

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
UNILEX COLOURS AND CHEMICALS LIMITED

I. The name of the Company is **UNILEX COLOURS AND CHEMICALS LIMITED**.

II. The Registered office of the Company will be situated in the State of Maharashtra i.e within the jurisdiction of Registrar of Companies, Mumbai.

III. The objects for which the Company is established are:

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

*1. To do business in India and/or abroad as producers, manufacturers, importers, exporters of and dealers in all kinds of paints, pigments, distempers, writing, printing and ink of all other kinds and raw materials used for the preparation of the above and to do the business of manufacturing, fabricating, developing, improving, repairing or otherwise dealing in all such machinery, plant, equipment and other related facilities for the production of the aforesaid colours, pigments and procure, produce, manufacture, deal, trade in dispose off all types of flotation, re-agents, wetting agents, dye-stuffs, catalytic agents, direct colours, basic colours, pigments, alkalies and products derived from phosphate, lime-stone, natural gas and other natural deposits, bauxite mines, useful or suitable in the manufacture of chemicals, chemical products for the purpose of the business of the company and to deal in its bi-products, also restoratives and consumable provisions for human and or animal consumption as required in preparation of foods stuffs, in all natural, artificial, synthetic, chemical, edible food colours in form of acids, preservatives, flavours, sweeteners, suspenders, concentrates, additives, taste makers, glucose, nutrients, baked products, decoratives or reps-dues or by products of aforesaid and also act as producers, manufacturers, importers, exporters of and dealers in all kinds of colouring agents required in weaving, manufacturing, bleaching, dyeing, colouring, printing, finishing, processing of all kinds of fabrics, yarns, textiles as may be prepared from nylon, polyester, acrylic, and Hydrocarbons, Synthetic Foods and preparation thereof.

2. To Carry on business in India or elsewhere as manufacturers, producers, processors, makers, convertors, refiners, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, jobbers, brokers, or otherwise deal in all kinds of pharmaceuticals, medical, drugs and formulations, chemicals, chemical compounds, (organic and inorganic) in all forms, and chemical products of any nature and kind whatsoever, and all products and joint products thereof.

^ Altered vide Special resolution passed in the EGM dated 26/03/2012.

** Altered vide Special resolution passed in the EGM dated 26/03/2012.*

*** Clause III A of the Existing Object Clause be substituted by New Heading Vide Special Resolution Passed by Members on February 06, 2024*

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

1. To carry on in India or elsewhere the business to manufacture, produce, process, compound, mix, pack, formulate, condense, distill, rectify, sterilize, pasteurize, steam, evaporate, vapourise, cool, filter, commercialise, develop, treat, cure, refine, extract, operate, manipulate, prepare, purify, protect, preserve, disinfect, turn to account, and to act as broker, agent, stockiest, distributors, consultants, collaborator, buyer, seller, exporter, importer, job worker, vendor, contractor, supplier, or otherwise to deal in all types of organic, inorganic, industrial, laboratory, photographic, fine, biological, pharmaceutical and other chemicals, compounds, drugs, formulations, preparations, acids, solvents, oils, solutions, derivatives, fluids, products, by products, residues, catalyst, reagents, mixtures concentrates, lumps, powders, granules and allied items and to do all necessary acts and things incidental for the attainment of the above objects.
2. To carry on the business as chemical engineers, analytical chemists, manufacturers, producers, processors makers, convertors, refiners, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiests, agents, subagents, merchants, distributors, consignors, jobbers, brokers, concessionaries or otherwise deal in heavy chemicals of all kinds (solid, liquid, gaseous), drugs, medicines, pharmaceuticals, antibiotics, tannins, tannin extracts, essences, solvents, plastics of all types, dyes, paints, varnishes, vat and other organic dye stuff, chemical auxiliaries, disinfectants, insecticides, fungicides, deodorants, biochemicals and pharmaceutical, medicinal, sizing, bleaching, photographic and other preparations and articles.
3. To undertake, execute, advice on, assess, design draft, inspect, estimate, survey, supervise, superintend, works, and contracts for work, and contracts involving the design, supply, use, construction, installation, operation or maintenance of any structure, factory workshop, plant, reactors, machinery, tools, utensils, apparatus, appliances, substances, materials, and other articles and to carry out any ancillary or other works relating thereto.
4. To provide and render consultation, guidance and expert advice relating to business of imports and exports and to apply for recognition, as Export House, apply for import entitlements, export incentives, drawbacks and exercise such other rights and undertakings in which the company will be interested for its business.
5. To carry on in India or elsewhere, the business of manufacturers, importers, exporters, distributors, merchants, commission agents and contractors generally and to deal in as wholesalers retailers or otherwise all such goods, articles and things as are necessary or expedient for the conduct of the Company's business.
6. To buy, sell, manufacture, repair, alter, improve, exchange, let out on hire, import, export and deal in all factories, works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being sued in any business which this Company is competent to carry on or required by any customers or persons having dealings with the Company or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and deal in all products of residual and by products incidental to or obtained in any of the business carried on by the Company.

******Clause III B of the Existing Object Clause be substituted by New Heading Vide Special Resolution Passed by Members on February 06, 2024***

7. To acquire from any person firm or body corporate or unincorporated, whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing, plants, layout and blueprints useful for designs, erection and operation of plant required for any of the business of the Company and to acquire any grant or license and other rights and benefits in the forgoing matters and things.
8. To carry on by purchase or otherwise any other trade or business of whatsoever nature allied to any of the Company's business or as can in the opinion of the Company advantageously or conveniently be carried or by way of extension of or in connection with any of the Company's business or to increase the value of, or to turn to account any of the Company's assets, property rights.
9. To pay out of the Company's funds the costs and expenses incurred in connection with all the matters preliminary and incidental to the formation, promotion and incorporation of this Company and the costs and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any company which may be promoted by this Company.
10. To appoint agents or agencies, to open branches or other offices within or outside India for the purpose of advertising, selling, exhibiting keeping or disposing of goods and other merchandise in connection with the Company's objects.
11. To place to reserve or to distribute as bonus shares among the members, or otherwise to apply as the Company may from time to time think fit any moneys belonging to the Company including those received by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the re-issue by the Company of forfeited shares.
12. To open banking account with any bank and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, debentures and other negotiable or transferable instruments.
13. To enter into partnership or any other form of association of individual arrangement for sharing profits, co-operation joint venture, reciprocal concession, licences or otherwise with any firm, association, society or body corporate carrying on or engaged in similar business and to give any special rights, licenses and privileges in connection therewith and in particular the right to nominate one or more persons whether they shareholders or not, to be directors of the Company.
14. To contribute to the funds of any association or to any individual, firm or body corporate which in the opinion of the Company is beneficial to the Company.
15. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licences, easements, options, and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking, property assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares whether fully or partly paid up, debentures or securities of any other body corporate.
16. To purchase or take on lease or in exchange, hire otherwise acquire any movable or immovable properties and any rights or privileges which the Company may think necessary or expedient for the purpose of its business and in particular any land, buildings, works and easement and on such terms as may be deemed useful.

17. To promote and support activities of rural development and uplift.
18. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property, rights or claims.
19. To establish, provide, maintain and conduct research laboratories, workshops for research and experiment and any accommodation or other facilities either for its own business and objects or for any other company body corporate, association, society, organization, any local state or Central Government and to cater for the needs of industries, trade and commerce in particular of technologies such as vitamin and chemicals pharmaceuticals, and drugs, organic and inorganic chemicals dyestuffs, plasticizers and petrochemicals, textiles, oils fats and detergents, new project development, chemical and other engineering including electronics and to promote studies and research both scientific and technical, investigation and invention by providing subsidizing, endowing, or assisting laboratories, workshops, libraries, lectures, meeting and conferences and by providing remuneration for and other benefits to scientific and technical personal, professors, teachers and scholars and by providing for the award of exhibition, scholarships, prizes and grants to students or otherwise and generally, to encourage, promote and reward studies, researches, investigation, experiment tests and inventions of any kind.
20. To act as commission agents, buying and selling agents, brokers and as general or special agent or representative for any person or corporation either in India or elsewhere wheresoever.
21. To acquire and dispose of share and interests in firms or companies established for the prosecution or executional undertaking of goods referred to in the main objects and allied trades.
22. To establish, provide, maintain and conduct or otherwise, subsidise, research laboratories and experimental workshops for scientific and technical research experiments, and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigations and invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remunerations of scientific or technical professors or teachers and by providing for the award of exhibition scholarships, prizes, grants and bursaries to students or otherwise and generally encourage, promote and reward studies, research, investigation, experiment, test and invention of any kind that may be considered likely to assist any of the business which the Company is authorized to carry on.
23. To purchase, hire or otherwise acquire and maintain suitable buildings, ownership flats, apartments, furniture and other fittings for the purpose of achieving any of the objects for which the Company is established and to construct, alter or keep in repair any buildings, flats or premises required or used by or for the company, in connection with its business or for use by its employees.
24. To sell, improve, manage, develop, exchange, loan, lease or let, under lease, sub-let, mortgage, dispose of, turn to account or otherwise deal with any property of the Company.
25. To purchase and sale and make investment of the moneys of the Company not immediately required in shares and other securities or otherwise and in such manner as may from time to time be determined.

26. Subject to the provision of Section 58A of the Companies Act, 1956 and R.B.I. Directives, to borrow or raise any moneys required for the purposes of the Company upon such terms and in such manner and on such securities by the issue of debentures or debentures stock charged upon all, or any of the property of the Company.
27. To subscribe, to become a member of, and to incorporate with any other company, firm or association whether incorporate or not whose objects are altogether or in part similar to those of this Company and to procure from and communicate to any such company such information as may be likely to further the objects of this Company.
28. To establish and support, or aid in the establishment and support of association, institutions, funds or trusts calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons, and to grant pensions and to grant pensions and allowances, to make payments towards insurance, and to subscribe, donate or guarantee money for any charitable or benevolent purposes or for any exhibition or for any public, general or useful object subject to the provisions of Section 293A of the Companies act, 1956.
29. To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from such Government or authority all rights, concessions and privileges which the Company may think desirable to obtain in connection with its business and to carry out, exercise and comply with any such arrangements rights, privileges and concessions.
30. To take or otherwise acquire or hold shares in any other company, firm or association having objects altogether or in part similar to those of this Company.
31. To establish a Trust or Trusts and/or appoint Trustees thereof from time to time and vest funds or any property in the trustees who shall hold and deal with such funds or property in such manner as the Company may decide.
32. To enter into contracts of every description in connection with the business of this Company.
33. To draw, make, accept, discount, and issue Bills of Exchange, Promissory Notes, Bill for Lading, Warrants, debentures and other negotiable instruments or securities, in connection with the business of the Company.
34. To advance, deposit with or lend money, securities and property, but the company shall not do the banking business as defined under the Banking Regulation Act, 1949.
35. To conduct, undertake the conduct of and participate in national or international exhibitions subject to the rules and regulations of the Reserve Bank of India.
36. To promote, form and aid in the promotion, formation and registration of any company or companies having similar objects for the purpose of acquiring all or any of the property, rights and liabilities of this Company and to transfer to any such Company any property of the Company, and to be interested in, or take or otherwise acquire, hold, sell or otherwise dispose of shares, stock, debentures and other securities in and to subsidiaries or otherwise assist any such company.
37. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund, whether for depreciation, or for repairing, improving, extending or

maintaining any of the properties of the Company, or for redemption of debentures or redeemable preference shares, or for any other purpose whatsoever conducive to the interest of the Company.

38. To provide for the welfare of employees or ex-employees of the Company and the wives and families, or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls, or by grants of money, persons, allowance's bonus or other payments, or by creating, and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts, and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and Company shall think fit and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, other institutions or objects, which shall have any moral or other claim to support or aid by the Company, whether by reason of locality of operation, or of public and general utility or otherwise.
39. To advertise, exhibit in any form whatsoever the merchandise or goods or articles belonging to or acquired by the Company.
40. To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press by circular, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations subject to the provisions of Section 293A of the Companies Act, 1956.
41. To aid pecuniarily or otherwise any association, body or movement having for its object the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion of industry or trade, but the Company shall not act as a trade union.
42. To remunerate the servants of the Company and others out of and in proportion to the profits of the Company or otherwise apply as the Company may from time to time subject to the relevant provisions of the Companies Act, 1956 think fit.
43. To distribute any of the property of the Company amongst the members in specie or in kind, subject to the provision of the Companies Act, 1956 in the event of winding up.
44. To remunerate or make donations to (by cash or other assets, or by the allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture stock or securities, of this or any other company, or in any other manner whether out of the Company's capital, or profits, or otherwise, any person or persons for services rendered or to be rendered in introducing any property or business to the Company or for any other reason which the Company may think proper, in connection with its business and affairs.
45. To procure the registration or recognition of the Company in any country, state or place, outside India and to establish and maintain local registers and branch places of business in any part of the world, subject to law in force.
46. To stand guarantors and be surety or answerable for the debts, or defaults of any person, firm or company arising on contracts for payments or repayments of moneys or loans or the fulfillment of any obligations or performances by any such person, firm or company, and to enter into contracts of indemnity or guarantee with such terms and conditions as may seem necessary or expedient for effecting the same.

Provided that the Company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949.

47.To act as principals, agents, contractors, trustees or otherwise and by or through trustees agents or otherwise, and either alone or in conjunction with others and to do such other things as are incidental, or as the Company may think conducive to the attainment of the above objects or any of them.

48.To purchase or otherwise acquire or undertake all or any part of the business property and liabilities of any persons or company carrying on any business which this Company is authorized to carry on, or possessed of property suitable for the purposes of the Company and to pay the same by shares, stocks, debentures, debenture-stocks, bonds, cash or otherwise and to amalgamate with any company or companies having similar objects.

49.To become member of the other bodies of persons and associations including societies, clubs and companies limited by guarantee, whether formed for profit or for non-profit activities.

IV. \$ The Liability of the Member(s) s limited and this liability is limited to the amount of unpaid, if any, on the shares held by them.

V. **#The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore only) divided into 1,50,00,000 (One Crore Fifty Lakh) equity shares of Rs. 10/- each.**

#Altered vide ordinary resolution passed in the Extra-Ordinary General Meeting by Members on February 06, 2024.

\$ Altered vide Special resolution passed in the Extra-Ordinary General Meeting by Members on February 06, 2024.

We, the several persons, whose names and addresses 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.

Name, Address, Description & Occupation of each Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature, Name, Address, Description and Occupation of each witness
<p>PURUSHOTTAM SHARMA S/o. BRIJLAL SHARMA 4/8, Bhagwati Apartment, S. V. Road, Malad (W), Mumbai - 400 064.</p> <p>DIRECTOR - PROMOTER BUSINESS</p>	<p>41,000 (Forty One Thousand Only)</p>	<p>Sd/-</p>	
<p>RADHEYSHYAM SHARMA S/o. SHRI BRIJLAL SHARMA 4/7, Bhagwati Apartment, S. V. Road, Malad (W), Mumbai - 400 064.</p> <p>BUSINESS</p>	<p>1000 (One Thousand Only)</p>	<p>Sd/-</p>	<p>Witness to All</p>
<p>SHYAM SUNDER SHARMA S/o. BRIJLAL SHARMA G-301, Neelkamal, S. V. Road, Malad (W), Mumbai - 400 064.</p> <p>BUSINESS</p>	<p>1000 (One Thousand Only)</p>	<p>Sd/-</p>	<p>Sd- MUKUL SIGTIA S/o. SHIVRAM SIGTIA 286, Princess Street, 2nd Floor, Bhatia Mansion, Mumbai - 400 002. CHARTERED ACCOUNTANT</p>
<p>KRISHNA KUMAR SHARMA S/o. SHRI MADAN MOHAN SHARMA A 102, Mansarovar, S. V. Road, Malad (W), Mumbai - 400 064.</p> <p>BUSINESS</p>	<p>1000 (One Thousand Only)</p>	<p>Sd/-</p>	

MUMBAI, DATED : 11 / 3 / 2001

N. K. K. K. K. K.



We, the several persons, whose names and addresses 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.

Name, Address, Description & Occupation of each Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature, Name, Address, Description and Occupation of each witness
<p>NARENDRA K. P. S/o. PARAMESWARAPPA H. A 202, Jalapari Apartment, Jesal Park, Bhyander (E), Dist. Thane</p> <p>SERVICE</p>	<p>4000 (Four Thousand Only)</p>	Sd/-	<p>Witness to All</p> <p>Sd-</p> <p>MUKUL SIGTIA S/o. SHIVRAM SIGTIA 286, Princess Street, 2nd Floor, Bhatia Mansion, Mumbai - 400 002.</p> <p>CHARTERED ACCOUNTANT</p>
<p>MANJULA SHARMA W/o. PURUSHOTTAM SHARMA 4/8, Bhagwati Apartment, S. V. Road, Malad (West), Mumbai - 400 064.</p> <p>HOUSEWIFE</p>	<p>1000 (One Thousand Only)</p>	Sd/-	
<p>ADITYA SHARMA S/o. PURUSHOTTAM SHARMA 4/8, Bhagwati Apartment, S. V. Road, Malad (West), Mumbai - 400 064.</p> <p>BUSINESS</p>	<p>1000 (One Thousand Only)</p>	Sd/-	
TOTAL :	<p>50,000 (Fifty Thousand)</p>		

MUMBAI, DATED : 11 / 3 / 2001



Narendra K P