

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
**DUCOL ORGANICS & COLOURS LIMITED

- I. The name of the Company is ****DUCOL ORGANICS & COLOURS LIMITED.**
- II. The Registered office of the Company will be situated in the State of **Maharashtra.**
- 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 carry on the trade or business of manufacturers, producers, processors, buyers, sellers, marketers, importers, exporters, concessionaries tradesman, distributors, indenter, principals, agents, sub-agents, dealers and stockists in India or abroad, of pigments, paints, varnishes, alkyed resins, synthetic resins thinners, dyes, phosphatic chemicals, Industrial solvents, printing inks, organic and inorganic chemicals solvents or any derivatives and compounds thereof.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

2. To carry on in India or elsewhere the business of manufacturing, producing, buying, selling, acquiring, marketing, processing, transporting, distributing, supplying, importing, exporting, storing, packing, mixing, converting or otherwise dealing in any and all Classes and kinds of dyes, dye intermediates, dye stuns, dry salters, alkalis, acids, and all types of chemicals and fine chemicals including mixtures, formulation, ingredients, derivatives and compounds thereof and any and all kinds of products of the foregoing constituents and ingredients or in the production of which any of the foregoing is used .
3. To carry on business of manufacturers of and dealers in products of organic or inorganic chemistry manufactured by way of synthesis or biochemical reactions for the field of applications as colours, paints, pigments.
4. To carry on business of manufacturing of and dealers in colours chemicals, chemical compounds and chemical products of any nature and kind whatsoever, and as wholesale and retail chemicals and chemical analytical chemists, importers, exporters, manufacturers of and dealers in colours, pigments, chemical compounds and elements of all kinds.
5. To open accounts with any bank or banks and to pay into and withdraw moneys from such account or accounts.
6. To sublet all or any of the contracts acquired by the Company from time to time upon such terms and conditions as may be deemed expedient.



7. To organize seminars, symposiums, trade fairs and exhibitions in India and elsewhere.
8. To establish and maintain branches, to employ and remunerate agents for the purpose of carrying on all or any of the Company's object.
9. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles or services required for the purpose of the Company.
10. To act as agents or brokers and as trustees for any person or Company and to undertake and perform sub-contracts and to do all or part of the above things in any part of the world and whether as principals, agents, trustees, contractors, or otherwise and either alone or jointly with others, and either by or through agents, sub-contractors, trustees or otherwise and to do guaranteeing work and to enter into contracts or surety ship or indemnity with or without security as may be deemed fit.
11. To amalgamate, enter into partnership, or into any arrangement for sharing profit, union of interests or to form and enter into a union of manufacturers, co-operation, joint ventures, or reciprocal concessions, or for limiting competition with any person or company carrying on or engaged in, or about to carry on or engaged in, a business or transaction Which the company is authorized to carry on or engage in or which can be carried on in conjunction therewith.
12. To apply for, purchase, or otherwise acquire and protect and renew in any part of the world, any patent rights, brevets d'invention licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights, or Information so acquired, and to expend money in experimenting upon, taking or improving any such patents, inventions or rights.
13. To establish or promote or concur in establishing or promoting any company or companies having. Similar objects for the purpose of acquisition or any of the property, rights and liabilities of the company and to place or guarantee the placing of, underwriters, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
14. To be a parent or a holding company and to promote other companies and to hold shares, voting rights and power to appoint directors therein, having similar objects.
15. To purchase, take lease or exchange on hire, hire-purchase or otherwise acquire, all real and personal property and any rights which the company may think necessary or convenient for the purpose of its business or which may enhance the value of any other property of the company or which may otherwise be deemed beneficial to or in the



interests of the company in any manner whatsoever and in particular any land, buildings, basements, machinery, plant, vehicles, engineering goods, and other stock-in-trade .

16. To build, construct, alter, maintain, enlarge, pull down, remove, or replace, and to work, manage and control any buildings, offices, shops, machinery engines, roads, waterways, ways, branches or sidings, bridges, reservoirs, water courses , wharves, electric works and other works and convenience or which may otherwise be deemed beneficial to the interest of the company in any manner whatsoever and to Join with any other person or company or authorities, Government or Local in doing any of those things.
17. To develop, form and turn to account any and acquired by the company or in which the company is interested, and in particular the laying out and preparing the same for building purposes or for the purpose of constructing, altering, pulling down, decorating, maintaining furnishing, fitting up and improving buildings, warehouses, factories or mills and by planting, paving, draining, farming cultivating,- letting but Wing lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with builders, tenants and others.
18. To invest and deal with the monies of the company not immediately required in any manner particular to accumulate funds or to acquire or take by subscription purchase or otherwise howsoever or to hold share or stock or debentures in or the security of any company association or undertaking in India abroad or to place moneys on deposits or interest or profit-sharing terms.
19. To lend and advance or give credit to such person or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the company.
20. To receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debentures, or debenture stock perpetual or otherwise and to secure the repayment of any money borrowed, raised or by repayment of any money borrowed, raised or by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital, and also by a similar mortgage, charge, or lien to secure and guarantee the performances by the company or any other person or company of any obligation undertaken by company or any other person or company as the case may be.
21. To pay for any business, property or rights acquired or agreed to be acquired by the company and to satisfy any obligation of the company by the Issue or transfer of share of this or any other company credited as fully or partly paid up or on debentures or other securities of this or any other company.



22. To draw, make, accept, endorse, discount, execute and Issue promissory notes, hundies, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
23. To pay for any rights or property acquired by the Company and to remunerate any person or company whether by cash payment or by the allotment of shares, debentures or other securities of the company credited as paid up in full or in part or otherwise.
24. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the company or the issue of its capital, including brokerage and commission for obtaining applications for or taking, procuring the underwriting of shares, debentures, or other securities of the company.
25. To sell, lease, mortgage, or otherwise dispose of the property, assets, or undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, stock, debentures, or other securities of any other companies whether or not having objects all together or in part similar to those of the company.
26. To act as technical advisers or consultants or as market surveyors and or to offer such services or technical know-how and/or management services to any company, body corporate, firm or person or persons.
27. 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.
28. To give advertisements and conduct publicity campaigns and to have journals, magazines, periodicals, books or leaflets for the promotion of all or any of the purposes and activities of the company.
29. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefits of, give or procure the giving of donations, gratuities, pensions, allowance or emoluments to any person who are or were at any time in the employment or service of the company or who are or were at any time directors or officers of the Company or and the wives, widows, families or dependants of any such persons, and also establish and subsidise and subscribe to any institution, including in particular any cafeterias, canteens or clubs, or funds calculated to be for the benefit or to advance the interests and well being of the company or and make payments towards the Insurance of any such person as aforesaid and do any of the matters aforesaid either alone or in conjunction with any such other company.



30. To subscribe or contribute or otherwise or assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or any other useful institutions, objects or purpose or for any exhibition.
31. To procure the company to be recognised in any part of the world outside India.
32. To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation or for preparing, improving, extending or maintaining any of the properties of the company or for any other purpose conducive to the interest of the company.
33. To place, to reserve or to distribute as dividend or bonus shares among the members, or otherwise to apply, as the company may from time to time think fit, any moneys received by any of premium on shares or debentures issued at premium by the company.
34. To establish, provide maintain and conduct or otherwise subsidise research laboratories and experimental workshops for technical research and experiments, and test of all kinds to promote studies and researches, both scientific and technical investigations and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conference and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise and to encourage, promote and reward studies researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the company is authorized to carry on.
35. To train and arrange for the training of apprentices and or employees in any of the works or undertaking of the company such terms and conditions as may be thought fit.
36. To take part in the technical management, supervision or control of the business, or operations of any company or undertaking, having similar objects and for that purpose to appoint and remunerate any directors, accountants, or other experts, or agents, and to act as managing agents, or agents of any such company or undertaking.
37. To undertake, and execute any trust, the undertaking whereof may seem desirable and whether gratuitously or otherwise.
38. To deal with Banks, Insurance Companies, Finance Companies, Railways, Waterworks, Electric, Gas and other power supply companies, Port and Dock authorities and all Government, Semi Government and/or other authorities and public or private bodies.



39. Subject to the provisions of the Companies Act, 1956 or any other enactment in force, to indemnify and keep indemnified members, officers, directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interests of the company and for loss, damage or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.
40. To distribute among the members of the company in specie or in kind of the property of the company or any proceeds of the sale or disposal of any property of the company and in particular any shares, debentures or securities of other companies belonging to this company or of which this company may have the power of disposing, subject to the provision of the Companies Act, 1956.
41. To apply for, promote and obtain any Act of Parliament, charter privilege, concession, license or authorisation of any government, state or municipality, provisional order or licence of any authority for enabling the company to carry or any of the objects or for effecting any modification of the Constitution of the Company.

iv. The liability of the members is limited.



v. *The Authorised Capital is INR 20,00,00,000/- (Indian National Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crore Only) Equity Shares of Rs 10/- (Indian National Rupees Ten only) each.

**Amended vide ordinary resolution passed at Extra-ordinary General Meeting held on 31st December, 2024.*



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

Name, address, description and occupation of each Subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of Witness and his name, address, description and occupation
<p>①</p> <p>AAMER FARID S/o ANMAD FARID 6, GORISHINA MEGHRAJ SETHI MARG BYCULLA BOMBAY-400008 BUSINESS</p>	<p>10 (Ten) 2</p>		<p>Witness to both</p> <p>②</p> <p>KAJENDRA MODI S/o. HADKISANDAS MODI MODI / BACHA WADI 22 Ambabai Road Mars Bombay, India 13 Chartered Accountant</p>
<p>②</p> <p>ALI BAGASH S/o Mohammed Ali Bagash 10, Meronlight Maharishi Karve Rd BOMBAY 400020 BUSINESS</p>	<p>10 (Ten)</p>		
TOTAL	20 (Twenty)	2	

Bombay 1st June 1994

