

GOVERNMENT OF INDIA
MINISTRY OF LAW, JUSTICE & COMPANY AFFAIRS
(DEPARTMENT OF COMPANY AFFAIRS)
OFFICE OF THE REGISTRAR OF COMPANIES
Madhya Pradesh & Chhattisgarh

Company No. 10-16023

(Section 18(3) of Companies Act, 1956)

CERTIFICATE OF REGISTRATION OF THE ORDER OF COURT/C.L.B.
CONFIRMING TRANSFER OF THE REGISTERED OFFICE
FROM THE ONE STATE TO ANOTHER.

The NARMADA GELATINES LIMITED.

having by special resolution altered the provisions of
its Memorandum of Association With respect to the place
of the registered office by changing it from the State
of West Bengal to the State of Madhya Pradesh
and such alteration having been Confirmed by an order
of Company Law Board, Eastern Region Bench, Kolkata
bearing date the 20.3.2003

I hereby certify that a certified copy of the
said order has this day been registered.

Given under my hand at WALIOR this TWENTY FIRST
day of AUGUST Two Thousand THREE.



(Naubat Singh)
Registrar of Companies
Madhya Pradesh & Chhattisgarh
कम्पनी रजिस्ट्रार
मध्य प्रदेश एवं छत्तीसगढ़

Co.No.17163
FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON CHANGE OF NAME



सत्यमेव जयते

Co No - 21-27865

(Section 18 (3) of Companies Act, 1956)

CERTIFICATE OF REGISTRATION OF THE ORDER OF COURT
CONFIRMING TRANSFER OF THE REGISTERED OFFICE
FROM ONE STATE TO ANOTHER.

The Narmada Gelatines Ltd

having by special resolution altered the provision of its Memorandum of Association with respect to the place of the registered office by changing it from the State of West Bengal to the State of Madhya Pradesh and such alteration having been confirmed by an order of Company Law Board, Eastern Region Bench Kolkata

bearing date the 20th March 2003....
Form 21 filed on 13-8-2003.

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at Kolkata this 18th day of August Two thousand and three

bn Gaud

सहायक कम्पनी रजिस्ट्रार (प. ब.)

Asstt. Registrar of Companies (W.B.)

Deputy / Assistant Registrar of Companies
West Bengal, Kolkata

नाम में तब्दिली के परिणामस्वरूप नियोजनके लिये गया प्रमा-पत्र Co.No.27865
**FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON CHANGE OF NAME**

कम्पनीयो के रजिस्ट्रारके कार्यालय में
[कम्पनी अधिनियम, 1956 (1956 का 1) के अधीन]

In the Office of the Registrar of companies **W.B.**
[Under the companies Act. 1956 (1 of 1956)]

.....के विषय में।

IN THE MATTER OF Shaw Wallace Gelatines Limited

मैं एतदुहारा प्रमाणित करता हूँ के परिसीमित जिनका निगमन मूलतः
200 के के दिन इस # अधिनियम के अधिन और परिसीमित
नाम द्वारा किया गया था कम्पनी अधिनियम 1956 कि धारा 21/22 (1) (के) / 22 (1) (ख) 31 (1), /43A(4), 44(2) (b) के
निर्वन्धनों के अनुसार आवश्यक संकल्प पारित कर चुकी है और इसकी वावद केन्द्रीय सरकार का लिखित अनुमति कम्पनी कार्य विभाग
द्वारा प्रदान कर दि गई है।

I hereby certify that **Shaw Wallace Gelatines Limited**, which was originally
incorporated on **2nd** day of **February 1962** under the **Companies Act, 1956** and under the name **Leiner - Knitgelatine Company Limited** having duly passed the
necessary special resolution in terms of section 21/22 (1) (a) / 22 (1) (b) 31 (1), 43A(4), 44(2) (b) of
Companies Act, 1956, and the Central Government signified in writing having
been accorded thereto in the Department of Company Affairs.

क्षेत्रीय निदेशक के तारीख 200 के पत्र सं द्वारा प्राप्त
हो जाने पर उक्त कम्पनी का नाम इस दिन परिसीमित में तब्दिल कर दिया गया है और यह प्रमाण पत्र
उक्त अधिनियम कि धारा 23(1) अनुसरण में जारी किया जाता है।

Regional Director **R. O. C. W.B.** letter No **NCR/CN/27865/02** dated **4.1.2002**
the name of the said company is the day changed Converted/Reconverted to **Narmada Gelatines Limited** and this certificate is issued pursuant to section 23(1) of the said Act.

मेरे हस्ताक्षर से यह तारीख
को दिया गया।

Given under my hand at **KOLKATA** this **7th** day of **January 2002**
(**Two thousand two**)

Sd/
कम्पानियों का रजिस्ट्रार
Registrar of Companies

यहां पर कम्पनी का वह नाम लिखिए जी कि तब्दिली ही पूर्व था।

* Here give the name of the company as existing prior or the change.

यहां पर अधिनियम (अधिनियमों का नाम लिखिए जिनके अधीन कम्पनी का मूलतः रजिस्ट्रिकरण और निगमन किया गयाथा।

Here give the name of the Act. (As under which is the Company was originally registered and incorporated.

जे० एस० सी० - 7

J. S. C. - 7

**FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
OF CHANGE OF NAME**

In the Office of the Registrar of Companies West Bengal

Under the Companies Act, 1956 (1 of 1956)

IN THE MATTER OF Shaw Leiner Limited

I hereby certify that Shaw Leiner Limited, which was originally incorporated on 13th day of January, 1961 under the Companies Act, 1956 and under the name Shaw Leiner Limited having duly passed the necessary resolution in terms of section 21 of Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

Regional Director, Eastern Region Letter No. RD/T/4055 dated 24th September, 1979 the name of the said company is this day changed to Shaw Wallace Gelatines Limited and this certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at Calcutta this day of 26th September, 1979 (One thousand nine hundred seventy-nine).



Sd/- H. Banerjee
Asstt. Registrar of Companies
West Bengal

SECOND
CERTIFICATE OF INCORPORATION
CO. NO. 27865

In the Office of the Registrar of Companies, Delhi
(Under the Companies Act, 1956 (1 of 1956))

I hereby certify the **LEINER KNIT GELATIN COMPANY PRIVATE LIMITED** was incorporated on Thirteenth day of January, One thousand nine hundred and sixty one under the Companies Act, 1956 (No. of 1956) and that the company is **LIMITED**.

Subsequently the Company was converted into a Public Limited Company under section 43A of the Companies (Amendment) Act, 1960 on 3.1.62.

Thereafter the name of the company was changed to Shaw Leiner Limited on 13.1.69.

Issued at Calcutta this Twentieth day of December, One thousand nine hundred and seventy six.



Sd/- Illegible
Asstt. Registrar of Companies
West Bengal

Asst. Registrar of Companies

DELHI

COPY

**Fresh Certificate of incorporation consequent
on change of name**

In the Office of the Registrar of Companies, Delhi

(Under the Companies Act, 1956 (1 of 1956))

In the Matter of SHAW LEINER LIMITED

—:o:—

I hereby certify that SHAW LEINER LIMITED which was originally incorporated on 13th day of January, 1961 under the Companies Act and under the name SHAW LEINER LIMITED having duly passed the necessary resolution in terms of section the 21/22(1) (a)/22(1) (b) of Companies Act, 1956, under the approval of Central Government signified in writing having been accorded there to in the Ministry of Commerce and Industry, Regional Director, Kanpur letter No. 577-D / 6555 dated 16.12.1968 the name of the said company is this day changed to Shaw Leiner Limited and this certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at New Delhi this day of 13th January, 1969
(One thousand nine hundred sixtynine).

Sd/- ILLEGIBLE

Asst. Registrar of Companies,

DELHI

Form I. R.

Certificate of Incorporation

—:o:—

No. 3370 of 1961

Narmada Gelatines Limited

I hereby certify that SHAW LEINER LIMITED (Originally it was a private company, converted as a public company on 3.1.62 under section 43A of the Companies (Amendments) Act, 1960) was incorporated under the Companies Act, 1956 (No. 1 of 1956) on 13.1.61 and that the Company is Limited.

Given under my hand at New Delhi this 2nd day of February, One thousand nine hundred and sixty two.

Seal

Sd/- R. N. BANSAL

Asstt. Registrar of Companies,

DELHI

REGISTRAR OF COMPANIES

Special resolution Passed
by the members at the 37th
Annual General Meeting held
on 23.09.58

[THE COMPANIES ACT, 1956]

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF Narmada Gelatines Limited

1. The name of the Company was changed to **Narmada Gelatines Limited** with effect from 4th January, 2002
2. The registered office of the Company will be situated in the State of Madhya Pradesh
- 3 The objects for which the Company is established are :
 - (i) To carry on the business of manufacturing of gelatines and glues of all types and varieties; of chemicals, fertilizers, cattle feed, and bye-products thereof; and of other commodities and products connected with or related to, directly or indirectly, the manufacture of the above mentioned articles.
 - (ii) To setup factories and plants in India or elsewhere for the preparation and manufacture of various commodities which can be prepared partly or wholly from gelatine, glue, chemicals, fertilizers, cattle feed or any other products-including capsules, pastilles, jellies, pharmaceuticals, photographic films, papers and plates, paints, varnishes, distemper, printing material and food products.
 - (iii) To carry on the business of manufacturers, importers, exporters, traders and dealers in all kinds of materials, machines, stores and articles required directly or indirectly in the manufacture or preparation of any of the products of the Company.
 - (iv) To import or manufacture wholly or partly any machinery, apparatus, plants or instruments, as may be considered beneficial for the objects of the Company.
 - (v) To carry on the business of agriculturists, horticulturists and Silviculturists in all its branches.
 - (v-1) To process, manufacture, distil, prepare, refine, blend, store, mature, produce, import, export and generally, to deal in wines, spirits, liquors, whisky, gin, rum, brandy, ale, beer, juices, cordials, squashes, vinegars, bottles caskets, corks, bottle stoppers, bottle openers and/or any articles, items or acts that may promote the quality, sales or prestige of any of the products and business

By special resolution Passed
by the members at the 37th
Annual General Meeting held
on 23.09.98

handled by the Company, aerated, mineral and medicated waters, medical and tonic preparations and all products or by-products thereof.

- (v-2) To carry on the business of brewers, malters, distillers, cooper and bottlers, bottle-makers, bottle stopper makers, potters and manufacturers of, and merchants and dealers in beer, ale, porter, stout, wines, spirits and other drinks and liquors of every description whether intoxicating or not and, of malt, malted products, hops, grain and other materials and things capable of being used in connection with any such manufacturers and business.
- (v-3) To manufacture, buy, sell improve, treat, preserve, refine, aerate, mineralise, bottle and otherwise deal in, mineral, aerated and medicated waters, dry ice and other products of every description, (whether liquid or not) in which carbon dioxide is used.
- (v-4) To carry on all or any of the business of hop merchants and growers, malt factors, com merchants, wine and spirit merchants and importers and distillers, coopers and bottlers, manufacturers of and dealers in aerated and mineral waters, and other drinks, licensed victuallers, wines, beer, whisky and spirit housekeepers, lodging house keepers, ice manufacturers and merchant and yeast dealers.
- (v-5) To carry on the business of manufacturing of and dealers in chemicals, chemicals compounds and chemical products of any nature and kind whatsoever, drugs, medicines, pharmaceuticals, antibiotics empty capsules, soft shell capsules and necessary and allied preparations including its chemical composition, formulation etc., glue and modified glue for domestic, commercial, industrial and any other heterogenous use including its chemical formulation and compounding its raw materials and allied products.
- (v-6) To carry on the business or manufacturing of and dealers in cattle feed, fodder, animal consumables, including medicinal, nutritional and health preparations of animals, all agricultural, industrial, chernicals and allied preparations of cattle feed, fodder and animal consumables.
- (vi) To buy, sell, manufacture, import, export, manipulate, convert, hire, let on hire, alter, treat and prepare for market and deal in all kinds of materials, goods, merchandise, articles, substances, commodities, machines, machine parts, implements, tools apparatus and other allied materials.
- (vii) To erect, construct, set up, buy, take on lease, hire or otherwise acquire, maintain and alter factories, tanneries, shops, godowns, stores, buildings, sites, plants (including electricity generating plants) and machinery or works considered necessary for any of the purposes of the Company.

- (viii) To carry on any business, whether manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with any of the business hereby authorised or calculated, directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (ix) To construct, improve, maintain, develop, work, manage, carry out or control factories, furnaces, foundries, shops, godowns, stores, roadways, tramways, sidings, bridges, dams, waterworks, barrages, reservoirs, water-courses, wharves, hydraulic and crushing works, electric and other works or conveniences which may calculate, directly or indirectly, to advance the Company's interest and to contribute to, subsidise, or otherwise assist, or take part in the construction, improvement, maintenance, working, management, or control thereof.
- (x) To acquire and undertake the whole or any of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of the Company and to pay for the same by shares, debentures, cash or otherwise.
- (xi) To apply for, purchase, or otherwise acquire, any patents, inventions, licenses, concessions and the like, conferring and exclusive, non-exclusive or limited right to use information as to any invention which may seem capable of being used for any of the purposes of the Company of the acquisition of which may seem, directly or indirectly, to benefit the Company and to use, exercise and develop or grant licenses in respect of or otherwise turn to account the property, right or information so acquired.
- (xii) To take or otherwise acquire and hold shares in or debentures of any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as to benefit this Company, directly or indirectly.
- (xiii) To enter into partnership or arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession, or otherwise, with any person, firm or company carrying on, or engaged in, or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
- (xiv) To enter into arrangements with any Governments or authorities, like municipal or local bodies or otherwise, that may seem conducive to the Company's objectives or any of them, and to obtain from any such government or authority, any rights, privileges and concessions which the Company may think it desirable to obtain, and to carry out, exercise, and comply with any such arrangements, rights, privileges and concessions.

- (xv) To establish and support or aid in the establishment and support of association, institutions, funds trusts and conveniences calculated to benefit the employees or ex-employees of the Company or its predecessors in business, or the dependants or connections of such persons, and to grant pensions and allowances, to make contributions towards provident fund of employees, payments towards insurance, to subscribe or guarantee money for charitable or benevolent objects or for any exhibition, or for any public, general or useful objects.
- (xvi) To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company, or for any other purpose which may seem directly and indirectly calculated to benefit this Company.
- (xvii) Generally to purchase, take oil lease or in exchange, hire, or otherwise acquire, any movable or immovable property, and in the rights; or privileges which the Company may think necessary on land, building, easement, machinery, plant and stock intrade, and to construct, maintain, and after any buildings or works considered necessary or convenient for the, purpose of the Company.
- (xviii) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (xix) To receive fixed or other deposits not withdrawable by cheques, drafts or orders and to lend money to such persons or companies and on such terms as may seem expedient, and in particular to customer and others having dealings with the Company and to guarantee the performance of contracts by any such persons or companies.
- (xx) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, warrants, debentures and other negotiable or transferable instruments.
- (xxi) To borrow, raise, or secure, the payment of money in such manner as the Company shall think fit and in particular by the mortgage, legal or equitable, of the property of the Company, or by the issue of debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, both present and future, including its uncalled capital and to issue at par or at a premium or discount, debentures or debenture stock, bonds or other obligations and to purchase, redeem, pay off or satisfy any such securities.
- (xxii) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, Establishment and registration of the Company.
- (xxiii) To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the

placing of any of the shares in the Company's capital or any debentures, debenture Stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

- (xxiv) To promote any company and to carry on all kinds of agency business and to take part in the management, supervision or control of the business or operations of any other company, association, firm or person and to act as managing agents, secretaries and treasurers or other officers of any such company, association, firm or person, and in connection therewith to appoint and remunerate any directors, accountants, and other experts or agents.
- (xxv) To amalgamate with any other company having objects altogether or in part allied to those of this Company.
- (xxvi) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particulars for shares, debentures, or securities of any other company having objects altogether or in part similar to those of this Company.
- (xxvii) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn of account, or otherwise deal with all or any part of the property and rights of the Company.
- (xxviii) To distribute any of the assets of the Company in the form of specie or bonus shares to its members.
- (xxix) To establish and maintain any agency in any part of the world for the sale of any materials or things for the time being under disposal of the Company for sale.
- (xxx) To adopt such means of advertising the products of the Company as may be expedient and in particular by publicity in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (xxxi) To secure any provisional order or act of legislature for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interest.
- (xxxii) To grant donation, charity or other contribution for benevolent purpose to any institution, trust or other association which the Company may consider appropriate.
- (xxxiii) To do all or any of the acts, matters, things, hereby authorised, in any part of India or elsewhere as principals, agents, contractors, trustees, or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others.

- (xxxiv) And to do such things as are incidental to or as the Company may think conducive to the attainment of the above objects or any one of them.

And it is hereby declared that the word 'Company' in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not and whether domiciled in India or elsewhere, and it is further expressly declared that, in the interpretation of this clause, the meaning of the Company's objects shall not be restricted by reference to any other object or by the just a position of two or more objects and that, in the event of any ambiguity, this clause shall be construed in such a way as to restrict the powers of the Company.

4. The liability of the members is limited.
5. The share capital of the Company is Rupees fifty lacs divided into fifty thousand equity shares of Rs. 100 each with the rights, privileges and conditions attached thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and attach thereto, respectively, such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or under the regulations of the Company and to vary, modify, or abrogate any such rights, privileges and conditions in such manner as may for the time being be provided by the regulations of the Company. And upon increase of capital, the Company may issue at par, premium or discount any new shares in priority to any other shares, present and future, with any preferential, deferred, qualified or special privileges or conditions as to rights of voting or otherwise as may be determined upon by the Company in general meetings.
 - (a) By a Special Resolution passed at an Extraordinary General Meeting held on 14th May, 1969 clause 5 of the Memorandum of Association of the Company was altered by deleting therefrom the words and figures "fifty thousand equity shares of Rs. 100 each" and substituting therefore and the figures and words "37,500 Equity Shares of Rs. 100 each and 12,500 Preference Shares of Rs. 100 each".
 - (b) By a Special Resolution passed at the Extraordinary General Meeting held on 3rd May, 1985, the Authorised Share Capital of the Company was increased from Rs. 50,00,000 to Rs. 1,00,00,000 by the Creation of 50,000 new Equity Shares of Rs. 100 each.
 - (c) By an Ordinary Resolution passed at an Extraordinary General Meeting held on 2nd May, 1994. Clause 5 of the Memorandum of Association of the Company was altered by deleting therefrom the words and figures "87,500 equity shares of Rs.100/- each and 12,500 preference shares of Rs.100/- each" and substituting therefore the figures and words " 1,98,75,000 equity shares of Rs.10/- each and 12,500 preference shares of Rs. 100/- each".

- (d) By Special Resolution passed at 41st Annual General Meeting held on 26th September, 2002, clause 5 of the Memorandum of Association of the Company was altered by deleting the existing words and figures 1,98,75,000 equity shares of Rs. 10/- each and 12,500 preference shares of Rs.100/- each and substituting therefor the words and figures 100,00,000/- equity shares of Rs. 10/- each and 100,00,000 redeemable preference share of Rs.10/- each. We, the following persons, whose names and addresses are subscribed below, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

Signature, Names, addresses and description of subscribers	No. of shares	Signature, Name, address and description of witness
RAKSHA SARAN W/o Late Rughunandan Saran C/o Saran Motors Pvt. Ltd. Janpath, New Delhi Business	10	WITNESS TO ALL THE SIGNATORIES
ASHOK SARAN S/o Late Raghunandan Saran C/o Saran Motors Pvt. Ltd. Janpath, New Delhi Business	10	Prithvi Raj Sondhi S/o Late Raizada Hans Raj Sudania Niwas Jullundur City Occupation : Business
	20 (Twenty)	

Place - Delhi

Date - 6th January, 1961