

MEMORANDUM  
AND  
ARTICLES  
OF  
ASSOCIATION

*For Aditya Extractions Pvt. Ltd.*

*Authorised Signatory*

OF

Aditya Extractions Private Limited

*For Aditya Extractions Pvt. Ltd.*

*Managing Director*



सत्यमेव जयते

प्रारूप आई० आर०

Form I. R.

निगमन का प्रमाण-पत्र

## CERTIFICATE OF INCORPORATION

ता०.....का सं०.....

No. 17-06001 of 1991-92

मैं एतद्द्वारा प्रमाणित करता हूँ कि आज आदित्य एक्सट्रैक्शन्स प्राईवेट लिमिटेड कम्पनी अधिनियम 1956 ( 1956 का 1 ) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है ।

I hereby certify that ADITYA EXTRACTIONS PRIVATE LIMITED is this day incorporated under the Companies Act, 1956 ( No 1 of 1956 ) and that the Company is Limited.

मेरे हस्ताक्षर से आज ता०.....को दिया गया ।

Given under my hand at JAIPUR this TWENTY FIRST day of MAY One thousand nine hundred and NINETY ONE.

Saka : 31 Vaisakha, 1913



Sd/-

(M. S. AGARWAL)

कम्पनियों का रजिस्ट्रार

राजस्थान, जयपुर

Registrar of Companies

Rajasthan, Jaipur

For Aditya Extractions Pvt. Ltd.

Managing Director

For Aditya Extractions Pvt. Ltd.

Managing Director

THE COMPANIES ACT, 1956  
( COMPANY LIMITED BY SHARES )  
MEMORANDUM OF ASSOCIATION  
OF

## Aditya Extractions Private Limited

- I. The Name of the Company is ADITYA EXTRACTIONS PRIVATE 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 MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :—
    1. To manufacture, process, machine, grind, crush, extract, treat, refine and prepare all kinds of vegetable oils, oil cakes, solvents, its derivatives, products and by-products by mechanical, electrical or chemical or any other means from all or any kind or type of oil bearing seeds, nuts, rice bran, oil cakes, deoiled brans and other oleagenous and saponaceous substances.
    2. To buy, sell, import, export, store, distribute, cultivate, trade of otherwise deal in oil seeds, nuts, rice bran, oil cakes, deoiled brans, vegetable oils, solvents its, derivaties products, by-products and other oleagenous and saponageous substances.

For Aditya Extractions Pvt. Ltd.

  
Managing Director

(B) THE OBJECTS INCIDENTAL TO THE ATTAINMENT OF THE MAIN OBJECTS ARE :—

1. To fix, install, assemble, manufacture, buy, sell, forge, process and deal in all kinds of plants, machinery, apparatus, tools, commodities components, spares, substances and articles necessary or useful as expedient for carrying on the business of the Company.
2. To acquire and hold or to give any guarantee in relation to the payment to any shares, stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on the business in India or elsewhere and debentures, debenture-stocks bonds, obligations and securities issued or guaranteed by any Government, bank, public body or authority, municipal, local or otherwise and in India or elsewhere if considered directly or indirectly to be beneficial for the carrying of the main objects of the Company,
3. To issue debentures, debenture-stocks, bonds, obligations and securities of all kinds and to frame, constitute and secure the same as may deem expedient, with full power to make the same transferable by delivery or buy any instrument of transfer or otherwise and either perpetual or terminable and either redeemable or otherwise and to charge and secure the same by trust deeds or otherwise on the undertaking of the Company or any specific property or rights, present or future of the Company (including, if thought fit, uncalled share capital) or otherwise howsoever.
4. To appoint agents, convessers, field officers and managers, to constitute agents and branches of the Company in India and to regulate their salaries and remuneration.
5. To build, construct, alter, enlarge, remove, pull down, replace, maintain, improve, develop, work, control and/manage any buildings, offices, factories, machinery, engines, railway sidings, electric power, heat and light supply work, telephone works, hotels, pleasure grounds, parks, gardens, reading rooms, ships, dairies and other works and conveniences which the Company may think directly or indirectly conducive to its objects or advance the interests of the Company, to contribute or otherwise assist or take part in the construction, maintenance, development, working, control and management thereof and to join with any other person or company in doing any of these things.
6. To purchase, take on lease or in exchange or otherwise acquire any immovable or movable property and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects and capable of being profitably dealt with in connection with any of the Company's property or rights for the time being.

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7. To use trade-marks or trade-names or brands for the products and goods of the Company and adopt such means of making known the business and products of the Company or any other Company in which this Company is interested as may seem expedient and in particular by advertising in newspapers, magazines periodicals radio, television and cinema, by circulars, by purchase and exhibition of works of art or interest, by opening stores and exhibitions, by publication of periodicals, calendars, diaries or any other materials of publicity, by distributing samples and granting prizes, rewards and donations subject to the provisions of section 293 A of the Companies Act 1956.
8. To acquire and undertake the whole or any part of the business, property, assets, undertakings, belongings funds, obligations contracts and agencies, rights or liabilities of any person, Government, firm or body corporate, carrying on or proposing to carry on any business which the Company is authorised to carry on or having property suitable for the purpose of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly to benefit the Company, either in full or in part or enter into partnership, joint venture or any other arrangement which the Company may deem fit with such person, Government, firm, Company or body corporate on such terms, conditions and considerations as the Company may think fit.
9. To pay any premia, commission or salaries and to pay for any property rights or privileges acquired by the Company or for services rendered or to be rendered in connection with the promotion or formation of the business of the Company or on conversion into public Company for services rendered or to be rendered by person, firm or body corporate in placing or assisting to place or guaranteeing the placing of any of the shares of the Company or any other debentures, debenture-stock or other securities of the Company either wholly or partly in cash or in shares, bonds, debentures and other securities of the Company and to issue any such shares either as fully paid up or with such amount credited thereon as may be agreed upon and to charge and such bonds, debentures and other securities and all or any part of the property of the Company.
10. Subject to the provisions of Section 58 A of the Companies Act, 1956 and the rules framed thereunder and directions issued by Reserve Bank of India from time to time to borrow or raise money or receive money on deposit, on interest or otherwise in such manner as the Company may think fit and in particular by the issue of debenture or debenture-stock, perpetual or otherwise and in security of such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets and revenues of the company present or future, including its uncalled capital by special arrangement or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders, power of sale or other powers as may seem

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expedient and to purchase, redeem or to pay of any such securities. However, the Company shall not carry on banking business as defined in the Banking Regulations Act, 1949 for the time being in force.

11. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
12. To take into consideration and approve and confirm all acts, deeds or things that may be done or entered into with any person, firm or body corporate by the promoters of the Company and further to enter into any arrangements, agreements or contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in connection with the formation or promotion of the Company.
13. To purchase, take on lease or in exchange, hire or otherwise acquire real and personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any land, building, stock-in-trade and to construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Company.
14. To lend money with or without any security to such persons or companies and on such terms as may seem expedient and in particular to customers, agents and others dealing with the company and to guarantee the performance of contracts by any such persons or companies.
15. To draw, make accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants and other negotiable or transferable instruments and to open an account or accounts with any scheduled bank or banks and to pay into and to withdraw money from such account or accounts.
16. Subject to the provisions of law to hold or deal in shares of other companies and in securities (Government or otherwise) port trust or corporation, debentures and to invest and deal with the money of the Company not immediately required in such manner as the Company may deem fit. But the Company shall not carry on any banking business as defined under Banking Regulations Act, 1949.
17. Subject to the provisions of Section 58 A of Companies Act, 1956 and the Rules framed there-under and the directions issued by R. B. I. from time to time to receive grants, loans, advances or other moneys or deposits or otherwise from the State or Central Government, banks, companies, trusts or individuals with or without allowing interest thereon.

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18. To subscribe, to become a member of and co-operate with any other association whether incorporated or not whose objects are altogether or in part similar to those of the company and to procure from and communicate to any such association such information as may be likely to further the objects of the Company.
19. To communicate with Chamber of Commerce and other mercantile and public bodies through out the world and concern and promote measures for the protection of the trade, industry and persons engaged therein.
20. To lease, let out on hire, sub-let, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part of the undertaking, any land business, property, rights or assets of the Company including all and every description, apparatus or appliances or any shares of interest therein respectively in such manner and for such consideration as the company may think fit and according to procedure of Company Law and in particular for shares, debentures or securities of any other body corporate having objects altogether or in part similar to those of the Company.
21. To improve, manage, develop, grant, rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
22. To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
23. Subject to the provisions of law to amalgamate, merge, reconstruct enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person, firm or body corporate whether in India or outside carrying on or engaged in or about to carry on or engage in any business or transaction which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
24. To establish, promote or concern in establishing or promoting any Company or companies for the purpose of acquiring all or any of the rights, liabilities and properties of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of such other Company or Companies.
25. To create any depreciation fund, reserve fund, sinking fund insurance fund or any special or other funds, whether for depreciation or for repairing, replac-

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- ing, improving, extending or maintaining any of the property of the Company or for any other purpose whatsoever and to transfer any such fund or part thereof to any of the other funds herein mentioned.
26. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any associations, institutions or funds in any way connected with any particular trade or business or scientific research, industry or commerce which is directly or indirectly deemed conducive to the attainment of the main objects.
  27. To establish the agencies in India and elsewhere and to regulate and to discontinue the same.
  28. To establish the branches of the Company and to get them recognised in any part of the world outside the Union of India.
  29. To establish and maintain or procure the establishment and maintenance of any Provident fund or any contributory or non-contributory pension or superannuation fund, gratuities, pensions, allowances, emoluments, bonus, Profit sharing bonus, benefits or any other payment to any person who are or were at any time in the employment or service of the Company or its predecessors in business or of any Company which is a subsidiary of the Company or is an allied to or associated with the Company or with any such subsidiary or who are or were at any time Directors or Officers of the Company or any of such dependent or connection of any such persons from time to time by subscribing, subsidising or contributing to any Institutions, Associations, funds, clubs, trusts, profit sharing or other schemes and by providing, subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendances and to make payments to or towards the insurances of such persons as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any other Company as aforesaid.
  30. To issue as fully or partly paid up shares, securities, bonds, debentures or other obligations of the Company in consideration of any privileges, concessions or rights or any property transferred, services rendered to the Company and accept any consideration for any property sold or otherwise disposed of by the Company, full or partly paid up shares or securities or bonds, debentures or other obligations of any other Company.
  31. To enter into any collaboration or arrangements with the Government of India or any Foreign Government or Companies, with any State or with any authorities, municipal, local or otherwise or with any person, that may seem conducive to the Company's objects or any of them and to apply for and obtain

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- and to purchase or otherwise acquire from any such Government, State Authorities or persons any rights, powers privileges, licences, decrees, sanctions, grants and concession whatsoever (whether statutory or otherwise) which the Company may think it desirable to obtain and to acquire and to carry out, exercise and comply with any such arrangements rights, powers, privileges, licences, decrees, sanctions, grants and concessions.
32. To subscribe in or donate to or guarantee money for any National philanthropic, charitable, benevolent, public, general or useful fund or organisation, association, institution or for any exhibition or for any purpose which may be likely, directly or indirectly to further the objects of the Company or interest of its members, subject to the provisions of the Companies Act, 1956.
  33. To make arrangements with persons engaged in any trade, business or profession for the concession to the Company's members, ticket holders and their friends of any special right privileges and advantages and in particular in regard to the supply of the goods.
  34. To aid, assist and finance any industrial undertakings, projects, enterprises whether owned or run by the Government of India, Government of Rajasthan, firm or individual for extension of its work and business.
  35. To under take and execute any trusts either gratuitously or otherwise.
  36. On winding up to the Company to distribute all or any of the property of the Company or any proceeds of sale or disposal of any of the properties of the Company amongst the members in specie or kind subject to the provisions contained in the Companies Act, 1956.
  37. To do all or any of the above things in any part of the world as principals, agents or otherwise and either alone or in conjunction with other and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the world.
  38. To erect, construct, purchase or otherwise acquire temporarily or permanently any factory, machinery, mill, bakehouses, ovens, shops and other buildings for above purposes.
  39. To plant, cultivate, produce, raise, manufacture, purchase or sell import, export or otherwise handle or deal in land products required to run the plants of the Company and to acquire land and fields for the same.
  40. To offer technical services and provide all assistance in planning, construction, erection and installation of appliances, apparatus, equipments plant and

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machinery related to the business of the company and to obtain technical services in repairs, maintenance and replacement thereof and to employ, remunerate and collaborate with experts for the purpose.

41. To design, construct, fabricate and manufacture buildings, mills, factories, plants, equipments, accessories, apparatus, parts and machinery required for the business of the Company and to build, erect, construct, furnish or refurnish, equip, maintain or improve any building, structure, edifice, hall, enclosure, studio for the use of the company, its employees or other persons connected with the affairs of the company or business subsidiary to the objects of the company.
42. To establish, equip, maintain, subscribe to or become member of training institutions, research laboratories, research institutions and experimental workshop for scientific and technical research and experiments and to carry on analytical, experimental and other works and research for implementing the objects.
43. To apply for and procure licences under the Industries (Development and Regulation) Act for establishment of new industries for attainment of its main objects.
44. To apply for, purchase or otherwise acquire, any patent, trademark, brevets 'd' invention, licences, concessions, protections, rights, privileges and the like, conferring any exclusive or non-exclusive or limited rights to any secret or other information as to any invention which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem directly or indirectly for use or benefit to the Company or may appear likely to be advantageous or useful to the Company and to use, exercise, develop or grant licenses and privileges in that respect or otherwise turn to account the property, right or information so acquired and to assist, encourage and spend money in making experiments, tests, improvements of any invention, patent and right, which the Company may acquire or propose to acquire.
45. To buy, sell, manufacture, refine, manipulate, import, export and deal in all substances, apparatus and things capable of being used in any such business as aforesaid or required by customers of or persons, having dealings with the company, either by wholesale or retail.
46. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake carry on with all scientific and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical investigation and invention by providing, subsidising endowing or assisting laboratories, workshops, libraries,

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lectures, meetings and conferences and by providing for the remunerations of scientific or technical professors or teachers and by providing for the award of exhibition, scholarships, prizes and grants to students or otherwise and to encourage, promote and reward studies and researches, investigation, experiments, tests and inventions of any kind that may be considered likely to assist any of the business of the company is authorised to carry on.

47. To acquire and take over as a running concern and to purchase and enter into partnership with a proprietorship or partnership firm or a limited company or a co-operative society carrying on any of the businesses carried on by the Company.

(C) OTHER OBJECTS :

1. To carry on the business of Travel agents for railway, shipping, airways and road transport corporations, companies or bodies and carriers and to carry on the business of running boats, night clubs, swimming pools, bakery and confectionery and to undertake similar work for the betterment and promotion of the cause of tourism.
2. To carry on the business of Wine, Spirit and Liquor merchants, Brewers, Malsters, Distillers, Importers, Exporters and Manufacturers of Aerated Mineral and artificial waters or caterers of public amusement or entertainment.
3. To carry on the business as farmers, house keepers, millers and gardeners, agriculturists and horticulturists.
4. To carry on the business as manufacturers and suppliers of plants, machinery and equipments, stores, tools, gadgets, wire drawers, tubes, boilers and other mechanical and electrical products, devices, contraptions, instruments, spares and components and to procure agencies for the same and to develop, acquire, supply plans, drawings, estimates, project-reports and know-how for industries, business Companies, services and public bodies and Governments.
5. To purchase, sell, lease and acquire any land, building or premises and to turn into account, develop, improve, alter, demolish or let out or otherwise deal in any manner in any properties or assets whether belonging to the company or not for the purpose of carrying on the business of Hotel, House Hotel, Guest House, Restaurant, Tavern, Cinema, Lodging, House keepers, Bar keepers, any other commercial, enterprises, flats, commercial premises, offices proprietors of motor and other vehicles, garage proprietors, room keepers proprietors of clubs, baths, dressing rooms, museum, reading, writing and newspaper rooms, libraries, grounds, indoor and outdoor games, sports, recreation, exhibition and entertainment of all kinds.

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6. To render all type of services in the field of electronics including as engineers, erectors, contractors and supervisors.
7. To carry on the business of manufacturing and processing animal foods for cattle, fowl, chicken and for all kinds of birds and animals and to import, export, buy, sell or otherwise deal in such products and by products.
8. To carry on the business of manufacturers and printers of tin containers, drums and other packing articles made of metals or cardboard or hard-board or of any other material or substance and to manufacture, buy, sell, import, export, convert, recondition or otherwise deal in such products.
9. To carry on the business of canning and dehydration of fruits, vegetables, pickles and to prepare, manufacture and process such other items of fruits, vegetables and roots and to carry on the business of cold storages or deep freezers.
10. To carry on the business of manufacturers, processors, importers, buyers, sellers, stockists, agents and distributors of and or dealers in all kinds of P.V.C. and plastic products and goods, including P.V.C. pipes, sheets, linings, conduit pipes and ancillary products, resins and high density polythene products.
11. To carry on the business of manufacturers, processors, importers, buyers, sellers, stockists, agents and distributors of and/or dealers in metal drawing equipments, metal press working utensils of brass steel, aluminium and their accessories, components and spares of all kind.
12. To carry on the business of manufacturers, processors, importers, buyers, sellers, stockists, agents and distributors of and dealers in pulp, paper and boards products of all type, transparent paper, craft paper, carbons, inks and parchments.
13. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers or stockists or otherwise dealers in precision, instruments, tools and accessories and nut bolts.
14. To carry on the business of and to render services in the field of electroplating, galvanising and anodising.

15. To carry on the business of manufacturers, processors, import exporters, buyers, sellers, stockists, agents and distributors of and dealers, in automobile and automobile parts, accessories, tyres and tubes lubricants, automotive oils, fuel, gas, batteries and the accessories thereof.
16. To carry on the business of manufacturers, processors, import, exporters, buyers, sellers, stockists, agents and distributors or and dealers in surgical items and medical equipments accessories required in hospitals and dispensaries
17. To carry on the business of manufacturing, processing manipulating crushing importing, exporting, buying, selling or otherwise dealing in fertilizers, pesticides insecticides and other allied products.
18. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and dealers in ceramic, glass and insulators.
19. To carry on all kinds of business of designers, manufactures, processors, assemblers, dealers, traders, distributors, importers, exporters, agents, consultants, system designers and contractors for erection and commissioning on turnkey basis or to deal in any other manner including, storing, packing, transporting, converting, repairing, installing, training service, maintenance of all types, varieties and kind of the items viz.
  - (a) all kinds of television sets, video cassettes, recorders, tape-recorders, radios, transistors, record players and all other electronic and electrical appliances including their accessories, components and spare parts;
  - (b) all types of electronic and measuring instruments, radio communication equipment, gauges, dashboards and panel instruments, gas lighters, rechargeable torches, potentiometers, voltage, current and rectifiers transformers, capacitors and inductance meters, multimeters, electrophoto copiers, watches wattmeters, calibrators, recorders, meggers, insulation testers, break-down voltage testers amplifiers, frequency synthesisers, oscillators, counters lener measuring instruments, power meters, power suppliers, stablizers, automatic test and measuring equipments and spare parts, components, equipments, and system for consumer, medical, industrial commercial, educational and for research purposes.
20. To carry on the business of transport whether by road, air or sea and to carry on all kinds of business of transport agents, clearing agents and to carry on the business of transporation in all or any of its branches.
21. To carry on the business of cinematograph and talkies, films, exhibitors and distributors, theatrical performances, circus play, open air theatres, dances,

- musical and other entertainments of all kinds, games, sports, dramatic and other performances of all kinds. Whatsoever and activities relating to stage performances and letting of the same. 29.
22. To purchase, take on lease, licence or concession or otherwise acquire, mineral oils beneficiation, dressing, concentration and refining plants and rights and privileges therein and to explore, prospects, work, develop, administer and manage the same. 30.
23. To carry on the business or businesses of spinning, weaving, combing, manufacturing, draning, preparing, packing, bleaching, dyeing, colouring, processing, finishing, selling, and buying or dealing in cotton, staple, silk and other fibrous and synthetic substances including waste and raw wool and wool tops. 31.
24. To carry on all or any of the business of agents, chief agents or licenced agents of any Company or Companies and further to acquire exclusive distribution rights to act as agents of Indian and Foreign manufacturers particularly dealing in plant, machinery, tools, spares, electric goods and articles.
25. To engineer, develop, design, assemble, manufacture, produce, import, and export, buy, sale and otherwise deal in industrial, mining agricultural machines and all types of tools, plants, equipments, instruments, appliance and hardware of all kinds, general fittings, accessories and appliances of all description made of metal, alloy glass, synthetic any other fibres and chemicals and PVC compounds, plastics or any other materials.
26. To compose, print, lithograph or by block-making or engraving or by any other means and methods whatsoever, musical pieces, plays, openings, programmes of other devices for amusement and entertainment. To make, manufacture, purchase, import, sell, export, hire or otherwise dispose of film records or other material for recording songs, poems or other pieces of entertainment or print or publish books, pamphlets, periodicals, magazines, journals or other papers.
27. To enter into agreements with authors or assignees of the copyright in respect of any films, stories, operas, operettas, burlesques, dramas, compositions, musical, performances, songs, records, bellets or other musical, dramatic performances or to acquire temporarily or permanently such rights and interest for the purpose of resale.
28. To make, manufacture, sell, import, hire or otherwise deal with gramophones, instruments, victophones or appliances or machinery or goods connected therewith.

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29. To carry on the business of manufacturers of and dealers in waterproof and fabrics, pavliners, American cloths, floor cloths and all kinds of imitation leathers and rubbers.
  30. To manage any land, building and other properties whether belonging to the Company or not, collect rents and income and supply tenants and occupiers and others and other refreshments, attendance, massage, light, waiting rooms, reading rooms, meeting rooms, laboratories, laundry convenience, electric convenience, stables and other conveniences.
  31. To carry on the business of manufacturers, importers, exporters, buyers, sellers, stockists, agents and distributors and or dealers of all kinds of hot plates, cooking ranges, ovens and all other accessories and distributors and suppliers of cooking gas and other gases.
  32. To develop, acquire supply plans, drawings, estimates, project reports and know-how for industries, business companies, services and public bodies and Governments.
  33. To carry on the business of manufacturers, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and dealers in cycle and cycle parts accessories, cycle tyres and tubes.
  34. To undertake projects of rural and urban development, growth, enlightenment, social upliftment and others as are approved under the Income-Tax Act, 1961 and to make donations and contributions to institution and bodies as are recorded under the Income-Tax Act, 1961 subject to the provisions of section 293 A and 293 (1) (e) of the Companies Act, 1956 as approved by the Central or State Government (s) or any authority specified by the Government in that behalf or established under any law for the time being in force.
  35. To carry on the business of air-conditioning of buildings both private and public, theatres, cinemas, cages, dancing halls, ball rooms, hotels, restaurants refreshment rooms and other places of entertainment or otherwise, houses, coaches, motors and vehicles of all kinds.
  36. To carry on the business of manufacturers, stockists, importers, exporters, repairers and dealers in all kind of dynamos, motors, armatures, magnets, conductors, insulators, transformers, converters, switch boards, cookers, engines, gun presses, insulating materials and electrical plant appliances.
  37. To carry on the business of manufacturers of or dealers in typewriters, cleaners, sewing and printing machines.

38. To purchase or otherwise acquire, issue, reissue, sell, place and deal in shares, stocks, bonds, debentures and securities of all kinds and to give any guarantee or security for the payment of dividends or interest thereon or otherwise in relation thereto. 47.
39. To establish, purchase or otherwise acquire, run, maintain, conduct and operate Cold Storage Warehouses, Dry Storage Warehouses, Bonded Warehouses and such other establishments used for preservation, storage and treatment of all kinds of merchandise, food products, farm products, dry fruits and all other kinds of materials or substance. 48.
40. To carry on the business of engineers, researchers, technicians, designers, planners, estimators, erectors and to supply know-how for all types of industries, business, companies, services and public bodies and Government.
41. To carry on the business of finance brokers, financial stock brokers, and share brokers and to invest in subscribe for purchase or otherwise acquire and sell, dispose of exchange, hold and otherwise deal in shares, stocks, bonds, debentures, debenture-stock, public securities issued by any Authority, Central, State, Municipal, local or otherwise.
42. To undertake the business of planing, construction, erection, development and maintenance of gardens, parks lawns, hot house, orchards and plantations.
43. To carry on the business of manufacturers, processors and importers, exporters, buyers, sellers, stockists and distributors of and dealers in platinum, ruby, gold and silver ornaments.
44. To buy, sell import, process, manufacture or otherwise make marketable fruit, fish butter, milk, vegetables and all kinds of food products.
45. To investigate on behalf of any company, corporation, body corporate, industries, firm association or any person and collect information and data and submit reports on feasibility of new projects and improvements to and expansion of existing projects, and diagonalise operational difficulties and weaknesses and suggest remedial measures to improve and modernise existing units.
46. To purchase, acquire and hold with absolute or limited rights or on lease or otherwise and to erect, construct, repair and maintain, markets, factories, mills, godowns, sheds and other property and to sell, exchange, barter or otherwise deal in properties.



47. To carry on the business of letting or sub-letting, the use of cinema halls, theatres, picture places, studios or other machinery, apparatus, building or structure of the Company for purposes of use exhibition, distribution of films, dramatic or theatrical performances, concerts or other entertainment or amusements and to provide for the production, direction, exhibition, representation, display whether by mechanical means or otherwise all or any of the works relating to stage performance activities.
48. To manufacture, assemble, import, buy, sell, exchange, improve, develop and otherwise deal in electrical kilowatt hour meters, magnets, electromagnets, power cables, industrial jewels, ammeters voltameters and other types of measuring instruments, electrical or non-electrical, die castings, screws, transformers of all types, circuit-breakers, punched card machines, computers, hoist, elevators, trolleys and coaches, winches, power generators, magnetic, separators, winders, air compressors winders of fans of all types, switches and motors of all types, drill, electric grinders, airconditioners, washing machines, wireless apparatus, including transistor, radios, stereophonic and Hifi equipment, televisions, electronic games, capacitors, condensers, speakers, coils, knobs, switches, electronic communication equipment, tape-recorders, cassettes, electronic and electrical gadgets, spare parts, components, equipment and systems for consumer, medical, industrial, commercial, educational and research purposes.
49. To open, establish, manage, run, equip, control, maintain, undertake, transact and to carry on the business of General Merchants, Departmental Stores, Provisions and Commodities requisite for personal or house hold use Chain Stores and agency business of all goods and merchandise.
50. To carry on the business of operators of training and teaching schools, colleges, workshops, institutes and classes for various trades, professions, crafts, arts and university or institute courses.
51. To manufacture or trade in automobiles, mopeds, motorcycles and scooters.
52. To manufacture or trade in automobile ancillaries, castings and closed die forgings, conveying equipments, engines, pumps, cranes, earthmoving, mining and metallurgical equipment, hydraulic equipment, industrial machinery, pumps, machine tools, power transmission and distribution equipment, cables, power transformers, switchgear and cotton spinning equipment.
53. To act as agents or promoters of any financial, trading or Commercial business.
54. To process, import, export, buy, sell or otherwise deal in D.D.T. and other insecticidal and fungicidal sprays.
55. To carry on the business of electrical engineers, electricians, contractors, manufacturers, constructors, suppliers of and dealers in electric, mechanical, solar, electronic and other appliances, electric motors, furnitures, household

- appliances, batteries, cables, wire, lines, dry-cells, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity for the purpose of light, heat, motive power and for all other purposes for which electrical energy can be employed, subject to the provisions of the Electricity Act and Rules.
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56. To carry on the business of manufacturers and dealers in all types of celluloid, bakelite and all other chemicals, particularly industrial rolls, rollers, sheets, beltings and consumer goods such as tyres, tubes and other allied products, chappals, shoes, toys, medical and surgical goods.
  57. To carry on the business as manufacturers of and dealers in bread flour, rava, maida, biscuits and farinacious compounds and materials of every description.
  58. To carry on the business as manufacturers of and dealers in sugar, gur, khand-sari, sugar candy, chocolates and toffees.
  59. To carry on the business as goldsmiths, silversmiths, gem merchants, watch and clock repairs, electroplaters, dressing bag makers, importers and exporters of bullion and buy, sell and deal (wholesale and retail) in bullion, jewellery watches, clocks, gold, silver plates, cups, shields, electroplate, cutlery, dressing bags, articles of virtue and objects of art.
  60. To acquire or set up and run hospitals, clinics, nursing homes, maternity and family planning units or pathological laboratories and optician shops.
  61. To carry on the business of timber and lumber merchants, lumber yard and saw mill proprietors and to buy, sell, prepare for market, import, export and deal in timber and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is substantially used, to carry on the business of logging and lumbering, purchasing, acquiring and leasing timber berths.
  62. To carry on the business as manufacturers and dealers in plywood, hardwood, blocks for flooring and other purposes, boxes, windows, doors, wood pulp, masts, spars, derricks, sleepers, tools, handles, panneling wood work, furniture and articles of all description wholly or partly made from wood, bricks, cement, stone and metal or other material.
  63. To carry on the business of manufacturers of or dealers in ferrous or non-ferrous metals including aluminium, brass, tin, nickel and their products.
  64. To prepare and submit overall and detailed plans for civil and industrial execution to any company, corporation, body corporate, industries, firm, association or any person.
  65. To carry on the business of sheep rearing, animal rearing, honey collectors and silk worm rearing.

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66. To act as trustees, executors, administrators, attorneys, nominees and agents and to undertake and execute trusts of all kinds and subject to compliance with any statutory condition to exercise all the powers of custodians, trustees and trust corporations.
  67. To sell, buy, import, export, deal in and manufactured ready made garments, made-ups, furniture covers, hosiery goods, embroidery, articles, carpets, durries, shawls, druggot, mattresses, sweaters jerseys, hats, felts, gloves, socks, chesters, scarves from wollens, wool, textiles, cloth, synthetic fabrics, tapestry and curtain materials.
  68. To purchase, manufacture, produce, refine, prepare, import, export, sell and to deal in sugar beets, sugarcane, molasses, syrups and melada and alcohol and all products or by-products thereof and food products and to acquire, construct and operate sugar or other refineries, buildings, mills, factories, distilleries and other works. To plant, cultivate, produce and raise or purchase sugarcane, maize, sugar beets and other crops.
  69. To carry on the business of steam and general laundry and wash, clean, purify, scoure, bleach, dry, iron, colour, dye, disinfect, renovate and prepare for use all articles of wearing apparel, household, domestic and other cotton, silk and woollen fabrics and man made fabrics.
  70. To carry on the business of printers in all the branches, newspapers, journals, magazines, books and other literature, stationery and other articles, to serve as stationers lithographers, chromo lithographers, block makers, draftsman, envelop manufacturers, paper bag and account books makers, numerical printers, box makers and book sellers.
  71. To maintain, run acquire or take over, dairy farms, poultry farms and farms and gardens of all kinds and description and to deal in all types of garden produce and its products.
  72. Subject to the permissibility under the law of the land to carry on the business of the publicity, advertisement, telecasting, transmission, vedeo cassette recording, reception by radio and gramophone recording by similar or other methods.
  73. To carry on the business of manufacturers, buyers, sellers, dealers, importers, exporters and otherwise dealers in electric lamps of all kinds and models, fluerascents tubes, miniature bulbs, auto lamps, special projection lamps, photographic lamps, bulbs fittings and components, photo electric instruments and other electric testing equipments.
  74. To carry and crush limestone, to manufacture, import and export, buy, sell and deal in limestone, in all its forms, building materials of all kinds mortar and concrete and to excavate, wash, screen, sell and deal in earth, gravel and sand.

75. To enter into any arrangement by way of a turn-key project involving supply of technical, civil, financial administrative, plant and merchandise, information, knowledge and experience and as such undertake for and on behalf of a client to set up any plant or project in or outside India.
76. To manufacture mild steel and stainless steel in induction and arc of furnace.
77. To carry on the business of hire or otherwise take over all kinds of buses, mini buses, tempos, lorries or any kind of vehicles commonly used in carrying passengers and to carry on the business of transportation in all or any of its branches.
78. To carry on the business of manufacturers, refiners, exporters, buyers and sellers, merchants, agents for and suppliers of all kinds of mineral oils, lubricants, greases, spirits, petrol, high speed diesel, all kinds of oil, kerosene, gas, electricity, another motive powers, horns, lamps, spares, spare parts and accessories, required or necessary in the automobile industry and other articles or things relating to the business of the Company and to run service station for the repairs and servicing of automobiles.
79. To carry on all or any of the trades or businesses of iron founders, mechanical engineers and manufacturers of machinery, tool makers, brass founders, metal workers, boiler makers, mill wrights machinists, iron and steel converters, smith metallurgist, water supply engineers and gas makers.
80. To carry on the business of manufacturers of and dealers in all kinds of leather goods, asbestos and canvas flooring and paving materials and others compositions, water proof articles, oil cloth, linoleum, tarpauline and also the business of tanners and dealers in hides and skins.
81. To manufacture, weave, prepare, process, repair, buy and sell, resell, export, import, and market in all kinds of plastic and plastic goods including plastic liners, pipes, sheets, toys, wires, bags and sacks of high density polythelene (HDPE), polypropylene (PP), low density polythelene LDPE, PVC, rubber and other type of plastic goods and products synthetic resins and compounds allied ancillary and auxillary materials and derivatives, intermediates compositions their by-products and coproducts of any nature whatsoever and buyers, sellers, dealers, importers, exports, stores, distributors, stockists, order suppliers, dyeing, processors, finishers, dealers, hirers, hire purchases dealers, instalment purchases dealers, deferred payment dealers in all kind of yarns of polypropylene (PP), nylon, polyester, high density polythlene and elastomeric webbings and all type of tapes.
- ~~82. To render all types of services in the field of economics including as agents, members, directors, contractors, consultants and supervisors.~~
- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs. 5,00,000/- ( Rs. Five lacs ) divided into 50,000/- ( Fifty thousand ) Equity Shares of Rs. 10/- ( Rs. Ten ) each.

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

| Sl. No. | Signatures, Name, Description, Addresses and Occupation of the Subscribers  | No. of Equity Shares taken by each Subscriber | Signature, Name, Address, Description and Occupation of Witness  |
|---------|---|---|--|
| 1       | Sd/-<br>( ASHWINI BAARDWAJ )<br>S/o Shri Om Prakash Bhardwaj<br>C-82, Kumbha Nagar<br>CHITTORGARH<br>Occupation-Business      | 10<br>( Ten )                                 | Witness to all Signatories<br>Sd/-<br>( SHYAM S. SINGHVI )<br>S o Shri K. C. Singhvi<br>Chartered Accountant<br>31-B, City Station Road,<br>UDAIPUR-313001 |
| 2       | Sd/-<br>( RAKESH KUMAR BHARDWAJ )<br>S/o Shri Om Prakash Bhardwaj<br>C-82, Kumbha Nagar<br>CHITTORGARH<br>Occupation-Business | 10<br>( Ten )                                 |  |
| 3       | Sd/-<br>( MRS. SUJATA BHARDWAJ )<br>W/o Mr Ashwini Bhardwaj<br>C 82, Kumbha Nagar<br>CHITTORGARH<br>Occupation-Business       | 10<br>( Ten )                                 |  |

Total No. of Equity Shares : 30 ( Thirty )

Dated the 14th day of May, 1991.

Place : Jaipur.

**THE COMPANIES ACT, 1956**  
(COMPANY LIMITED BY SHARES)  
**ARTICLES OF ASSOCIATION**  
OF  
**Aditya Extractions Private Limited**

**INTERPRETATION**

**Definitions**

1. (i) In these Articles unless there be something in the subject matter or context inconsistent therewith :
  - (a) "The Act" or "the Companies Act" means the Companies Act, 1956.
  - (b) "The Company" means ADITYA EXTRactions PRIVATE LIMITED.
  - (c) "The Office" means the Registered Office for the time being of the Company.
  - (d) "The Register" means the Register of members to be kept pursuant to section 150 of the Act.
  - (e) "The Board" means the Board of Directors of the Company for the time being.
  - (f) "The Chairman" means the Chairman of the Board of Directors of the Company.
  - (g) "The Directors" means the Directors for the time being of the Company.
- (ii) Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Companies Act or any statutory modifications thereof in force at the date on which these regulations become binding on the Company.

Table "A" how far  
to apply

2. (i) The regulations contained in table "A" in Schedule I to the Act shall not apply to the Company except so far as expressly incorporated herein below or made applicable by the said Act.

Other Provisions

- (ii) Wherever in the said 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 authorised by its Articles, then and in that case this Regulation hereby authorises and empowers the Company to have such right, privilege or authority and to carry such transactions as have been permitted by the Act without there being any specific regulation in that behalf herein provided. As illustration of such rights, privileges, authorities and transactions the following are set out with relevant sections as under.

Section 80 : to issue Redeemable Preference Shares.

Section 92 : to accept unpaid share capital although not called up.

Section 93 : to pay dividend in proportion to amount paid up.

Section 94 : to alter the share capital of the Company.

Section 100 : to reduce the share capital of the Company.

Section 106 : to alter the rights of holders of special class of shares.

#### PRIVATE COMPANY

3. The Company is a Private Company within the meaning of Section 3 (1) (iii) of the Companies Act, 1956 and accordingly.

- (a) The number of members for the time being of the Company (exclusive of persons who are in the employment of the company and persons who having been formerly in employment of the Company were its members while in the employment and have continued to be members of the Company after the employment ceased) is not to exceed fifty, but when two or more persons hold one or more shares in the Company jointly, they shall, for the purpose of this paragraph, be treated as a single member.

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(b) Any invitation to the public to subscribe for any shares in or debentures of the Company is hereby prohibited.

(c) The right to transfer the shares of the Company shall be restricted as hereinafter provided.

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Authorised  
Share Capital

4. (a) The Authorised Share Capital of the Company is Rs. 5,00,000/- ( Rs. Five lacs ) divided into 50,000/- ( Fifty thousand ) Equity Shares of Rs. 10/- ( Rs. Ten ) each.

(d) The Company has power to divide the share capital for the time being into several classes and to increase or reduce its capital from time to time and vary, modify or abrogate rights or conditions attached to any class of shares in such manner as may be for the time being provided by regulations of the Company and upon increase of the capital, the Company may issue any new shares in priority to any other shares present and future with any preferential, deferred, qualified or special privileges or conditions as may be determined upon by the Company in the General Meeting.

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Convertible and  
Redeemable  
Preference Shares

5. The Company shall have powers to issue preference shares which may be converted into equity shares or carry a right to redemption out of profit or out of the proceeds of fresh issue of shares liable to be so redeemed at the option of the Company and the Directors may subject to the provisions of Section 80 of the Act, exercise such power on such terms and in such manner as may be prescribed by the law.

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Allotment of shares

6. The Shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such person on such terms and conditions and either at a premium or at par and subject to the provisions of the Act at a discount and at such time as the Directors think fit and with full power to give to any person the shares either at par or at premium during such times and for such consideration as the Directors think fit.

(ii)

Rights of existing  
shares

7. Regulation 4 of Table "A" shall apply.

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Commission on  
shares

8. The Company may exercise the power of paying commission conferred by and subject to the provisions of section 76 of the Act on conversion into a public Company.

Commencement of  
Business

9. The business of the Company may be commenced after the incorporation of the Company or as the Directors shall think fit and notwithstanding that only part of the shares may have been allotted.



**CALL ON SHARES**

- Calls
10. Regulations 13 to 15 of Table "A" excepting the provisions of regulation 13 (1) shall apply.
- Interest on Calls
11. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the Board may decide to charge payment of interest @ 12% or lower or waive payment of any such interest wholly or in part.
12. Regulations 17 and 18 of Table "A" shall apply.
- Recovery of Calls
13. On the trial or hearing of any action for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the Register as the holder or one of the holders of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the Minutes Book and that notice of such call was duly given to the member sued in pursuance of these presents and it shall not be necessary to prove the appointment of the Directors who made such calls; nor any other matters whatsoever but the proof of the matters aforesaid shall be conclusive evidence of debt.
- Joint shareholders
14. If two or more persons are registered as joint-holders of any share or shares or stock, any one of such persons may give effectual receipt for all dividends in respect of such share or shares and such receipt shall be complete discharge in respect of the said dividends or liability of joint owner of shares. The joint-holder of any share shall be severally as well as jointly liable for the payment of all instalments and calls, if any, due in respect of such call.

**SHARE CERTIFICATE**

- Share certificate
15. Regulations 6 to 8 of Table "A" shall apply.

**FORFEITURE OF SHARES**

- Forfeiture
16. Regulations 29 to 35 of Table "A" shall apply.

**LIEN**

- Lien
17. Regulations 9 to 12 of Table "A" shall apply.

**TRANSFER OF SHARES**

- Restriction on transfer of shares
18. The right of member to transfer shares shall be restricted as follows :—  
Shares may be transferred by a member or other person entitled to transfer, to any member or outsider only with the permission of Board of Directors. All issues and matters relating to transfer of shares shall be final only when so decided by the Board of Directors of the Company.
- Other conditions
19. The instrument of transfer of any share in the Company shall be executed by or on behalf of both transferor and transferee in accordance with the provisions of section 108 of the Companies Act, 1956.

Transfer of shares

20. Regulations 21 to 24 of Table "A" shall apply.

Transfer of shares to Trustees

21. Any share may be transferred if it is standing in the name of Trustee of an indenture of Trust or the will of any deceased member, upon any change of Trustee for the time being of such indenture of Trust or of such will. Article 18 will not apply to any transfer authorised by this Article.

Directors' powers to decline to register transfer

22. The Directors may at their absolute and uncontrolled discretion and without assigning any reason decline to register any transfer of shares to any transferee but such right of refusal shall not be exercisable in the case of any transfer made pursuant to Article 21 except for the purpose of ensuring that the number does not exceed the limit prescribed by Article 3.

Director may transfer without insisting on representation

23. (a) The Directors may, at their absolute discretion transfer any shares without insisting on probate, letter of administration or any other representation to the estate of any deceased member on taking such indemnity and/or on any other terms as they may require.

Shares standing in the name of clerk, moonim or agent

(b) Every person, who may be entitled in his own right to any share or shares standing in the name of his clerk, moonim, servant or nominee, may be registered as the holder of such share or shares either during the lifetime or after the death of such clerk, moonim, agent, servant or nominee, provided such proof, as the Directors may deem reasonable be afforded by such person as to his title to such shares and provided such indemnity be given as the Directors may require; and he executes such form of transfer as may be prescribed by the law.

#### TRANSMISSION OF SHARES

24. Regulation 25 to 28 of Table "A" shall apply.

#### ALTERATION OF CAPITAL

Alteration of Capital

25. Regulation 44 to 46 of Table "A" shall apply.

Modifying rights attached to different classes of Shares

26. Regulation 3 of Table "A" shall apply.

Reduction of Capital

27. The Company may, by special resolution and subject to confirmation by Court, reduce its share capital in any way and in particular without prejudice in the generality of the foregoing power :—

(a) extinguish or reduce the liability on any of its shares in respect of share capital not paid up; or

(b) either with or without extinguishing or reducing liability on any of its shares, cancel any paid up share capital which is lost or unrepresented by available assets; or

(c) either with or without extinguishing or reducing liability on any of its shares pay off any paid-up share capital which is in excess of the wants of the Company.

Borrowing powers

28. The Directors may from time to time at their discretion borrow and secure the payment of any sum of money for the purpose of the Company. The Directors may secure the repayment of such money in such manner and upon such terms and conditions in all respects as they think fit and in particular subject to Article 3 (b) hereof, by the issue of debentures or debenture-stock of the Company charged upon all or any part of the property of the company (both present and future) including its uncalled capital for the time being.

Securities may be made assignable free from equities

29. Debentures, Debenture-stock, bonds or other Securities may be made assignable free from any equities between the Company and the person to whom the same be issued.

### GENERAL MEETING

When extraordinary general meeting be convened

30. The Directors may, whenever they think fit, convene an Extra ordinary General meeting and the Directors shall, on the request in writing of the members holding not less than one tenth of the paid-up share capital of the Company as at that date carrying voting rights forthwith proceed to convene an Extra-ordinary General meeting and provisions of Section 169 of the Companies Act shall apply.

Notice of general meeting and explanatory statement

31. The Directors, if they think fit, may convene a General Meeting other than Annual General Meeting of the Company by giving a notice thereof being not less than 3 days.

### PROCEEDINGS OF GENERAL MEETING

Form of Notice

32. Regulations 49 to 55 of table "A" shall apply.
33. The notice of a meeting shall be in such form as the Directors deem fit. Such notice need not contain any statement of business to be transacted unless notice of intention to transact such business is required to be given under the provisions of the Act applicable to the Company.

Single Directors/ member to call meeting

34. If at any time they are not in India, Directors capable of acting, sufficient in number to form a quorum, any Director or any two members of the company may call an extra ordinary General Meeting of the company in the same manner, as nearly possible as that in which such meetings may be called by the Board.

### VOTE OF MEMBERS

Votes

35. Regulations 56 to 63 of Table "A" shall apply subject to the following :—
- A. That a member may appoint more than one proxy to attend on the same occasion.
  - B. A proxy may speak at the meeting.
  - C. A proxy may vote otherwise than on poll.

## DIRECTORS

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| the<br>ctors<br>such<br>bject<br>of the<br>(both<br><br>signa-<br>whom<br><br>eneral<br>mbers<br>pa<br>Extra-<br>anies<br><br>r than<br>ig not<br><br>Such<br>unless<br>er the<br><br>ent<br>npany<br>same<br>led by<br><br>same | Number of Directors<br><br>First Directors<br><br>When candidates for<br>office of Director<br>must give notice<br><br>Share qualification<br>of Directors<br><br>Director's fee and<br>remuneration<br><br>Payment of expenses<br><br><br>Contracts in which<br>Directors are<br>interested<br><br>Director's eligibility<br><br>Powers to appoint<br>alternate Director | <p>36. Until otherwise determined by General Meeting the number of directors shall neither be less than two nor more than eleven.</p> <p>37. The First Directors shall be :</p> <ol style="list-style-type: none"> <li>1. Mr. Ashwini Kumar Bhardwaj</li> <li>2. Mrs. Sujata Bhardwaj</li> <li>3. Mr. Rakesh Bhardwaj</li> </ol> <p>38. No person shall be elected as a Director except First Director appointed by the Articles unless as least three days notice shall have been left at the Registered Office of the Company of intention to propose him.</p> <p>39. A Director shall not be required to hold any share in the Company as his qualification to be Director of the Company.</p> <p>40. Unless otherwise determined each Director may be paid a sitting fee if determined by the Board from time to time for each meeting of the Board committee attended by him. In addition to the said sitting fee the directors may be paid such remuneration as the Company in General Meeting determine for attending to the business or affairs of the Company, subject to the provision of the Company Act, 1956.</p> <p>41. The Directors may allow and pay to any Director who for the time being is resident in India but out of the place at which any meeting of the Directors may be held and who shall come to that place for the purpose of attending such meeting such sum as the Directors may consider fair and reasonable for his expenses in connection with his attending at the meeting in addition to his remuneration as specified herein above. The Directors may also be paid or reimbursed all travelling and other expenses properly incurred by them in connection with the business of the Company.</p> <p>42. Subject to the provisions of the Act and except with the consent of the Board a Director of the company or his relative, a firm in which such a director or relative is a partner, any other partner in such a firm or a private company of which the director is a member or director shall not enter into any contract for the sale, purchase or supply of any goods, materials or services or under writing the subscription of any shares in or debentures of the company.</p> <p>43. A Director may vote and may take part in discussion in respect of any contract or arrangement in which he is interested.</p> <p>44. The Board may appoint any person to be an alternate Director to act for Director (hereinafter in this Article called the original Director) during his absence for a period of not less than three months from the State in which meetings of the Directors are ordinarily held, but such alternate Director shall ipso-facto vacate office if and when the original Director returns to the State in which meetings of Directors are ordinarily held.</p> |
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*For Aditya Extractions Pvt. Ltd.*

*Managing Director*

- Powers to amalgamate etc. 45. The Board may enter into partnership, jointventure, amalgamation or other arrangement with any company, firm, person or others on such terms and conditions as the Board may deem fit.
- Debenture Director 46. If it is provided by any trust deed securing or otherwise in connection with any issue of debentures of the company, that any person or persons shall have power to nominate a Director of the company, then in the case of every such issue of debentures, the persons having such powers may exercise such powers from time to time and appoint a Director accordingly. Any Director so appointed is herein referred to as a Debenture Director. A debenture Director may be removed from office at any time by the person or persons in whom for the time being is vested the power under which he was appointed and another Director may be appointed in his place.
- Nominee Directors 47. In the event of the Company borrowing any money from any Financial Corporation or Institution, Government or Government Body or any Collaborator, Bank, person or persons or any other loan giving agency or source, while any money remains due to them or any of the said Corporation, Institution or the Government Body or the financier or collaborator or Bank or any body as the case may be, they may exercise the rights and powers to nominate from time to time any person or persons to be Director or Directors of the Company. Any person so nominated may at any time be removed from office by the nominating authority who may from the time of such removal or in case of death or resignation of the person nominate any other in his place. Any such nomination or removal shall be in writing signed by the nominator and served on the Company.

#### RETIREMENT AND ELECTION OF DIRECTORS

- Rotation of Directors 48. The Directors shall not be liable to retire from office by rotation unless otherwise decided in the General Meeting.
- Powers to determine the number of Directors 49. The Company May, from time to time, by ordinary resolution increase or reduce the number of Directors within the limits as prescribed by these Articles.
- Additional Directors 50. The Board shall have the power at any time and from time to time to appoint any person to be a Director as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.
- Removal of Directors 51. The Company may, by ordinary resolution of which special notice has been given in accordance with Section 190 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these regulations or in an agreement between the Company and such Director. Such removal shall be without prejudice to any contract or service between him and the Company.

For Aditya Extractions Pvt. Ltd.

Managing Director

52. If any Director appointed by the Company in general meeting vacates office as director before his term of office expires in the normal course, the resulting casual vacancy may be filled up by the Board at a meeting of the Board but any person so appointed shall retain his office so long only as the vacating Director would have retained the same if no vacancy had occurred, provided that the Board may not fill such a vacancy by appointing thereto any person who has been removed from the office of Director under Article 51.

#### VACATION OF OFFICE BY DIRECTOR

53. Section 283 of the Act shall apply.

#### MANAGING DIRECTOR

54. The Board may from time to time, subject to Section 197 A of the Companies Act, appoint one or more of their body to the office of Managing Director for such period and on such terms as they think fit and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. His appointment shall be automatically terminated if he ceases to be a Director.

55. The remuneration (whether by way of salary, commission or participation in profits or partly in one way and partly in another) payable to the Managing Director will be determined by the Board.

56. The Board may entrust to and confer upon Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit and either collaterally with or to exclusion of their own powers.

#### PROCEEDINGS OF DIRECTORS MEETINGS

57. The quorum necessary for the transaction of the business of the Directors shall be two or one-third of the total number of Directors whichever is higher.
58. Regulations 73 to 81 of Table "A" shall apply, subject to the conditions that adjourned meeting may be called at any time with the consent of all the Directors.

#### POWERS OF DIRECTORS

59. The management of the business of the company shall be vested in directors who may exercise all such powers and do such acts and things as the

For Aditya Extractions Pvt. Ltd.

Managing Director

Company is, by its Memorandum of Association or otherwise authorised to exercise or do and as are not hereby or by the Act directed or required to be exercised or done by the Company in General Meeting but subject nevertheless to the provisions of the Act and of these presents and to any regulations from time to time made by the Company in general meeting not being inconsistent with the provisions of these presents, provided that no such regulations shall invalidate any prior act of the Directors which would have been valid if such regulations had not been made.

Power to Borrow

60. (a) The directors may exercise all the powers to borrow money and to mortgage or charge its undertaking, property and uncalled capital including further assets or any part thereof and to issue debentures, debenture-stock and other security whether outright or as security for any debt, liability or obligation of the Company or of any third party in such manner and upon such terms and conditions as they may think fit.
- (b) Without prejudice to the generality of the foregoing powers, the Board of Directors may borrow any money required for the business of the Company on security of guarantee given by one or more of the Directors of the Company.

#### MANAGER OR SECRETARY

Manager or Secretary

61. Regulations 82 and 83 of Table "A" shall apply.

#### THE SEAL

Common Seal

62. The directors shall provide for the safe custody of the Common Seal of the Company and the seal shall never be used except by the authority of Board previously given to any one of the directors of the company and in case of Share Certificate, the rules in force for the time being provided nevertheless that any instrument bearing the seal of the company and issued for valuable consideration shall be binding on the Company notwithstanding any irregularity touching the authority of the directors to issue the same.

#### CAPITALISATION OF PROFITS

Capitalisation of Profits

63. Regulations 96 and 97 of Table "A" shall apply.

#### DIVIDEND AND RESERVES

Dividend and Reserves

64. Regulations 85 to 94 of Table "A" shall apply.

*For Aditya Extractions Pvt. Ltd.*

*[Signature]*  
Managing Director

**ACCOUNTS**

- Accounts 65. Sections 209 to 222 (both inclusive) of the Act and Regulation 95 of Table "A" shall apply.

**NOTICE**

- Notice 66. Service of any document or notice by the Company on its member shall be effected in accordance with the provisions Section 53 of the Act.

**INDEMNITY**

- Indemnity 67. Regulation 99 of Table "A" shall apply.

**WINDING UP**

- Winding up 68. Regulation 98 of Table "A" shall apply.
- Secrecy Clause 69. No member shall be entitled to any information relating to the Company's trading or business which in the opinion of the Directors will be inexpedient to disclose in the interest of the Company.

*For Aditya Extractions Pvt. Ltd.*

  
Managing Director



| Sl. No. | Signature, Name, Address, Description and Occupation of the subscribers   | Signature, Name, Address, Description and Occupation of Witness  |
|---------|---|--|
| 1       | Sd/-<br>( ASHWINI BAARDWAJ )<br>S/o Shri Om Prakash Bhardwaj<br>C-82, Kumbha Nagar<br>CHITTORGARH<br>Occupation-Business      |  |
| 2       | Sd/-<br>( RAKESH KUMAR BHARDWAJ )<br>S/o Shri Om Prakash Bhardwaj<br>C-82, Kumbha Nagar<br>CHITTORGARH<br>Occupation-Business | Witness to all Signatories<br>Sd/-<br>( SHYAM S. SINGHVI )<br>S/o Shri K. C. Singhvi<br>Chartered Accountant<br>31-B, City Station Road,<br>UDAIPUR-313001 |
| 3       | Sd/-<br>( MRS. SUJATA BHARDWAJ )<br>W/o Mr Ashwini Bhardwaj<br>C 82. Kumbha Nagar<br>CHITTORGARH<br>Occupation-Business       |  |

Dated the 14th day of May, 1991.

Place : Jaipur.

For Aditya Extractions Pvt. Ltd.

  
 Managing Director

# FORM 32

Particulars of appointment of Managing Director, directors, manager and secretary and the changes among them or consent of candidate to act as a Managing Director or director or manager or secretary of a company and/ or undertaking to take and pay for qualification shares

[Pursuant to sections 303(2), 264(2) or 266(1)(a) and 266(1)(b)(iii) of the Companies Act, 1956]

Form Language  English  हिन्दी

Note - All fields marked in are to be mandatorily filled.

1 This form is for  New company  Existing company

2 (a) Form 1A reference number (Service request number (SRN) of Form 1A) or corporate identity number (CIN) of company

U15142RJ1991PTC006001

(b) Global location number (GLN) of company

Pre-fill

3 (a) Name of the company

ADITYA EXTRACTIONS PVT.LTD.

(b) Address of the registered office of the company

C-82,  
KUMBHA NAGAR,  
CHITTORGARH  
Rajasthan  
INDIA  
312001

(c) e-mail ID of the company

adityaextractions@rediffmail.com

4. Number of Managing Director, director(s) for which the form is being filed

1

5. Details of the Managing Director, directors of the company

Details of the Managing Director or director of the company

Director identification number (DIN)

00217624

Pre-fill

Name

ADITYA BHARDWAJ

Father's name

ASHWINI BHARDWAJ

Present residential address

C-82  
KUMBHA NAGAR  
CHITTORGARH  
Rajasthan  
India 312001

Nationality

IN

Date of birth

19/02/1988

Appointment  Cessation  Change in designation

Designation

Managing Director

Date of appointment or change in designation

12/07/2010

Category

Promoter

(DD/MM/YYYY)

Whether chairman, executive director, non-executive director

Chairman  Executive director  Non-executive director

DIN of the director to whom the appointee is alternate

Pre-fill

Name of the director to whom the appointee is alternate

Name of the company or institution whose nominee the appointee is

e-mail ID of director

headoffice@adityaextractions.com

In case of cessation

Hereby confirmed that the above mentioned  Director  Managing Director is not associated with the company with effect from (DD/MM/YYYY) due to

6. Number of manager(s), secretary(s) for which the form is being filed

7. Details of the manager or secretary of the company

|  |  |
|--|--|
| Details of the manager or secretary of the company |  |
| Income-tax permanent account number (PAN)          | <input type="text"/> <input type="radio"/> Appointment <input type="radio"/> Cessation |
| Whether the secretary is a member of ICSI          | <input type="radio"/> Yes <input type="radio"/> No                                     |
| Whether associate or fellow                        | <input type="radio"/> Associate <input type="radio"/> Fellow                           |
| Membership number of the secretary                 | <input type="text"/>   |
| First name   | <input type="text"/>   |
| Middle name  | <input type="text"/>   |
| Last name  | <input type="text"/>   |
| Father's name                                      |  |
| First name   | <input type="text"/>   |
| Middle name  | <input type="text"/>   |
| Last name  | <input type="text"/>   |
| Present residential address                        | Line I <input type="text"/>  |
|  | Line II <input type="text"/>   |
| City   | <input type="text"/>   |
| State  | <input type="text"/> Pin code <input type="text"/>                                     |
| ISO country code                                   | <input type="text"/>   |
| Country  | <input type="text"/>   |
| Phone  | <input type="text"/> Fax <input type="text"/>  |
| Date of birth                                      | <input type="text"/> (DD/MM/YYYY)  |
| Designation  | <input type="text"/>   |
| Date of appointment or cessation                   | <input type="text"/> (DD/MM/YYYY)  |
| e-mail ID of manager or secretary                  | <input type="text"/>   |

8. Whether the form is being filed for Managing Director, director(s) who ceased to be associated with the company on or before 31st October, 2006 and do not have DIN (refer instruction kit for details)  Yes  No

Verification I

- 1. I confirm that the information given above is true to the best of my knowledge and belief.
- 2. It is hereby confirmed that the appointed director(s) whose particulars are given above, has given a declaration in writing to the company that he/ she is not restrained/ disqualified/ removed of, for being appointed as director of a company under the provisions of the Companies Act, 1956 including sections 203, 274 and 388E of the said Act.
- 3. It is also hereby confirmed that the consent of the appointee Managing Director, director(s) has been filed as an attachment to this eForm (applicable only in the case of a public company)
- 4. It is also confirmed that the appointed director(s) whose particulars are given above, has given a declaration to the company that he/ she has not been declared as proclaimed offender by any Economic Offence Court or Judicial Magistrate Court or High Court or any other Court.

Attachments:

- 1. Evidence of payment of stamp duty where qualification shares is involved (This will be mandatory only if the director giving consent agrees to pay for at least one share) Attach
- 2. Consent(s) of the appointee Managing Director, director(s) Attach
- 3. Declaration regarding qualification shares Attach
- 4. Evidence of cessation Attach
- 5. Optional attachment(s) - if any Attach

List of attachments

Remove Attachment

Verification II

To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

- I have been authorised by the Board of directors' resolution number  dated  (DD/MM/YYYY) to sign and submit this form.
- I am authorised to sign and submit this form.

To be digitally signed by

Managing Director or director or manager or secretary of the company  
(In case of an existing company, person signing the form should be different from the person in whose respect the form is being filed)

Designation

DIN of the director or Managing Director, or

Income-tax PAN of the manager, or

Membership number, if applicable or income-tax PAN of the secretary

(secretary of a company who is not a member of ICSI, may quote his/ her income-tax PAN)

Certificate

It is hereby certified that I have verified the above particulars (including attachment(s)) from the records of

and found them to be true and correct. I further certify that all required attachment(s) have been completely attached to this form.

- Chartered accountant (in whole-time practice) or  Cost accountant (in whole-time practice) or
- Company secretary (in whole-time practice)

Whether associate or fellow  Associate  Fellow

Membership number or certificate of practice number

For office use only:

eForm Service request number (SRN)  eForm filing date  (DD/MM/YYYY)

This e-Form is hereby registered

Digital signature of the authorising officer

Date of signing  (DD/MM/YYYY)