

**Memorandum of association
Of
Diamines and chemicals limited**

- I. The name of the company is "DIAMINES AND CHEMICLAS LIMITED".
- II. The Registered office of the company will be situated in the State of Gujarat.
- III. *The objects for which the company is established are:

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

1. To carry on, in Indian or elsewhere, the business of manufacturing, buying, selling, importing exporting, exchanging, altering, improving, manipulating, recovering and dealing in ethylene diamine, diethylene heptamine, polyethylene pentamine, pentaethylene heptamine, hexaethylene heptamine, polyamines and other olefinic diamines such as a polypropylene diamine, butylenes diamine and other organic amines as well as chemical products, polymers compounds, both organic and inorganic, derived from ethylene diamine, diethylene triamine and all other amines mentioned above and derivatives thereof.
2. To carry on the business of manufacturing, wholesale and retail chemicals, and of manufacturers and refiners of and dealers (whether wholesale or retail) in all kind of chemicals, heavy chemicals, petro-chemicals, drugs, acids salts, alkalies, antibiotics, pharmaceuticals, medicinal and chemicals, Preparation, Articles and Compounds (Whether of animal, vegetable or mineral origin), rubber chemicals Industrial and Consumer, chemicals, cellulose chemicals, electro chemicals, scientific apparatus, chemical machineries, plants, equipments and articles related to chemical industry.
3. To take over and otherwise acquire the letter of intent No. LI:140(74) dated 22nd Feb 1974 granted by Ministry of Industrial Development Government of India, to The Bharat Vijay Mills Limited, Kalol (North Gujarat) and such other letter of intent licences quota rights and other rights as are granted to the said company or to any other person, firm or company by the central or any State Government or any local authority for the purposes of the company or that may be useful to the business of the company.
4. To manufacture, produce, refine, research, process, formulate, buy, sell, export, import or otherwise deal in all types of heavy and light chemicals, chemical elements and compounds, laboratory and scientific chemicals, pharmaceutical chemicals, agricultural chemicals, hexamine, fertilisers, petro-chemicals, industrial chemicals or any mixtures, derivatives, articles and compounds thereof, acids, gases, and compounds, dyes, cosmetics, drugs, pharmaceutical and medical preparations.
5. To carry on the business of process, produce. Mix, pack, preserve, freeze, extract, refine, manufacture, import, export, buy, sell, trade and deal in organic foods, processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, poultry products, sea foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condoles, lemon drops, chocolate,

toffees, tinned fruits, chewing gum, bubble gum, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, nutrient, health and diet foods / drinks, extruded foods, confectionery items, sweets, cereals products and any other food products in and outside India.

6. To carry on business as manufacturers, producers, processors, growers, fermentators, distillers, refiners, makers, inventors, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, bottlers, packers, movers, preservers, stockiest, agents, merchants, distributors, consignors, jobbers, brokers or otherwise deal in all kinds of fertilizers, manures, plant and animal foods, pesticides, insecticides, fungicides and all types of chemicals used in apiculture, pisciculture, sericulture, horticulture, poultry farming and animal husbandry.

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

7. To purchase, import or otherwise acquire all sorts of machinery, raw materials, spare parts and accessories and other products for the carrying out of all or any of the objects herein contained.
8. To deal in all by-products manufactured in the carrying out of all or any of the objects of the company, in loose form or in packing of all sizes in company's brands or otherwise.
9. To enter into, make and perform contracts and arrangements of every kind and description with corporate body, Municipality, territory, province, State Government of Colony or dependency thereof, without limits as to amount and to obtain from any Government or authority, any rights, privileges, contracts and concessions which the company may deem desirable to obtain and to carry out, exercise or comply with any such arrangements, rights, privileges, contracts and concessions
10. To establish agencies or appoint representatives in India or elsewhere for the products, manufacture, sale, purchase, exchange, hire, distribution or for any one or more of the objects of the company and to regulate and discontinue the same.
11. Generally to carry on, if any place in the world any trade business, whether manufacturing or otherwise whatsoever, as many in the opinion of the Directors of the company, for the time being be capable of being advantageously or conveniently carried on, by the company by the extension of, or in connection with any of the company's objects or calculated directly or indirectly to develop any of the company's business or to enhance the value of, or render profitable any of the company's property or rights and to establish and maintain any agencies in any part of the world, for the conduct of the business of the company, for sale and to advertise and adopt means of making known or promoting the use of all or any of the manufactures, products or goods of the company or any articles or goods traded or dealt in by the company, in any way that may be thought advisable, including the posting of bills in relation there to and the issue of circulars, books, pamphlets and price-lists and the conducting of or participating in competitions, exhibitions and the giving of prizes, rewards and donations.
12. To apply for takeout obtain, purchase or otherwise acquire and turn to account any copy rights, licenses, concession, patent rights or inventions, monopolies, privileges, trade-marks or secret processes which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit this company and to use, exercise, develop or grant licenses in respect of, or otherwise turn to account the property, right or information, to acquire and to expend money in experimenting upon and testing and

- improving or seeking to improve an patent rights, inventions, discoveries, process or information of the company or which the company may acquire or propose to acquire.
13. To purchase take on lease or in exchange or otherwise acquire any estates, land, building, basements or other rights and interest in immovable property and to sell, let or lease, mortgage hypothecate or otherwise dispose of or grant rights over an immovable property belonging to the company.
 14. To undertake the payment of all rents and the performance of all covenants, condition and agreements contained and reserved any lease that may be granted or assigned to or be otherwise acquired by the company.
 15. To acquire and take over as a going concern by purchase or on lease and undertake to carry on the whole or any parts of the business together with the good-will and trade name property rights and liabilities of any person , firm or any company on any business, any part of the purpose of which is, within the objects of the company or which the company is authorized to carry on or possessed of property suitable for the company and to pay for the same by shares, debentures, debentures stock, bonds, cash or otherwise as the Director's of the company may determines and to conduct and carry or liquidate and wind up any such business.
 16. To enter into partnership or into any arrangements for sharing or dealing in profits, union of interest, co-operation, joint adventure, reciprocal concession or otherwise with any person, firm, corporation or Government or company carrying on, engaged in or about to carry on, engaged in any business undertaking or transaction which the company is authorised to carry on or engaed in or any business undertaking or trasaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the company and to lend money, to guarantee the contract or otherwise assign any such contracts to any person, firm or company and to take or otherwise acquire and hold shares or securities of any such person, firm, or company to sell, hold, reissue with or without guarantee or otherwise deal with the same.
 17. To promote, form and to be interested in and take, hold and dispose of shares in any other company, and to subsidise or assist any such company financially or otherwise by issuing or subscribing for r guaranteeing the subscription and issue stocks, debenture stock or other securities of such company, to transfer to any such company any property of this company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such company.
 18. To pay for any properties rights services or privileges acquired by the company, by issuing of shares or debentures of this company, or partly in shares or debentures and partly in cash or otherwise and to give shares or stock debentures of this company in exchange of shares or stock of debentures of any other company.
 19. To enter into any arrangements with any Government of authorities, Municipal, Local or otherwise that may seem conducive to the company's objects or any of them and to obtain from such Government or State or Authority, any rights privileges and concessions and or purchase and sale of any kind of goods, machinery, spare parts, securities, shares, stock , debentures. Etc., which the Directors of the company for the time being may think desirable to obtain and to carry out, exercise and comply with any such arrangements rights privileges and concessions.

20. To sell mortgage, lease, manage, develop, exchange, dispose of or transfer this business, immovable or movable property and undertaking of the company or any part thereof any part of the property, rights and concessions of the company in such manner and upon such terms and conditions and for such consideration as the Directors of the company for the time being may think fit to accept and in particular for cash, shares, debentures, debenture-stock, bonds or securities of any other company having object altogether or in part similar to those of this company.
21. To raise or borrow money from time to time for any of the purposes of the company by bonds, debentures or promissory notes or by taking credit in or opening current account with any individual or firm or with any Bank or Bankers and whether with or without giving any security, goods or other articles or by mortgaging, pledging, charging, hypothecating, or selling or receiving advances, or the sale of any lands, buildings and machinery, goods, assets or revenue of the company present or future including its uncalled capital or otherwise by such other means as the Directors may in their own absolute discretion deem expedient and in particular by the issue of debentures, debenture stock perpetual or otherwise including debentures or debenture*stocks convertible into shares of this or any other company or to convey the same absolutely or in trust and give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off such securities.
22. To lend or deposit moneys belonging to or all the company to such person or company and in particular to customers and others dealings with the company with or without security upon such terms as may be thought proper and to invest or otherwise employ such moneys in such manner as may be thought proper and from time to time to vary such transitions in such manner as the directors of the company for the time being may think fit. The company shall not carry on banking business as defined under the banking companies Act.
23. To invest and deal with the money of the company in immovable properties, shares, stocks, bonds, debentures, obligations or other securities of any company or association or in Government Securities or in current account with banks or on the mortgage of immovable properties of any tenure or on the pledge of movable property or in any other manner as may from time to time be determined by the Directors of the company for the time being and from time to time, sell or vary all such investments and to execute all assignments, transfer, receipts and documents that may be necessary in that behalf.
24. To place, to reserve or to distribute dividends or bonus among the members or otherwise to apply, as the Directors may from time to time think fit, any moneys 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 sale by the company or forfeited shares or from unclaimed dividends.
25. To distribute among the members in specific any property of the company or any proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law. However the company shall not declare any dividend in specie.
26. To draw, make, issue, accept, transfer and endorse, discount, execute and negotiate promissory notes, hundies, bills of exchange, cheques, draft, bills of lading, letters of credit, delivery orders,

dock warrants, railway or transport receipts, warehouse keeper's certificates and other negotiable or commercial or mercantile instruments connected with the business of the company.

27. To open accounts with any bank or banks and to deposit moneys therein and to draw and endorse cheques on and to withdraw money from such account and generally operate upon the same (whether overdrawn or not) as may be required for any of the objects or purpose of the company
28. To establish and maintain from time to time such branches of the company and agencies either in different parts of India or elsewhere and to make such regulations for their management and close and discontinue the same as the Directors of the company for the time being may from time to time determine and appoint representatives in any part of the world, for the conduct of the business of the company or for the purchase, sale, exchange either for ready delivery or future delivery of any merchandise, commodities, goods, wares, machinery, materials, products, articles and things required for or dealt in or manufactured by or at the disposal of the company.
29. To insure any of the persons, properties, undertakings, contracts, guarantee or obligations or profits of the company of every nature and kind in any manner whatsoever.
30. To refer any dispute, claim or demand by or against the company to arbitration and observe and perform the awards.
31. To employ experts to investigate and to examine into the conditions, prospects, value, character and circumstances of any business concern and undertaking and generally of any assets, property or rights.
32. To acquire from any person, firm or body, incorporated or unincorporated whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plants, lay-outs and blueprints useful for the design, erection and operation of plant required for any of the business of the company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.
33. To be interested in, promote and undertake the information and establishment of such institution, association, chamber of commerce or other bodies, business pools, combines, syndicated industrial trading or manufacturing as may be considered to be conducive to the profit and interest of the company and to acquire, promote and / or subsidize any industry or undertaking.
34. To undertake and execute any trust, the undertaking whereof may seem desirable either gratuitously or otherwise and / or to make donations to any person, company or association and to subscribe or guarantee money for any national, international, charitable, benevolent, educational, public, general or other useful object, activity, exhibition, or trade show or for any purpose whatsoever which may be or appear to be conducive directly or indirectly in furtherance of the objects of the company or the interests of its members or for the welfare of the staff.
35. To establish, provide, maintain and conduct otherwise subsidies, research laboratories and experimental stations, workshops for scientific and technical research and experiments to undertake and carry on 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, subsidizing, endowing or assisting laboratories, workshops, libraries, training colleges, schools and other institutions for training, lectures, meeting and conferences and by providing the remuneration of scientific or technical professors, or teachers and by providing for the award of exhibition, scholarships, prizes, grants and parasaries to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kid that may be considered likely to assist any business which the company is authorised to carry on.

36. To enter into any arrangements and to take all necessary or proper steps with Government or with other authorities supreme, national, local, municipal or otherwise of any place in which the company may have interest and to carry on any negotiations or operations for the purpose of directly carrying out the objects of the company or effecting any modification in the constitution of the company or furthering the interest of its members and to oppose any such steps taken by any other company, firm, or person, which may be considered likely directly or indirectly to prejudice the interests of the company or its members and to promote or assist the promotion, whether directly or indirectly, of any legalization which may appear to be in the interest of the company to oppose and resist whether directly or indirectly legalization which may seem disadvantages to the company and to obtain from any such Government authority or any company any charters, contracts, decrees, rights, agents, loans privileges or concession which the company may think fit desirable to obtain and carry out, exercise and comply with any such arrangements, charters, contracts, decrees, right, privileges or concessions.
37. To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press, radio and other media by circular, posters, by purchase and exhibition or works of arts or interest, by publication of books, periodicals and by grating prizes, awards and donations including donations to any fund for charitable or public purpose.
38. To promote from and register and aid in promotion, formation and registration of any company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the property., undertaking, rights and liabilities of this company or for the other purpose which may seen directly or indirectly calculated to benefit this company and to be interested in, or take or otherwise acquire, purchase, hold, sell or otherwise dispose of shares, debentures and other securities in or of any such company, or any other company for all or any of the object mentioned in this memorandum and to subsidiaries' or otherwise assist any such company and to undertake the management and secretarial or other work, duties and business of any such company on such terms and conditions as may be arranged.
39. To create any depreciation fund, reserve fund, sinking fund, insurance fund, dividend equalization fund, capital redemption fund, or any special fund: nether for depreciation of for repairing, improving, extending or maintaining any of the property 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.
40. To provide for the welfare to the Directors, Ex-Directors, Employees or Ex-Employees of the company or its predecessors in business and person by building or contributing to the building of houses, dwellings, chawls or quarters or by grants of money, person, gratuities, allowances, bonuses, award, profits sharing or other schemes or trusts and by providing or subscribing or

contributing towards places of instruction and recreation, hospital and dispensaries, medical and other assistance as the company shall think fit and to establish, maintain and grant scholarships to any persons for technical study and education in India and elsewhere which may be necessary or useful for any of the objects of the company and subscribe or otherwise to assist or to guarantee money to charitable benevolent, religious, scientific, national or other institute or objects.

41. To aid, pecuniarily or otherwise, any association or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotions of industry or trade.
42. To pay, out of the funds of the company, all expenses of and incidental to the promotion formation, registration, advertisements, and establishment of this company and the issue and subscription of the shares of loans or capital including brokerage, underwriting or other commission for obtaining applications or placing or guaranteeing the placing of shares or any debentures, debenture-stock and other securities of this company also all expenses attending the issue of any circular or notices, and the printing, stamping, circulating of proxies and forms to be filled up by the members of the company.
43. To do all or any of the above things and all such things as are incidental or may be conducive to the attainment of the objects or any of them in any part of India or elsewhere and as word "Company" in the Memorandum, when applied otherwise than to this company shall whenever the context so requires or admits be deemed to include any authority, partnership or other body or person, whether incorporated or not and whether domiciled I India or elsewhere.
44. To amalgamate with any company or anybody or bodies, whether incorporated or unincorporated.

AND IT IS HEREBY DECLARED THAT:-

- (i) The word "Company" (save when used with reference to this Company) in this Memorandum shall be deemed to include any partnership or other body or association of person whether incorporated or not and wherever domiciled.
- (ii) The objects set forth in each of the several clause of paragraph III hereof shall extend to any part of the world.
- (iii) The liability of the members is limited.
- (iv) The authorised share capital of the Company is Rs. 17,50,00,000/- (Rupees Seventeen Corers Fifty Lacs) divided into 1,75,00,000 Equity Shares of Rs. 10/- (Rupees Ten only) each. The Company has power from time to increase or decrease its capital and issue any shares or shares of any other kind and to attach to any priorities in payment of dividend and distribution of same to any restrictions, limitations or conditions, and to vary the regulations of the company as far as necessary to give effect to same and upon the sub-division of share, to apportion the right to participate in profits, in any manner, subject to the prior consent of the Government of India or any order of Court if the same, be necessary, being obtained before doing so.

We the several persons whose name and addresses are subject, are desirous forward 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.

* Pursuant to the provisions of the Companies Act, 2013, following amendments of Object clause of Memorandum of Association of the Company has been approved by the Board in its Board meeting held on 23rd March, 2023 and subsequently the same has been approved by Members by passing Special resolution by way of Postal ballot on May 02, 2023:

- a. Clause III A of the existing Object Clause "MAIN OBJECTS TO BE PURSUED BY THE COMPANY IN ITS INCORPROATIOIN" has been substituted by new heading titled as "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPROATIOIN ARE: -"
- b. Alteration of existing Object Clause III A by replacing the entire object clauses as new sub clauses 1 to 6
- c. The existing Clause III B "THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS ARE" has been substituted by the new heading titled as "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III A" with existing objects appearing under sub clauses 4 to 41 as new sub clauses 7 to 44 thereof.
- d. The existing Clause III C titled "OTHER OBJECTS" has been deleted

Name, Address, description And occupation of a subscribers	Number of equity shares Agreed to be Taken by each subscriber	Signature	Witness to the signature, his name, address, description and occupation
Laxmikant Bhagubhau patel Son of Bhagubhai Chandulal National Chambers, Ashram Road, Ahmedabad-9 Industrialist.	20 (Twenty)	Sd/-	<div style="border: 1px solid black; padding: 10px; text-align: center;"> <p>Sd/- Ashwin Lalbhai Shah Son of Lalbhai Tribhovandas Shah 22, New Brahmkshatriya Society, Ellisbridge, Ahmedabad-6 Advocate</p> </div>
Navnitlal Bhagubhai Patel Son of Bhagubhai Chandulal National Chambers, Ashram Road, Ahmedabad-9 Industrialist.	20 (Twenty)	Sd/-	
Arun Purshottamdas Patel Son of Purshottamdas Harjivandas patel C/o The Bharat Vijay Mills Ltd. Kalol (N.G.) Industrialist.	20 (Twenty)	Sd/-	
Dineshchandra Bhukhabhai Patel Son of Bhukhabhai Harjivandas patel C/o The Bharat Vijay Mills Ltd. Kalol (N.G.) Industrialist.	20 (Twenty)	Sd/-	
Naresh Chimanlal Patel Son of Chimanlala Maganlal Patel "Sonadeep", 5, Patel Society, Behind Law College, Ellisbridge, Ahmedabad-6 Company Executive & Investor	20 (Twenty)	Sd/-	

Janmejay Bhagubhai Patel
Son of Bhagubhai Chandulal
National Chambers,
Ashram Road, Ahmedabad-9,
Industrialist

1
(One)

Sd/-

Janatkumar Bhagubhai
Son of Bhagubhai Chandulal
National Chambers,
Ashram Road, Ahmedabad-9
Industrialist

1
(One)

Sd/-

Cellulose products of India limited
P.O.Kathwada,
Maize products
Dist. Ahmedabad

1
(One)

For Cellulose products of India limited
Sd/-
Navnitlal bhagubhai
Managing Director

The Bharat Vijay Mills Limited
Kalol(N.G.)

1
(One)

For The Bharat Vijay Mills Limited
Sd/-
Dinesh B Patel
Managing Director

Jayantilala Khodabhai Patel
Son of Bhodabhai Cheldas Patel
4, Vividh Bharati Society,
Nava Vadaj,
Ahmedabad-13
Company Executive

1
(One)

Sd/-

Premesaga Chhabra
Son of pirram Chhabra
C/o The Bharat Vijay Mills Limited
Kalol(N.G.)
Company Executive

1
(One)

Sd/-

TOTAL

106
One hundred and Six

Ahmedabad, Dated this 7th day of May, 1976

Sd/-
Ashwin Lalbhai Shah
Son of Lalbhai Tribhovandas Shah
22, New Brahmshatriya Society,
Ellisbridge, Ahmedabad-6
Advocate