures, bonds, bills of lading, railway receipts and other negotiable or transferable instruments or securities and to purchase, sell, endorse and surrender for renewal of any government promissory notes or government war loans bonds or other securities of the Government of India or any other government.
- ***29. To purchase or otherwise acquire and hold properties, rights, services, shares, stocks, debenture-stock, bonds or securities in any form and promote any other Company having objects altogether similar to those of this Company and to dispose of the same at discretion of the Directors and to pay for any property, rights, services or benefits acquired by the Company either in cash or by the allotment of fully or partly paid up shares of this Company with or without preferential rights in respect of dividend or repayment of capital or otherwise, or by any securities which the Company has power to issue or partly in one mode and partly in another on such terms and conditions as the Company may determine from time to time.
- ***30. To create mortgage or charge on whole or any part of the undertaking, properties, stocks, investments, rights, titles of the Company both present or



future and on any uncalled share capital of the Company and to create, issue, make and give debentures, debenture-stocks, bonds or other securities and obligations perpetual or otherwise, with or without any mortgage or charge on all or any part of the items aforesaid.

- ***31. To create depreciation fund, reserve fund, sinking fund, insurance fund, dividend equalization fund, capital redemption fund, or such special or other fund whether for redemption of redeemable preference shares, debentures, bonds or other securities; or for equalization of dividends or for repairing, improving, extending and maintaining part of the property of the Company, or for any other purpose conducive to the interest of the Company.
- ***32. To issue fully paid up bonus shares to the members and shareholders of the Company by way of capitalization out of the balance standing to the credit of share premium account, general reserves, revaluation reserve or such other reserves subject to such consents and approvals as may be necessary as per laws, rules and regulations prevailing in the country from time to time.
- ***33. To constitute any trust with a view to the issue of preferred and deferred or any other special stocks or securities based on or representing any shares, stocks or other assets specifically appropriated for the purposes of any such trusts and to issue, dispose of or hold any such preferred special stocks or securities.
- ***34. To adopt such means for making known the business of this Company or any Company in which the Company is interested as its principal agents, representatives or in any other way by advertisements and publicity.
- ***35. To borrow, raise or secure the payment of money or to receive money other than public deposits at interest for any of the purposes of Company subject to the provisions of Section 73 of the Companies Act, 2013 and under the rules made by the Reserve Bank of India from time to time and in such manner as may be thought fit and in particular by the issue of debentures or debenture-stock, perpetual or otherwise payable to bearer or otherwise including debentures or debenture-stock convertible into shares of this or any other Company or perpetual annuities and as security for any such money so borrowed, raised, received or of any such debentures or debenture-stock issued to mortgage, pledge or charge the whole or any part of the property and assets and revenue of the Company both present and future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust, and to give the lender power of sale and other powers as may seem expedient and to purchase, redeem or payoff any such securities.
- ***36. To apply for, promote, obtain, represent and get implemented from government, state government, foreign government or other similar authorities any order, regulation, enactments, authorizations, charters, rights, immunities, privileges, guarantees, counter guarantees, indemnities, grants, gifts, concessions, licences, and decrees for enabling the Company to carry on its business or any of its objects or for extending its powers of the Company, or for effecting any modification of the constitution which is directly or indirectly beneficial to it or for the other purposes that may seem directly or indirectly prejudicial to the interest of the Company and for this purpose to take help of any expert, lawyers, advocate, solicitor, trade associations,

Chamber of Commerce and to incur necessary expenses.

***37. To approach, apply, purchase, promote, obtain, or otherwise acquire and to get transferred act, charter, privilege, concession quota, license, facilities or authorization from government, local authorities, public sector undertakings, companies or other bodies, such order or 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 Company's constitution or for any other purpose that is directly or indirectly beneficial to the Company.

***38. To refer to or agree to refer any claim, demand dispute or any other question by or against the Company or in which the Company or any of its subsidiaries is interested or concerned, and whether between the Company and its members, employees, directors, lenders, depositors or any other persons or any of them, to arbitration or any court or tribunal either in India or abroad, and to observe and perform and to do all acts, deeds, matters and things to enforce or implement the terms and things to enforce or implement the terms and conditions of any award given by any such courts, tribunals, arbitrators or other authorities.

***39. To let out on rent, on hire, lease, license or otherwise dispose off any property, rights, ways, works, privileges, titles, licences, hereditaments, plants, machineries, trademarks of the Company absolutely or conditionally on daily, weekly, monthly, yearly or on perpetual period basis in India or elsewhere and to receive rent, charges, royalties, fees, discounted value, lumpsum deposits, commuted value or other consideration there against as may be agreed by the Board of Directors of the Company from time to time.

***40. To apply for, approach, obtain, hold, renew, protect, defend, prolong, procure and manage any recognition in India or abroad in any establishments, authorities, chamber of commerce, institutions, organizations, trusts, associations, councils, chapters, clubs, or other entities whether belongs to government, semi-government, local authorities, public bodies, private persons or otherwise for the purpose of standardization of quality, know-how formula, export, import, quota, rights, entitlements and other benefits as are conducive for the attainment of the objects of the Company.

***41. To sell, transfer, lease, let on hire, dispose off or any of the undertaking, division, branch, property, rights, claims or other beneficial interest of the Company or any part thereof for such consideration as the Company may think fit and to take or hold mortgage, liens, guarantee, surety or secure payment of the sale price or any unpaid balance of the sale price of any part of the Company's property of any kind sold by the Company, or any money due to the Company from buyers.

***42. To make donations to such person or institutions or funds and in such cases, and either of cash or other assets as may be thought directly or indirectly conducive to any of the Company's objects or expedient.

***43. To subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious, political or benevolent, national, public, cultural, educational or other institutions and objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts



and conveniences for the benefit of the employees or ex-employees including Directors of the Company or the dependents, relatives or connection of such persons and, in particular, friendly or other benefit societies, and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lumpsum and to make payments towards insurance and to form and contribute to provident benefit funds and other welfare funds or such persons.

- ***44. To insure the Company fully or partly against any losses, damages, risks, accidents and liabilities of all kinds which may effect to it whether in respect of its contracts, agreements, advances, securities, undertakings, properties, belongings, goods, profits, articles, guarantees and obligations or in respect of servants or employees of the Company either by setting a part funds of the Company or obligations or in respect of servants or employees of the Company or by effecting appropriate insurance from time to time.
- ***45. To remunerate any person, firm or Company for services rendered or to be rendered and to establish and support or aid the establishment and support of associations, clubs, institutions, funds, trusts and conveniences calculated to benefit the Directors, employees or ex-employees of the Company or the families or the dependents or relatives or connections of all such persons and in particular by building and maintaining houses, dwellings, gardens, places of instruction and recreation, hospitals and dispensaries medical and other attendance, to make payments towards insurance, to grant pensions, allowances, gratuities and bonuses, ex-gratia and adhoc payments or a lumpsum or any other sharing or other scheme and to form and contribute to provident and benefit funds, to or for such persons.
- ***46. To arrange, manage, promote, motivate, subsidize and organize training programs for the employees, trainees and apprentices at all levels as may be conducive to the interest of the Company and for the purpose to establish training centers, to organize and hold seminars, conferences, workshop, study meetings, group discussions, written tests, lectures, practical training, demonstrations and other devices in India or abroad and for the purpose to incur expenses as may be necessary from time to time.
- ***47. The Company may from time to time invite, accept and receive or without any such invitation receive any gifts of immovable or movable property and offerings or voluntary donations or bequests and legacies either from the members, shareholders or from any other person for all or any of the objects of the Company with or without any special conditions provided such conditions attached are not inconsistent with or derogatory to any of the objects of the Company; subject to any such conditions as aforesaid, all such gifts, donations, contributions, grants, offerings, legacies and bequests including lands, buildings and other immovable properties shall be treated as forming part of the properties of the Company and be applied accordingly; the directors shall at their absolute discretion be entitled to decide whether they shall invite or accept any such gift, donation, grants, offerings, contributions, legacy or bequest and they shall be at liberty to refuse any of them without giving any reason for such refusal.
- ***48. To tender for, bid, negotiate or compete for any tenders, works auctions, contracts, and to submit, give and execute any performance guarantees in respect of such works, tenders or auctions, whether in or outside India.



- ***49. To adopt all pre-incorporation contracts entered into by the promoters with any person on behalf of the Company by way of ramification or substitution.
- ***50. In the event of winding up subject to the provisions of the Companies Act, 2013 or any other law for the time being in force, to distribute or dispose in specie or otherwise as may be resolved, or ordered by the court of law any movable or immovable properties or assets of the Company or any proceeds of sale or disposal of any such properties 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 liabilities of the Company to contributories, shareholders, members, creditors and to such other persons who are entitled to receive any claim on the event of winding up of the Company.
- ***51. To provide guarantees, counter guarantees, third party guarantees or to stand as surety for the payment of money, secured or unsecured, obtained by the Company from banks, financial institutions, mutual funds, public bodies, government bodies, corporations, companies, firms, individuals or other entities on commission or otherwise and to pay for the money so guaranteed in respect of promissory notes, bonds, debentures, debenture-stocks, contracts, mortgages, charges, obligations, banking facilities; instruments and securities of any such entities as aforesaid.
- ∞52. To carry on the business of civil engineers, mechanical engineers, structural engineers, automobile engineers, textile engineers, agricultural engineers, aeronautical engineers, aviation engineers, chemical engineers, refrigerating, air conditioning, insulating and heating, engineering activities and/or services, and engineers in all branches of work whatsoever known to engineering, steel makers, fabricators, founders, welders, tool makers, brass, copper, aluminum and other metal founders, sheet metal workers, boiler makers, mill wrights, machinists, iron and steel converters, smiths, wheelwrights, metallurgists, castings, pressings, forgings, stamping, water supply engineers, wire drawers, tube pipe and tool manufacturers, molders, fitters, saddlers, galvanizers, enamellers, electroplaters, painters, japers, annealers, silver platers, nickel platers, varnishers, painters, vulcanisers, packing case makers, containers, drums, pressure vessel in all their respective branches, enamellers, smelters, repair, convert alter, let on loan or hire and deal in explosives, ammunition, water proofers, plasters, metals, plant and equipments, machinery of all kinds, tools, appliances, instruments, implements, rolling, stock, mechanical scientific appliances devices, apparatus and hardwares.
- ∞53. To carry on the business as copper, lead, bronze, iron and steel, brass founders, extrusion of all or any of the types of ferrous and non-ferrous metals, forgers, refiners, furnace proprietors, smelters, general engineers, jobbers, fabricators, contractors, tool makers, metal workers, manufacturers and dealers of copper, lead, bronze, steel, metal and malleable, grey, iron castings, forgings, including ferrous, non-ferrous, special and alloy steel and manufacturers of all sorts of re-rolling copper and steel products and all other ferrous and non-ferrous metals.
- ∞54. To carry on all or any of the business of manufacturers, processors, importers, exporters of and dealers in all kinds of ferrous and non-ferrous metals, meant for any industrial or non-industrial use whatsoever and to carry on the business in cold or hot rolling, re-rolling, slitting, edge-milling, sheeting,



stamping, pressing, extruding, forging, drawing, flattening, straightening, heat treatment of all kinds of steel and other metals or any other kind of strips, sheets, foils, tapes, wires, rods, plates and any other sections, shapes or forms.

∞55. To carry on business as owners and publishers of newspapers, journals, magazines, books and other literary works and undertakings either electronic formats or otherwise in all languages on payment basis, royalty basis or otherwise.

∞56. To carry on the business of investments whether by means of entering into a partnership or otherwise and to buy, underwrite, invest in, acquire, hold and deal in properties including equity, preference, deferred and other types of shares, stocks, debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by the Company constituted or carrying on business in India or elsewhere and debentures, debenture-stock, bonds, obligations and securities issued or guaranteed by any Government, State, dominion, sovereign rulers, commissioners, firms, persons, body or authority, supreme, municipal local or otherwise whether in India or elsewhere.

∞57. To carry on the business of transport contractors, courier agents, travel and tourist agents, operators of vehicles and as carriers of passengers, livestock, other animals and goods as shipping, chartering, forwarding and transport agents and contractors, stevedores, wharfingers, carmen, caring contractors, agents, superintendents, packers and haulers, as warehousemen and owners of warehouses, as fleet owners, coach and auto hirers and other vehicle owners, garage owners, engineers and electricians, and to act as tourist agents and contractors and to facilitate traveling and to provide for tourist and travelers the provisions of convenience of all kinds, and to construct, equip, maintain, work purchase and let on hire airplanes and hovercraft for the carriage of passengers or freight and as carriers by air or by hovercraft, and as general carriers and forward carriers by all means of transport by land, sea, inland, waterways and airways and as stores of goods, merchandise of every kind and description whatsoever and to purchase or otherwise acquire any land, docks, canals, waterways, warehouses, wharves, buildings, or machinery and construct and equip the same, purchase, hire, take on charter any ships, tugs, barges, motor trucks, motor lorries, motor cars, heavy duty vehicles, including tempos, matadors, station wagons or any other vehicles or vessels of any maintain railway and establish and carry on a tourist agency, travel bureau, and booking office and to act as customs clearing agents.

∞58. To carry on the business of printers including photographic printers, photogravure printers, aniline and rubber block printers, silk screen printers, photographers including color photographers, photo lithographers, type-setters, engravers, dye sinkers, process block makers, account book manufacturers, machine riders, numerical printers, type founders, lithographers, stencotypes and electrotypers and to manufacture, buy, sell, let on hire, export, import, act on commission agents or otherwise deal in machinery or other equipments required for the aforementioned activities.

∞59. To engage in ship owning, ship management of own ships and others, to act as agents, brokers, technical representatives, managers in the acquisition, sale, construction, chartering and freight operations, hankering, ship-brokering to engage in offshore activities and to carry on all business relating to or connected with voter including the business of diving, salvage, under work, fisheries, offshore mineral exploitation and survey, to act as

warehousemen, wharfingers stevedores, shipping agents, warehousemen, lightermen, forwarding agents, ship brokers, chartering brokers, commission-agents and stores of all goods which are to be or have been transported in the water and to represent all ship owners and container leasing companies and to act as consulting engineers, designers, surveyors, valuers, planners, advisors, inspectors, supervisors and maritime management consultants for any type of manufacturing and operation of dredging equipment dredgers, cranes, pontoons, barges, and other types of crafts, ships and vessels of all type and accessories and, instruments, parts and fittings, required for ships and vessels and to provide technical know-how and render complete comprehensive services and industrial techniques of factories, foundries, building, ship-building, yards, shipping, jetties, docks, quarries, wharves, canals, rivers, estuaries, backwater, harbors, docks, warehouse and other works.

∞60. To carry on the business to quarry, mine, excavate, explore, extract, lift, handle, sort, blast, grade, dump, distribute, collect, buy, sell, import, export, treat, refine, prepare, manipulate, finish, pack, repack, transport, mix, store, and to act as agent, broker, stockiest, consultant, engineer, collaborator, consignot, franchiser, C & F agent, warehouse or otherwise to deal in lime, clay, granite, sand, concrete, mortar, minerals, whiting, coked fuel, gunny bags, hessian cloth, paper bags, HDPE bags, clinker, gypsum, limestone, sagole, consumables, substances and raw materials required for the manufacturing of cement and to own, explore and take land on lease or acquire, establish, operate, work and maintain quarries, mines, workshops and other works and to do all incidental acts and things necessary for the attainment of above objects.

∞61. To carry on the business of importing and exporting goods articles and things, of every description, including all raw materials, finished, semi finished and manufactured products, machinery, matches of all sorts readymade garments, textile goods, hosiery, woolen goods, handicraft goods, raw cotton, waste dropping, silk, jute, hemp, fiber articles, chemicals dyestuff, cycles and accessories, cutlery, road transport vehicles and heavy machinery, stationery, hardware, toilet requisites, human hair, provisions processed and non-processed food, vegetables and fruits, essential oils, novelty, articles, foot wear, perfumes, chemicals, drugs, patent medicines, either ayurvedic, unani, allopathic, homeopathic, tobacco, cigars, cigarettes, milk powders, milk products of all kinds, engineering goods, household appliances, sports goods and gymnasium equipments, leather and paper products, silverware, jewellery, animals, reptiles, birds and other living things, including plants and flowers of all types, drinks of all sorts including soft drinks, liquors and spirits.

∞62. To carry on the business in India or elsewhere to construct, build, establish, erect, promote, undertake, acquire, own, operate, transport, equip, manage, renovate, reconditon, turn to account, maintain, keep and to run cold storages, storage chambers, ice-plants, godowns, warehouses, refrigeration houses and freezing houses, for storing, warehousing, keeping, preserving and commercialising all kinds of foods, crops and commodities, medicines, chemicals, human and animal bodies and its parts, sausages, roots or other substances made from all or any of them whether kept loose, packed, canned, tinned or in any other form whatsoever and to act as buyer, seller, financier, auctioneer, stockiest, distributor, importers, exporter or otherwise to deal in all sorts of commodities, vegetables, fruits, edibles and similar goods.

∞63. To carry on in India or abroad the business to manufacture, process, produce, formulate, mix, disinfect, clean, wash, dilute, concentrate, compound, segregate, pack, repack, add, remove, heat, grade, freeze, fermentate, reduce, improve, buy, sell, resell, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, market, procure, supply, treat, work and to act as agent, broker, representative, consultant, collaborator, adatia, stockiest, liasioner, job worker, or otherwise to deal in all types of gas based, natural or man made fertilizers and chemicals whether nitrogenous, phosphatic, potash or otherwise such as single super phosphate, triple super phosphate, phosphate rock, sodium silica fluoride, lime rock phosphate, urine, sulphur, gypsum, silicon fluoride, vanadium pentoxide, petroleum, sulphuric acid, zinc sulphate, silicon dioxide, phosphoric acid, nitric acid, hydrochloric acid, soda ash, caustic soda, chlorine based chemicals, di-ammonium phosphate, mono ammonium phosphate, calcium chloride and other organic salts, by products, derivatives, compounds, residues, waste, whether straight, complex or mixed and whether granulated or otherwise.

∞64. To carry on the business of manufacturers and dealers of all kinds of plastic materials, industry styrene, polystyrene, vinyl chloride, polyvinylchloride, polyethylene, polyolefins, vinyl acetate and co-polymers of one or more of the above and/or other products, acrylics and polyesters, polycarbonates, and polyesters and epoxy resins and Compositions silicon resins and composition P-F, U-F and other thermosetting resins and molding compositions, nylons resins and similar thermoplastic molding compositions, nylons, resin and similar thermoplastic compositions including prefabricated sections and shapes, cellulose plastics and other thermosetting and thermoplastic materials.

∞65. To carry on all or any of the business of running hotels, restaurants, lodging houses, milk and snack bars, laundries, libraries, swimming pools, night clubs, hair dressing and beauty saloons, chemists, shops cold storages, cinemas, theatres, studies, exhibition halls, amusement centres, wine, beer shops, department stores, optician shops, massage houses, concert and dancing halls, discotheques, and training institutions, circuses, sports, clubs, skating halls, boating and paddling pools, garages and service stations, repair shops, petrol pumps, gymnasiums, warehouses, godowns, car parks, hangers.

∞66. To carry on the business as manufacturers, dealers, job workers, sellers, retailers, buyers, wholesalers, importers, exporters in pharmaceuticals, pharmaceutical, line chemicals, pharmaceutical products, bulk drugs, intermediates, medicines, Allopathic, Ayurvedic, Homeopathic, Unani Patent medicines, lotions, cosmetics, formulations, pills, injection, tablets, capsules, ointments, biological products, biotechnological products, monological antibodies, genetic, engineering products, tissue culture products, herbs, cosmetics, toiletries, and to carry on the business of vialling, bottling, repacking, processing of capsules, syrups, tablets and ointments.

∞67. To establish, provide, maintain and conduct or otherwise subsidise research and development laboratories or facilities and experimental workshops for scientific and technical research and to undertake and carry on all types of science and technical research, experiments, process development, and tests to all kinds and to promote, sell and lease studies and research both scientific and technical investigations, process development and invention in pharmaceutical formulations, bulk drugs, Ayurvedic and to make available products and processes on commercial scale or otherwise to pharmaceutical and other Companies and other persons.



- ∞68. To carryon business of Merchant Banking and/or portfolio management subject to Securities Exchange Board of India (Merchant Banking) Rules and Regulations, 1992 and other approvals as may be required from other authorities subject to the compliance of any other law in this regard, but not to carryon all or any part of Banking Business as contemplated by the Reserve Bank of India Act/Banking Regulation Act, 1949.
- ∞69. To carryon in India or abroad the business of advertising and publicity agents and for this purpose to purchase, sell, sponsor, hire, charter, manage, acquire, undertake, hold, provide and promote, publicity or advertising time, space or opportunity on any radio station, broadcasting centre, television centre, video cassettes, hoardings, neonsigns, electronic display board, cinema, cable network, satellite channels, electronic transmission, internet websites, telecommunication lines, newspapers, magazines, souvenirs and all other present and future media or display devices.
- ∞70. To carry on the business to provide total software, hardware and networking services of the Information Technology, Internet Technology, Multimedia Technology, Telecommunication Technology and Future Technology products and services, computer networking, creating artificial intelligence and management systems and to import, export, buy, sell, distribute, assemble, repair and to act as franchiser, franchisee, consultant or otherwise to deal in all kinds of computers, micro processors, printers, electronic and electrical apparatuses, software, modular, instruments, components, parts, fittings, tools, peripherals, devices, implements, equipments, spare parts, consumables, intermediates, attachments, accessories, fixtures, services, facilities and conveniences of different capacities, sizes, specifications, applications, descriptions, models on agency, dealership, VAR (Value Added Reseller) consulting basis or otherwise and to engage in providing all types of information technology enabled services.
- ∞71. To carryon in India or abroad the business to manufacture, produce, build, design, develop, display, sharp, shape, carve, cut, grind, fabricate, finish, handle, prepare, polish, renovate, remodel, repair, turn to account and to act as agent, broker, distributor, demonstrator, artists, importer, exporter, buyer, seller, stockiest, consultants, collaborator or otherwise to deal in all types, varieties, fashions, shapes and sizes of handicrafts made of metal, wood, cement, stone, paper, cloth, lace, leather and other materials or with any combination thereof and lithographs, collections of zoological, botanical, mineralogical and anatomical, historical, archaeological, paleontological, ethnographical or numismatic interest.
- ∞72. To carry on the business to manufacture, produce, process, prepare, fabricate, market, convert, commercialize, grade, develop, design, press, stitch, mould, flex, export, import, jobwork, buy, sell, stretch, stamp, shape, smelt, emboss, print, laminate and to act as agent, broker, adatia, consultant, advisor, representative, marketing man, collaborator, franchisers, stockiest, distributor or otherwise to deal in all shapes, sizes, varieties, capacities, description and dimensions of packing materials whether made of wood, plywood, thermocole, wood wool, particle board, corrugated paper, craft paper, rubber straw boards, card boards, aluminum foils, metal foils, glass, plastics, gelatin, Bakelite, polypropylene and its compounds, tin, iron, sheets, jute, synthetic material, cloths, and other ferrous and non-ferrous materials such as containers, receptacles, boxes, cartons, cases, drums, flasks, cages, bins, corks, jars, carboys, tubes, rolls, tapes, crates, ropes, cones, cups, plates, collapsible tubes, bottles, carry bags and other item and parts, fixtures, fittings, accessories, consumables, components, ingredients.



- ∞73. To carry on the business of international freight forwarding, road, sea, transport and multimodal transport, clearing & shipping agents, transport of cargo of all kinds, hirers, fleet owners of Trucks, Trailers, Cranes, Bulldozers and all types of earth moving equipments and machine and freight or passengers from place to place either by land or by air, sea or partly through sea and partly by land or air, whether is motor vehicles, aero plane.
- ∞74. To engage into the activities of Mass Communication services and to undertake conception, visualization, creation, production, distribution, marketing, exhibiting or cause to exhibit, telecast, advertisement films software for broadcasting on FM/AM/MW/SW radio, internet radio, digital radio, television channels, cable television channels, satellite television channels, internet, DVDs, CDs and to set up all types of studios, production equipments, processing laboratories, Conditional Access System (CAS), Direct To Home (DTH) instruments and all matters connected thereto.
- ∞75. To carry on the business to set up & run television channel providing information, education, entertainment and advertising services in all languages prevailing in the world and to deal in all types of audio/video communication systems, devices, techniques and methods including video serials, tele-films, news programs, documentaries and other commercial programs, corporate films, educational films, training films, video conferencing, video communication through cables or internet including print media and for the purpose to establish and maintain satellite channel, cable network, cable internet systems, wireless communication network, set top box and all other modes of communication systems and also to provide and establish accessibility or links via satellite, down-link and up-link through TVROs or other reception systems to the general public.
- ∞76. To carry on the business to produce, promote, project, participate, manipulate, develop, expose, edit, exhibit, make, display, print, reprint, duplicate, buy, sell, run, import, export and to act as brokers, agents, distributors, proprietors, copyright owners, video right owners, audio right owners, theatre owners, dubbing right owners, dance, music and other studio owners, artist managers, lab owners and representatives of all kinds of cine-films, tele-films, documentary films, advertising films, TV serials, news programmers, sports and all other related activities in all languages.
- ****77. To carry on the business of plantation of all types for commercial, domestic, industrial or any other purposes and to cultivate, produce, process, store, cann, import, export, buy, sell, warehouse and to act as agent, broker, stockiest, indenter, consignor, merchant, adatia, farmer, floriculturist, tissue culturist, peri culturist, Seri culturist, horticulturist, apiculturist, orchardist, grazer, nursery man, seed breeder, timber-grower, forest owner or otherwise to deal in all types of crops, seeds, grains, leaves, grass, timbers, fruits, vegetables, foods, cereals, herbals, flowers, edibles, non-edibles and all such other agricultural products, derivatives or wastes and to erect green houses, artificial chambers or any other premises for the promotion of speedy growth of agricultural products or to undertake bio-technical and artificial transplantations.

**** *Clause No. 77 have been inserted vide Special Resolution passed in the Extraordinary General Meeting of the Members of the Company held on July 18, 2007.*



- ∞78. To promote, develop, generate, distributes, accumulate, transmit, supply, sell electricity and/or power by installing power plant/s, whether based on thermal, hydel, gas, solar, windmill, diesel, furnace oil or any other source and to lay down, establish power stations, cables, transmission lines or towers, sub-stations, terminal and other works for the aforesaid purpose and to acquire, run or manage any Company or undertaking engaged in similar business and/or activities.
- ∞79. To engage in the business of engineering, contracting and construction including the design, manufacture, construction, erection, alteration, repair, and installation of plants, buildings, structures, ways, works, system and mechanical, electrical and electronic machineries, equipments, apparatus and devices.
- ∞80. 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, calcine, smelt, refine, manufacture, process and otherwise dispose of and deal in all types, qualities and description of ore, metal and mineral substances and to carryon any metallurgical operations.
- ∞81. To carry on the business of construction of roads, bridges, tunnels, dams, canals, jetties, setting up of other infrastructural facilities and/or running them on lease, rentals, toll, etc. and to engage in repairing and/or maintenance thereof.

IV. The liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 20,00,00,000 (Twenty Crore) Equity Shares of Re.1/- (Rupee One only) each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, 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 to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.

*** * * ***

∞ *Clause Nos. 52 to 81 have been renumbered 2020 and suitably modified to incorporate the refernces of Companies Act, 2013 vide Special Resolution passed in the Extraordinary General Meeting of the Members of the Company held on July 30, 2020.*

Clause V have been altered vide Ordinary Resolution passed by the Members of the Company through Postal Ballot on April 18, 2011.



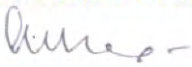
We, the several persons whose names, addresses and descriptions are subscribed hereunder are desirous of being formed into a Company, in pursuance of this **MEMORANDUM OF ASSOCIATION** and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Names, address, description and occupation of subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Name, address and description of witness
1. SUNIL KUMAR AVASTHI S/O. Chandrabhai Avasthi P/005 Challenger Tower Thakur Village, Kandivali (East). Mumbai 400 101 Individual Business	5000 (Five Thousand Only)	Sd/-	Witness for both Sd/- Chandranbala Jain D/o. Ramesh Kumar Jain A/405, Radhakrishna Gokuldharm Building Near Kora Kendra, S.V. Road, Borivali (West) Individual COMPANY SECRETARY
2. RAJIV GANDHI S/o. Chandanmal Gandhi Moti Nagar Church Road Bhayender (West) Thane 401 101 Individual Service	5000 (Five Thousand Only)	Sd/-	
TOTAL	10000 (Ten Thousand Only)		

Place : Mumbai
Dated : April 4, 2006

CERTIFIED TRUE COPY

For BAJAJ CONSUMER CARE LIMITED


Chandresh Chhaya
Company Secretary
(Membership No. FCS 4813)

CHANDRESH
CHAKRADHA
R CHHAYA

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
(Incorporated under the Companies Act, 1956)

***ARTICLES OF ASSOCIATION**

OF

Bajaj Consumer Care Limited ¹

The following regulations comprised in these Articles of Association were adopted pursuant to members' resolution passed at the Extraordinary General Meeting of the Company held on July 30 2020 in substitution for, and to the entire exclusion of, the earlier regulations comprised in the extant Articles of Association of the Company.

TABLE 'F' EXCLUDED

- | | | |
|----|--|--|
| 1. | The regulations contained in the Table marked 'F' in the First Schedule to the Companies Act, 2013 shall apply to the Company, except in so far as the same are repealed, contained or expressly made applicable in these Articles or by the said Act. | Table 'F' not to apply |
| 2. | The regulations for the management of the Company and for the observance by the members thereof and their representatives, shall, subject to any exercise of the statutory powers of the Company in reference to the repeal or alteration of or addition to its regulations by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles. | Company to be governed by these Articles |

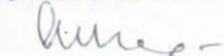
INTERPRETATION

- | | | |
|----|--|---------------------------------|
| 3. | (1) In these Articles - | |
| | (a) "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof for the time being in force and the term shall be deemed to refer to the applicable section thereof which is relatable to the relevant Article in which the said term appears in these Articles and any previous company law, so far as may be applicable. | "Act" |
| | (b) "Articles" means these articles of association of the Company or as altered from time to time. | "Articles" |
| | (c) "Board of Directors" or "Board", means the collective body of the directors of the Company. | "Board of Directors" or "Board" |
| | (d) "Company" means Bajaj Consumer Care Limited. | "Company" |

* Adopted new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 vide Special Resolution passed in the Extraordinary General Meeting of the Members of the Company held on July 30, 2020.

¹ The name Clause has been altered w.e.f. January 01,2019 upon issuance of a fresh certificate of incorporation with new name by Registrar of Companies, as approved vide Special Resolution passed through Postal Ballot whose result has been declared on December 20, 2018.

CERTIFIED TRUE COPY
For BAJAJ CONSUMER CARE LIMITED



Chandresh Chhaya
Company Secretary
(Membership No. FCS 4813)

CHANDRESH
CHAKRADHAR
CHHAYA

Digitally signed by Chandresh Chhaya, DN: cn=Chandresh Chhaya, o=BAJAJ CONSUMER CARE LIMITED, email=chchaya@bajajccl.com, c=IN, date.2020.07.30.12:28:00+05:30

- (e) "Rules" means the applicable rules for the time being in force as prescribed under relevant sections of the Act. "Rules"
- (f) "seal" means the common seal of the Company. "Seal"
- (2) Words importing the singular number shall include the plural number and words importing the masculine gender shall, where the context admits, include the feminine and neuter gender. "Number" and "Gender"
- (3) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or the Rules, as the case may be. Expressions in the Articles to bear the same meaning as in the Act

SHARE CAPITAL AND VARIATION OF RIGHTS

4. The Authorized Share Capital of the Company is as set out in Clause V of the Memorandum of Association with the rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in the Articles. The Board of the Company shall have the power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined in accordance with the Articles and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company and under the provisions of the Act.
5. 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 Board 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. Shares under control of Board
6. Subject to the provisions of the Act and these Articles, the Board may issue and allot shares in the capital of the Company on payment or part payment for any property or assets of any kind whatsoever sold or transferred, goods or machinery supplied or for services rendered or under any scheme of arrangement with any lenders/creditors to the Company in the conduct of its business and any shares which may be so allotted may be issued as fully paid-up or partly paid-up otherwise than for cash, and if so issued, shall be deemed to be fully paid-up or partly paid-up shares, as the case may be. Directors may allot shares otherwise than for cash
7. The Company may issue the following kinds of shares in accordance with these Articles, the Act, the Rules and other applicable laws: Kinds of Share Capital
- (a) Equity share capital:
- (i) with voting rights; and / or
- (ii) with differential rights as to dividend, voting or otherwise in accordance with the Rules; and
- (b) Preference share capital



8. A person subscribing to shares offered by the Company shall have the option either to receive certificates for such shares or hold the shares in a dematerialised electronic (form) with a depository. Where a person opts to hold any share with the depository, the Company shall intimate such depository the details of allotment of the share to enable the depository to enter in its records the name of such person as the beneficial owner of that share. Option to receive share certificate or hold shares with depository
9. (1) Every person who does not opt to hold any share with depository and whose name is entered as a member in the register of members shall be entitled to receive within two months after allotment or within one month from the date of receipt by the Company of the application for the registration of transfer or transmission or within such other period as the conditions of issue shall provide - Issue of certificate
- (a) one certificate for all his shares without payment of any charges; or
- (b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board for each certificate after the first.
- (2) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon. Certificate to bear seal
- (3) 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. One certificate for shares held jointly
10. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof 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 Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of fees for each certificate as may be fixed by the Board. Issue of new certificate in place of one defaced, lost or destroyed
11. The provisions of the foregoing Articles relating to issue of certificates shall mutatis mutandis apply to issue of certificates for any other securities including warrants or convertible securities including debentures (except where the Act otherwise requires) of the Company. Provisions as to issue of certificates to apply mutatis mutandis to debentures, etc.
12. (1) The Company may exercise the powers of paying commissions conferred by the Act, to any person in connection with the subscription to its securities, 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 the Act and the Rules. Power to pay commission in connection with securities issued
- (2) The rate or amount of the commission shall not exceed the rate or amount prescribed in the Rules. Rate of commission in accordance with Rules



- (3) 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. Mode of payment of commission
13. (1) 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 the Act, and whether or not the Company is being wound up, be varied with the consent in writing, of such number of the holders of the issued shares of that class, or with the sanction of a resolution passed at a separate meeting of the holders of the shares of that class, as prescribed by the Act. Variation of members' rights
- (2) To every such separate meeting, the provisions of these Articles relating to general meetings shall mutatis mutandis apply. Provisions as to general meetings to apply mutatis mutandis to each meeting
14. 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. Issue of further shares not to affect rights of existing members
15. Subject to the provisions of the Act, the Board shall have the power to issue or re-issue preference shares of one or more classes, which are liable to be redeemed, or converted to equity shares, on such terms and conditions and in such manner as determined by the Board in accordance with the Act. Power to issue redeemable preference shares
16. (1) The Board or the Company, as the case may be, may, in accordance with the Act and the Rules, issue further shares to – Further issue of share capital
- (a) persons who, at the date of offer, are holders of equity shares of the Company; such offer shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person; or
- (b) employees under any scheme of employees' stock option; or
- (c) any persons, whether or not those persons include the persons referred to in clause (a) or clause (b) above.
- (2) A further issue of shares warrants convertible or non-convertible securities may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the Rules. Mode of further issue of shares and securities

LIEN

17. (1) The Company shall have a first and paramount lien - Company's lien on shares
- (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

- (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:

Provided that the Board may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

- (2) The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company. Lien to extend to dividends, etc.
18. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: As to enforcing lien by sale
- Provided that no sale shall be made—
- (a) unless a sum in respect of which the lien exists is presently payable; or
- (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 to the person entitled thereto by reason of his death or insolvency or otherwise.
19. (1) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof. Validity of sale
- (2) The purchaser shall be registered as the holder of the shares comprised in any such transfer. Purchaser to be registered holder
- (3) 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 with reference to the sale. Purchaser not affected
20. (1) 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. Application of proceeds of sale
- (2) 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. Payment of residual money
21. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company. Provisions as to lien to apply mutatis mutandis to debentures, etc.

CALLS ON SHARES

22. (1) The Board may, from time to time, 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.

- | | | |
|-----|--|--|
| (2) | 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. | Notice of call |
| (3) | A call may be revoked or postponed at the discretion of the Board. | Revocation or postponement of call |
| 23. | A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments. | Call to take effect from date of resolution |
| 24. | The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. | Liability of joint holders of shares |
| 25. | (1) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as may be fixed by the Board. | When interest on call or instalment payable |
| | (2) The Board shall be at liberty to waive payment of any such interest wholly or in part. | Board may waive interest |
| 26. | (1) Any sum which by the terms of issue of a share becomes payable on allotment at any fixed date, whether on account of the nominal value of share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and notified. | Sums deemed to be calls |
| | (2) In case of non-payment of such sum, all relevant provisions of these articles 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. | Effect of non-payment of sums |
| 27. | The Board- | Payment of anticipation of call may carry interest |
| (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 as may be fixed by the Board. Nothing contained in this clause shall confer on the member (a) any right to participate in profits or dividends or (b) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable by him. | |

28. If by the conditions of allotment of any shares, the whole or part of the amount of issue price thereof shall be payable by instalments, then every such instalment shall, when due, be paid to the Company by the person who, for the time being and from time to time, is or shall be the registered holder of the share or legal representative of a deceased registered holder. Instalments on shares to be duly paid
29. All calls shall be made on a uniform basis on all shares falling under the same class. Calls on shares of same class to be on uniform basis
- Explanation: Shares of the same nominal value on which different amounts have been paid-up shall not be deemed to fall under the same class.
30. Neither a judgement nor a decree in favour of the company for calls or other moneys due in respect of any shares nor the receipt by the Company of a portion of any money which shall from time to time be due from any money which shall from time to time be due from any member in respect of any shares either by way of principal or interest nor any indulgence granted by the company in respect of payment of any such money shall preclude the forfeiture of such shares as herein provided. Partial payment not to preclude Forfeiture
31. The provisions of these Articles relating to calls shall mutatis mutandis apply to any other securities including debentures of the Company. Provisions as to calls to apply mutatis mutandis to debentures, etc.

TRANSFER OF SHARES

32. (1) The instrument of transfer of any share in the Company shall be duly executed by or on behalf of both the transferor and transferee. Instrument of transfer to be executed by transferor and transferee
- (2) 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.
33. The Board may, subject to the right of appeal conferred by the Act decline to register – Board may refuse to register transfer
- (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.
34. In case of shares held in physical form, the Board may decline to recognise any instrument of transfer unless – Board may decline to recognise instrument of transfer
- (a) the instrument of transfer is duly executed and is in the form as prescribed in the Rules made under the Act;
- (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
- (c) the instrument of transfer is in respect of only one class of

shares.

35. On giving of previous notice of not less than seven days or such shares lesser period in accordance with the Act and Rules made suspended thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine: Transfer of shares when suspended

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.

36. The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company. Provisions as to transfer of shares to apply mutatis mutandis to debentures, etc.

TRANSMISSION OF SHARES

37. (1) 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. Title to shares on death of a member

(2) Nothing in clause (1) 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. Estate of deceased member liable

38. (1) 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 - Transmission Clause

(a) to be registered himself as holder of the share; or
(b) to make such transfer of the share as the deceased or insolvent member could have made.

(2) 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. Board's right unaffected

(3) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer of a deceased or insolvent member. Indemnity to the Company

39. (1) 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. Right to election of holder of share

(2) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share. Manner of testifying election

(3) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of Limitations applicable to notice

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.

40. 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:

Claimant to be entitled to same advantage

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.

41. The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other securities including debentures of the Company.

Provisions as to transmission to apply mutatis mutandis to debentures, etc.

FORFEITURE OF SHARES

42. If a member fails to pay any call, or instalment of a call or any money due in respect of any share, 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 or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.

If call or instalment not paid notice must be given

43. The notice aforesaid shall:

Form of notice

- (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.

44. 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.

In default of payment of shares to be forfeited

45. Neither the receipt by the Company for a portion of any money which may from time to time be due from any member in respect of his shares, nor any indulgence that may be granted by the Company in respect of payment of any such money, shall preclude the Company from thereafter proceeding to enforce a forfeiture in respect of such shares as herein provided. Such forfeiture shall include all dividends declared or any other moneys payable in respect of the forfeited shares and not actually

Receipt of part amount or grant of indulgence not to affect forfeiture

paid before the forfeiture.

- | | | |
|-----|--|---|
| 46. | When any share shall have been so forfeited, notice of the forfeiture shall be given to the defaulting member and an entry of the forfeiture with the date thereof, shall forthwith be made in the register of members but no forfeiture shall be invalidated by any omission or neglect or any failure to give such notice or make such entry as aforesaid. | Entry of forfeiture in register of members |
| 47. | The forfeiture of a share shall involve extinction at the time of forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share. | Effect of forfeiture |
| 48. | (1) A forfeited share shall be deemed to be the property of the Company and may be sold or re-allotted or otherwise disposed of either to the person who was before such forfeiture the holder thereof or entitled thereto or to any other person on such terms and in such manner as the Board thinks fit. | Forfeited shares may be sold, etc. |
| | (2) At any time before a sale, re-allotment or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit. | Cancellation of forfeiture |
| 49. | (1) 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, and shall 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. | Members still liable to pay money owing at the time of forfeiture |
| | (2) All such monies payable shall be paid together with interest thereon at such rate as the Board may determine, from the time of forfeiture until payment or realisation. The Board may, if it thinks fit, but without being under any obligation to do so, enforce the payment of the whole or any portion of the monies due, without any allowance for the value of the shares at the time of forfeiture or waive payment in whole or in part. | Member still liable to pay money owing at time of forfeiture and Interest |
| | (3) 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. | Cesser of liability |
| 50. | (1) 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; | Certificate of forfeiture |
| | (2) The Company may receive the consideration, if any, given for the share on any sale, re-allotment 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; | Title of purchaser and transferee of forfeited shares |
| | (3) The transferee shall thereupon be registered as the holder of the share; and | Transferee to be registered as holder |
| | (4) 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 | Transferee not affected |



by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.

51. Upon any sale after forfeiture or for enforcing a lien in exercise of the powers hereinabove given, the Board may, if necessary, appoint some person to execute an instrument for transfer of the shares sold and cause the purchaser's name to be entered in the register of members in respect of the shares sold and after his name has been entered in the register of members in respect of such shares the validity of the sale shall not be impeached by any person. Validity of sales
52. Upon any sale, re-allotment or other disposal under the provisions of the preceding Articles, the certificate(s), if any, originally issued in respect of the relative shares shall (unless the same shall on demand by the Company has been previously surrendered to it by the defaulting member) stand cancelled and become null and void and be of no effect, and the Board shall be entitled to issue a duplicate certificate(s) in respect of the said shares to the person(s) entitled thereto. Cancellation of share certificate in respect of forfeited shares
53. The Board may, subject to the provisions of the Act, accept a surrender of any share from or by any member desirous of surrendering them on such terms as they think fit. Surrender of share certificates
54. The provisions of these Articles as to forfeiture shall apply in the case of non-payment 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. Sums deemed to be calls
55. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other securities including debentures of the Company. Provisions as to forfeiture of shares to apply mutatis mutandis to debentures, etc.

ALTERATION OF CAPITAL

56. Subject to the provisions of the Act, the Company may, by ordinary resolution- Power to alter share capital
- (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient;
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares:
- Provided that any consolidation and division which results in changes in the voting percentage of members shall require applicable approvals under the Act;
- (c) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (d) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (e) 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.

57. Where shares are converted into stock:

Shares may be 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 Articles 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

Right of Stockholders

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;

58. The Company may, by resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules-

Reduction of capital

- (a) its share capital; and/or
- (b) any capital redemption reserve account; and/or
- (c) any securities premium account.

JOINT HOLDERS

59. Where two or more persons are registered as joint holders (not more than three) of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:

Joint-holders

(a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or installments and other payments which ought to be made in respect of such share.

Liability of joint-holders

(b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognized by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.

Death of one or more joint-holders

(c) Any one of such joint holders may give effectual receipts of any dividends, interests or other moneys payable in respect of such

Receipt of one Sufficient

share.

- (d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders. Delivery of certificate and giving of notice to first named holder
- (e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney duly authorized by the power of attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such jointholders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof. Vote of joint holders
- (ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders. Executors or administrators as joint-holders
- (f) The provisions of these Articles relating to joint holders of shares shall mutatis mutandis apply to any other securities including debentures of the Company registered in joint names. Provisions as to joint-holders as to shares to apply mutatis mutandis to debentures, etc.

CAPITALISATION OF PROFITS


60. (1) The Company by ordinary resolution in general meeting may, upon the recommendation of the Board, resolve — Capitalisation
- (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
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (3) below, either in or towards : Sum how applied
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (B) paying up in full, unissued shares or other securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

- (C) party in the way specified in sub-clause (A) and partly in that specified in sub-clause (B).
- (3) A securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
- (4) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.
- 61. (1) Whenever such a resolution as aforesaid shall have been passed, the Board shall -
 - (a) make all appropriations and applications of the amounts resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other securities, if any; and
 - (b) generally, do all acts and things required to give effect thereto.
- (2) The Board shall have power -
 - (a) to make such provisions, by the issue of fractional certificates/coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other securities becoming distributable in fractions; and
 - (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 or other securities 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.
- (3) Any agreement made under such authority shall be effective and binding on such members.

BUY-BACK OF SHARES

- 62. Notwithstanding anything contained in these Articles but subject to all applicable provisions 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

- 63. All general meetings other than annual general meeting shall be called extraordinary general meeting.
- 64. (i) The Board may, whenever it thinks fit, call an extraordinary  Powers of Board to call extraordinary general

general meeting.

meeting

- (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.

PROCEEDINGS AT GENERAL MEETINGS

65. (1) 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. Presence of Quorum
- (2) No business shall be discussed or transacted at any general meeting except election of Chairperson whilst the chair is vacant. Business confined to election of Chairperson whilst chair vacant
- (3) The quorum for a general meeting shall be as provided in the Act. Quorum for general meeting
66. The Chairperson of the Board shall preside as Chairperson at every general meeting of the Company. Chairperson of the meetings
67. 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. Directors to elect a Chairperson
68. 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. Members to elect a Chairperson
69. On any business at any general meeting, in case of an equality of votes, whether on a show of hands or electronically or on a poll, the Chairperson shall have a second or casting vote. Casting vote of Chairperson at general meeting
70. (1) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot entries thereof in books kept for that purpose with their pages consecutively numbered. Minutes of proceedings of meetings and resolutions passed by postal ballot
- (2) There shall not be included in the minutes any matter which, in the opinion of the Chairperson of the meeting - Certain matters not to be included in Minutes
- (a) is, or could reasonably be regarded, as defamatory of any person; or
- (b) is irrelevant or immaterial to the proceedings; or

- (c) is detrimental to the interests of the Company.
- (3) The Chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause. Discretion of Chairperson in relation to Minutes
- (4) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein. Minutes to be evidence
71. The Board, and also any person(s) authorised by it, may take any action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and rights to attend and participate in the meeting concerned shall be subject to such decision. Powers to arrange security at meetings

ADJOURNMENT OF MEETING

72. (1) The Chairperson may, suo motu, adjourn the meeting from time to time and from place to place. Chairperson may adjourn the meeting
- (2) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Business at adjourned meeting
- (3) 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. Notice of adjourned meeting
- (4) Save as aforesaid, and save as provided in 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. Notice of adjourned meeting not required

VOTING RIGHTS

73. Subject to any rights or restrictions for the time being attached to any class or classes of shares - Entitlement to vote on show of hands and on poll
- (a) on a show of hands, every member present in person shall have one vote; and
- (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.
74. A member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once. Voting through electronic means
- (1) 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. Vote of jointholders
- (2) For this purpose, seniority shall be determined by the order in which the names stand in the register of members. Seniority of names
75. A member of unsound mind, or in respect of whom an order has been How members non compos mentis and

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. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.

minor may vote

76. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof.

Votes in respect of shares of deceased or insolvent members, etc.

77. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

Business may proceed pending poll

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 or in regard to which the Company has exercised any right of lien.

Restriction on voting rights

78. A member is not prohibited from exercising his voting on the ground that he has not held his share or other interest in the Company for any specified period preceding the date on which the vote is taken, or on any other ground not being a ground set out in the preceding Article.

Restriction on exercise of voting rights in other cases to be void

79. Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.

Equal rights of members

PROXY

80. (1) Any member entitled to attend and vote at a general meeting may do so either personally or through his constituted attorney or through another person as a proxy on his behalf, for that meeting

Member may vote in person or otherwise

(2) 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 case of a poll, not less than 48 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

Proxies when to be deposited

81. An instrument appointing a proxy shall be in the form as prescribed in the Rules.

Form of proxy

82. 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:

Proxy to be valid notwithstanding death of the principal

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

- | | | |
|-----|---|---|
| 83. | Unless otherwise determined by the Company in general meeting, the number of directors shall not be less than 3 (three) and shall not be more than 14 (fourteen). | Board of Directors |
| 84. | All Directors including its executive directors are liable to retire by rotation | Directors liable to retire by rotation |
| | (1) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day. | Remuneration of directors |
| | (2) The remuneration payable to the directors, including any managing or whole-time director or manager, if any, shall be determined in accordance with and subject to the provisions of the Act by an suitable resolution passed by the Company in general meeting. | Remuneration to require members' consent |
| | (3) 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 - | Travelling and other expenses |
| | (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or | |
| | (b) in connection with the business of the Company. | |
| 85. | 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. | Execution of negotiable Instruments |
| 86. | (1) Subject to the provisions of the Act, 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. | Appointment of additional directors |
| | (2) 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. | Duration of office of additional director |
| 87. | (1) The Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an | Appointment of alternate director |

independent director under the provisions of the Act.

- (2) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. Duration of office of alternate director
- (3) If the term of office of the Original Director is determined before he returns to India the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director. Re-appointment provisions applicable to Original Director
88. Subject to the provisions of the Act, where any Corporation or Company or Bank or the Central or the State Government make loans to the Company or give guarantee in connection with the grant of a loan to or due to shareholding of the Company, any such body shall be entitled to nominate a Director or Directors of the Company, who shall be called as Nominee Directors of the Company if that be agreed to as a condition of the grant of a loan or giving of such guarantee or making such investments. The directors so appointed shall have the same power and privileges as other directors of the Company. The said directors shall hold office at the pleasure of and shall be removable or substituted by another person by such Corporation or Company or Bank or Government. In addition to the director's fee as provided in the Act, such directors shall be paid such travelling and other expenses, etc., for attending the Board's meeting as may be provided under the rules of the Corporation or Company or Bank or Government which they represent. Appointment of Nominee Directors
89. (1) If the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board. Appointment of director to fill a casual vacancy
- (2) The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated. Duration of office of Director appointed to fill casual vacancy

POWERS OF BOARD

90. The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorized to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made. General powers of the Company vested in Board



PROCEEDINGS OF THE BOARD

- | | | | |
|-----|-----|--|--|
| 91. | (1) | The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit. | When meeting to be convened |
| | (2) | The quorum for a Board meeting shall be as provided in the Act. | Quorum for Board meetings |
| | (3) | The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law. | Participation at Board meetings |
| 92. | (1) | Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. | Questions at Board meeting how decided |
| | (2) | In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote. | Casting vote of Chairperson at Board meeting |
| 93. | | 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. | Directors not to act when number falls below minimum |
| 94. | (1) | The Chairperson of the Company shall be the Chairperson at meetings of the Board. In his absence, the Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. | Who to preside at meetings of the Board |
| | (2) | If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting. | Directors to elect a Chairperson |
| 95. | (1) | 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. | Delegation of powers |
| | (2) | 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. | Committee to conform to Board regulations |
| | (3) | The participation of directors in a meeting of the Committee may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law. | Participation at Committee meetings |
| 96. | (1) | A Committee may elect a Chairperson of its meetings unless the Board, while constituting a Committee, has appointed a Chairperson of such Committee. | Chairperson of Committee |
| | (2) | 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 | Who to preside at meetings of Committee |



choose one of their members to be Chairperson of the meeting.

- 97. (1) A Committee may meet and adjourn as it thinks fit. Committee to meet

- (2) Questions arising at any meeting of a Committee shall be determined by a majority of votes of the members present. Questions at Committee meeting how decided

- (3) In case of an equality of votes, the Chairperson of the Committee shall have a second or casting vote. Casting vote of Chairperson at Committee meeting

- 98. 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 or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director. Acts of Board or Committee valid notwithstanding defect of appointment

- 99. Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of 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. Passing of resolution by circulation

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER

- 100. (1) Subject to the provisions of the Act - Chief Executive Officer, etc.

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;

- (2) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer. Director may be chief executive officer, etc.

- (3) 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. Act of authorized officers by Act or Articles

THE SEAL

- 101. (1) The Company may have the Seal. In case the Company has the Seal, the Board shall provide for the safe custody of the seal. The seal, its custody and use

- (2) The seal of the Company may be affixed to any instrument by Affixation of seal

the authority of a resolution of the Board or of a Committee of the Board authorised by it in that behalf in the presence of at least one director or the manager, if any, or of the secretary or such other person as the Board may appoint for the purpose; and such director or manager or the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

102. In case the Company does not have the Seal the authorization shall be made by two directors or by a director and the Company Secretary, wherever the Company has appointed a Company Secretary. Authorization in case the Company does not have the Seal

DIVIDENDS AND RESERVE

103. The Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board but the Company in general meeting may declare a lesser dividend. Company in general meeting may declare dividends
104. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit. Interim dividends
105. (1) 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 applied for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising 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. Dividends only to be paid out of profits
- (2) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve. Carry forward of profits
106. (1) 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. Division of profits
- (2) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. Payments in advance
- (3) 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. Dividends to be apportioned

107. (1) 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. No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom
- (2) The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause hereinbefore contained, entitled to become a member, until such person shall become a member in respect of such shares. Retention of dividends
108. (1) Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or 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. Dividend how remitted
- (2) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. Instrument of payment
- (3) Payment in any way whatsoever shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed. The Company will be deemed to having made a payment and received a good discharge for it if a payment using any of the foregoing permissible means is made. Discharge to Company
109. 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. Receipt of one holder sufficient
110. No dividend shall bear interest against the Company. No interest on dividends
111. The waiver in whole or in part of any dividend on any share by any document (whether or not under seal) shall be effective only if such document is signed by the member (or the person entitled to the share in consequence of the death or bankruptcy of the holder) and delivered to the Company and if or to the extent that the same is accepted as such or acted upon by the Board. Waiver of dividends

ACCOUNTS

112. (1) 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 the members not being directors. Inspection by Directors
- (2) No member (not being a director) shall have any right of inspecting any books of account or books or document of the Company except as conferred by law or authorised by the Board. Restriction on inspection by members

or by the company in general meeting.

SECURITY CLAUSE

113. No member shall be entitled to require discovery of or any information respecting any detail of the company's trading, or any matter which is or may be in the nature of a trade secret, mystery of trade or secret process which may relate to the conduct of the business of the company and which in the opinion of the directors, it will be inexpedient in the interests of the members of the company, to communicate to the public.

WINDING UP

114. Subject to the applicable provisions of the Act and the Rules made thereunder - Winding up of Company
- (a) 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.
 - (b) 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.
 - (c) 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 AND INSURANCE

115. (a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, to pay all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity including expenses. Directors and officers right to indemnity
- (b) Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under applicable provisions of the Act in which relief is given to him by the Court.
- (c) The Company may take and maintain any insurance as the Board Insurance



may think fit on behalf of its present and/or former directors and key managerial personnel for indemnifying all or any of them against any liability for any acts in relation to the Company for which they may be liable but have acted honestly and reasonably.

GENERAL POWER

116. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorized by its articles, then and in that case this Article authorizes and empowers the Company to have such rights, privileges or authorities and to carry out such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.



We, the several persons whose names, addresses and description are subscribed hereunder are desirous of being formed into a company, in pursuance of this Articles of Association.

Names, address, description and occupation of subscribers	Signature of Subscribers	Name, address and description of witness
<p>1. SUNIL KUMAR AVASTHI S/O. Chandrabhai Avasthi P/005 Challenger Tower Thakur Village, Kandivali (East), Mumbai 400 101</p> <p>Individual Business</p> <p>2. RAJIV GANDHI S/o. Chandanmal Gandhi Moti Nagar Church Road Bhayender (West) Thane 401 101</p> <p>Individual Service</p>	<p>Sd/-</p> <p>Sd/-</p>	<p>Witness for both Sd/- Chandrabala Jain D/o. Ramesh Kumar Jain A/405, Radhakrishna Gokuldharm Building Near Kora Kendra, S. V. Road, Borivali (West) Individual COMPANY SECRETARY</p>

Place : Mumbai

Dated : April -4, 2006

CERTIFIED TRUE COPY
For BAJAJ CONSUMER CARE LIMITED

Chandresh Chhaya
Chandresh Chhaya
Company Secretary
(Membership No. FCS 4813)

CHANDRESH CHHAYA
H
CHAKRADHAR CHHAYA