



MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

RESONANCE SPECIALTIES LIMITED



प्रारूप ० आई ० वार ०
Form I. R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता०.....का सं०.....
No. 11-51993..... of 1989.....

मैं एतद्वारा प्रमाणित करता हूँ कि आज.....

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गई है और यह
कम्पनी परिसीमित है। *Deleted word 'is' considered to be deemed*

I hereby certify that *ARMOUR POLYMERS PRIVATE*
..... LIMITED..... *1986*

कम्पनी रजिस्ट्रार

Is this day incorporated under the Companies Act, 1956 (No. 1 of 1956)
and that the Company is limited. *Maharashtra*

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

Given under my hand at BOMBAY this FIRST.....
JUNE..... One thousand nine hundred and EIGHTYNINE



(R. AGHORAMURTHY)
कम्पनियों का रजिस्ट्रार

Registrar of Companies
Maharashtra

No. 11-51993

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME
IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA,
MUMBAI.

In the matter of **ARMOUR POLYMERS LIMITED**

I hereby approve and signify in Writing under Section 21
of the Companies Act, 1956 (Act of 1956) read with the
Government of India, Department of Company Affairs,
Notification No.G.S.R. 507E dated the 24th June 1985 the
change of name of the company :

from **ARMOUR POLYMERS LIMITED**

to **RESONANCE SPECIALTIES LIMITED**
and I hereby certify that

ARMOUR POLYMERS LIMITED

Which was originally incorporated on **FIRST**
day of **JUNE, 1989** under the Companies Act, 1 of 1956
under the name

ARMOUR POLYMERS PRIVATE LIMITED

having duly passed necessary resolution in terms of section
21 / / / of the Companies Act, 1956 the name of the
said company is this day changed to **RESONANCE SPECIALTIES**
LIMITED and this certificate is issued
pursuant to Section 23(1) of the said Act.

Given under my hand at **MUMBAI** this **TWELFTH**
day of **JANUARY** Two Thousand **FOUR.**




(**M.V. CHAKRANARAYAN**)
DEPUTY REGISTRAR OF COMPANIES
MAHARASHTRA MUMBAI.

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES.
MEMORANDUM OF ASSOCIATION
OF
RESONANCE SPECIALTIES LIMITED

- I. The name of the Company is **RESONANCE SPECIALTIES 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 OBJECT OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :**
 1. To manufacture, produce, refine, formulate, extract, develop, weave, prepare, extrude, mould, process, repair, deal in, buy and sell, re-sell, export, import and market in all kinds of Polymers, plastics and plastic goods, synthetic resins, materials and compounds, ancillary and auxiliary materials and derivatives, Intermediates, by-products and compositions, including the business of manufacturers, processors, distributors, importers, exporters of industrial chemicals, basic chemicals, fine chemicals, petro-chemicals, laboratory chemicals and toiletry preparations and other preparations and compounds, resins, wire enamels, varnishes, paints, lacquers, emulsions, enamelled wires and strips, textile auxiliary chemicals and perfumery and liquor intermediate compounds.
 2. To carry on business as manufacturers, refiners, processors or formulators of, and importers, exporters, traders and dealers in medical, medicinal and therapeutic preparations (whether allopathic, ayurvedic or homeopathic) and intermediates, antibiotic enzymes, steroids, vitamins, diagnostic, biological and immunological chemicals, contraceptive substances, products, materials, ingredients and articles of all kinds and classes whether simple or compound. (As amended vide Resolution passed on 26-12-89).

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECT :

3. To enter into contracts, agreements and arrangements with any other person, firm, company or body corporate for carrying out by such other person, firm, company or body corporate, on behalf of the Company of any of the objects for which the Company is formed.
4. To repair, alter, clean any goods from time to time belonging to the Company.
5. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of business concerns and undertaking and generally of any assets, property or rights.
6. To buy, purchase, sell, provide, contract annuities for 'certain period' and to do the business connected therewith whether for cash or in exchange of property or in lieu of any rights.
7. To receive gifts of movable and immovable properties other than partly paid shares.
8. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or moveable property any rights or privileges which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the Company and in particular any land, buildings, easements, machinery, plant and stock-in-trade, and either to retain any property to be acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.
9. To build, construct, alter, improve, maintain, enlarge, pull down, remove or replace and to develop, work, manage, carry out and control any buildings, offices, factories, mills, shops, machineries, engines or any roadways, branches or sidings, bridges, wells, reservoirs, chawls and other works and conveniences which may seem calculated 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, development, working, management, carrying out or control thereof and to work with any other person or company in doing any of these things.
10. To let on or on hire purchase system, or to lend or otherwise dispose of any property belonging to the Company, and to finance the purchase of any article or articles, whether made by the Company or not, by way of loans, or by the purchase of such article or articles and the letting thereof on the hire purchase or otherwise howsoever.

11. 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, stocks, debentures or other securities of any other company whether or not having objects altogether or in part similar to those of the Company.
12. To amalgamate, enter into any partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession, or for limiting competition, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction, which the Company is authorised to carry on engage in or which can be carried on in conjunction therewith or to acquire and carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the Company.
13. To remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in the Company's capital or any debentures, debenture-stopck or other securities of the Company or in formation or promotion of the Company or the acquisition of property by the Company, or the conduct of its business.
14. To pay for any business property, assets or rights acquired or agreed to be acquired by the Company and to remunerate any person or Company and generally to satisfy any obligation of the Company by cash or cheque payment or by the issue, allotment or transfer of shares of this or any other Company credited as fully paid up or partly paid up or debentures or other securities of this or any other company.
15. To place, to reserve or distribute as or bonus shares among the members or to otherwise apply, as the Company 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 forfeited shares and also any moneys arising from the sales by the Company of forfeited shares.
16. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to carry on, or possessing property suitable for the purpose of this Company, or which can be carried on in conjunction therewith.
17. To establish or promote or concur in establishing or promoting any company or companies having similar objects for the purpose of acquiring all or any of the property, rights and liabilities of 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 any such other company.

18. To enter into any arrangement with any Government or authority supreme, municipal, local or otherwise or any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such Government Authority, person or company any rights, privileges, charters, contracts licences and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.
19. To apply for, promote and obtain any Act, charter, privilege concession, licence, authorisations from any Government, State or Municipality, or any authority for enabling the Company to carry any of its objects into effect, or for extending any of the powers of the Company or for affecting any modification of the Company's constitution, or for any other purpose which may seem expedient and to oppose any proceeding or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.
20. To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trademarks, designs, 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 which may seem capable of being used for any of the purposes of the Company 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, testing or improving any such patents, inventions or rights.
21. To establish, provide, maintain and conduct, or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry out all scientific and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical, investigations and invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and providing for the award of exhibitions, scholarships, prizes and grants to students or otherwise as generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.

22. To collaborate with foreign or local firms for acquiring or offering technical know-how, or to employ foreign or local technicians or experts or advisers on a contract basis or otherwise and to loan on suitable terms and company's technicians, experts and others to other parties in or outside India for developing allied industries, and to send out to foreign countries the Company's own technicians, experts or other parties in or outside India for joint ventures and for further training.
23. To make donations to such persons or institutions of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this company, and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or other institutions, objects or for any exhibition or any public general or other objects and to establish and support or aid in the establishment and support of association, institutions, funds and conveniences for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors or the dependents, relatives or others connected with such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident and benefit funds of or for such persons.
24. To refer to or agree to refer any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned and whether between the Company and the member or members of his or their representatives or between the Company and third parties, to arbitration in India or at any place outside India and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
25. To pay out of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures, or other securities of the company.
26. To pay all preliminary expenses of any company promoted by the Company or any company in which the Company is or may contemplate being interested including in such preliminary expenses all or any part of the cost and expenses of owners of any business of property acquired by the Company.

27. To pay for any rights or property acquired by the Company and to remunerate any person or company for the services rendered or to be rendered in placing of shares in the Company's capital or any debentures, debenture-stocks, or other securities of the Company, or in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its business 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.
28. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
29. 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 payment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including the uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any other person or company of any obligation undertaken by the Company or any person or company as the case may be, subject to the provisions of Section 58A of the Companies Act, 1956 and the directives of Reserve Bank of India.
30. To undertake and execute any trusts the undertaking of which may seem to the company desirable and either gratuitously or otherwise.
31. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments and securities.
32. To lend and advance monies or give credit to such person or persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of monies of or by any such persons or companies and generally to give guarantees and indemnities.
33. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company for the time being.
34. To invest or deal with the surplus funds of the Company in such manner and upon such securities as shall from time to time be thought necessary or for the Company and to create any reserve

fund, sinking fund, insurance fund, depreciation fund or provident fund thereout.

35. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or super-annuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances, or emoluments to any persons 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 of any such company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, clubs, or funds calculated to be for the benefit of or to advance the interests and well-being of the Company, and make payments to or towards the insurance of any such person as aforesaid, and to do any of the matters aforesaid, either alone or in conjunction with any other company.
36. Subject to the provisions of the Companies Act, 1956, to distribute, among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company in the event of winding up.
37. To insure the whole or any part of the property of the Company either fully or partially to protect and indemnify the Company from any liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principles or otherwise.
38. To carry out in any part of the world all or any part of the Company's objects as principals, agents, factors, trustees, contractors, or otherwise, either alone or in conjunction with any other person, firm, association, corporation, body, Municipality, province, state, or government or colony or dependency thereof.
39. To establish branches or appoint agents in or outside India for or in connection with any of the objects of the Company and in particular in relation to the investment of money, the sale of property and the collection and receipt of money.
40. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
41. To procure the Company to be registered or recognised in any part of the world.

42. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes of the attainment of any of the objects of the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms, or individuals and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of, connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.

C. OTHER OBJECTS :

43. To carry on business of manufacturing, producing, formulating, processing, refining, finishing, recovering, extracting, buying, selling, exporting, importing, transporting, distributing and dealings in all kinds of organic chemicals including both synthetic and natural, fermentation products, such as alcohol, acetone, acids and vinegar, etc.; petroleum and its products, petro-chemicals, dyes, colours and intermediaries for dyes and colours, animal and vegetable oils, perfume, flavours and pigments, paints, varnishes, liquors, glycerine, explosives, linoleum, natural and synthetic resins, rosins, camphor, gelatin, glue, photographic chemicals, activated carbon, synthetic rubber, textile chemicals, wetting agents and chemicals.

44. Deleted

45. To carry on the business of manufacturing agro-chemicals such as fertilizers, plant nutrients, plant growth regulators, pesticides, rodenticides, insecticides, fungicides, weedicides and any and all such products and preparation by whatever name called for agriculture and allied purposes and for preservation of food grain.

46. To carry on the business of chemists, druggists, importers and manufacturers of and dealers in carbide of calcium and other pharmaceutical, medicinal, chemical, industrial and other preparations and articles, compounds, cements, oils, paints, pigments and varnishes, makers of or dealers in proprietary articles of all kinds and electrical, chemical, photographic, surgical and scientific apparatus and materials.

47. To carry on the business of manufacturing, purchasing, dealing or trading in, selling and distributing, as principals or as agents, whether by wholesale or by retail, petroleum and other oils and natural gas, asphalt, ozokerite and hydrocarbons of all kinds and descriptions and all substances derived therefrom or in which they are or may be used.

48. To carry on the business of industrialists and financiers.

49. To carry on the business of manufacturers of all kinds of plastic machinery, apparatus, equipment, utensils and any other articles for any purpose whatsoever and to manufacture, sell, supply and deal in such plastic machinery, apparatus, equipment and utensils of all kinds.
50. To carry on, the business of water-proofers and manufacturers of India rubber, leather, imitation leather cloth, plastic, oil cloth, linoleum, tarpaulin, hospital sheeting and surgical bandages.
51. To acquire, cultivate, produce or deal in any agricultural produce including vegetables and fruits and to carry on the business of farmers including poultry farming, dairymen, milk contractors, dairy farmers, millers, surveyors and vendors of milk, cream, cheese, butter, poultry, and provisions of all kinds, growers of and sellers in corn, hay and straw, seed men and nursery men and to buy, sell and trade in any goods, usually associated with the farming interest which may be advantageously carried on by the Company.
52. To plant, grow, cultivate, produce or otherwise obtain such species, varieties, types and categories of flowers, orchids, and other garden produce, and generally to do the business of horticulturists, florists and gardeners and importers and exporters of such orchids, flowers, and such garden produce.
53. To carry on the business of builders, contractors, dealers in and manufacturers of prefabricated and precast houses, buildings and erections and materials, tools, implements, machinery and metal-ware in connection with or incidental thereto.
54. To manufacture, brew, distill, process, dehydrate, can, package, buy, sell and deal in confectionery, dry and preserve fruits, juices, vegetables, beer, wines, alcohol and molasses, vanaspati, ghee, vegetable oils, processed food products, ice-cream, and milk products and all other food preparations and preservable products of every kind and description.
55. To carry on business as estate agents and estate managers, and to collect rents and manage immovable properties of or for any persons, firms and companies, governments and states, as well as this company, to give, take, let and sub-let, rent and to carry out, undertake, or supervise any building, constructing, altering, improving, demolishing and repairing operations and all other works and operations in connection with immovable estates and properties.
56. To purchase or otherwise acquire and to sell, exchange, surrender, lease, mortgage, charge, convert, turn into account, dispose of and deal in all kinds of agricultural lands, property and right.

57. To purchase, rent, sell, lease, establish, construct, maintain, regulate and operate posts or agencies in any place suitable for the operating and carrying out of the business and affairs of the Company, and to undertake agencies for other persons, firms, or corporations.
58. To provide motor cars, motor lorries, mini buses, other vehicles for fixed periods or for particular travel or trip and to purchase, rent, hire, ply and run conveyances and transport of every description.
59. To carry on the business of purchasing and letting on lease or hire in any part of India or abroad all kinds of machinery, plants, tools, jigs and fixtures, agricultural machinery, ships, trawlers, vessels, barges, automobiles and vehicles of every kind and description, computers, office equipment of every kind, construction machinery of all types and descriptions, air conditioning plants, air-crafts and electronic equipment of all kinds and descriptions.
60. To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED THAT :-

- i) The Company shall not carry on any banking or insurance business in contravention of the Banking Regulation Act, 1949 or the Insurance Act, 1938.
- ii) The word "Company" save when used in reference to this Company, in this Memorandum shall be deemed to include any authority, partnership or other body of persons whether incorporated or not, and domiciled in India or elsewhere.
- iii) The aforesaid incidental or ancillary objects to the attainment of the main objects being Clause III (B) above shall also be incidental or ancillary objects to the attainment of the other objects mentioned in clause III (C) above.

IV. The liability of the members is limited.

- V. The Authorised share Capital of the company is Rs. 15,00,00,000/- (Rupees Fifteen Cores Only) divided in to 1,50,00,000 (One cores Fifty Lac only) Equity Shares of Rs. 10/- (Rupees Ten only) each with the Rights, privileges and conditions attached thereto as provided by the Articles of Association of the Company for the time being with power to reduce the Capital for the being into several classes and to attach thereto respectively such Preferential, deferred, qualified or special rights, privileges of condition as may be determined by or in accordance with the Articles of Association of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for time being be provided by the Articles of Association of the Company.

We, the several 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 our respective names.

Signatures, Names, Addresses, Description and Occupations, and of Subscribers	Number of Shares taken by each Subscribers	Signature, Name, Address, Descriptions, Occupations of Witness.
Sd/- Dr. Atma B. Gupta S/o. Mr. Pyarelal Gupta 701, Vaishali Apts., Janaki Kutir, Juhu, Bombay 400 049. Industrialist	100 Equity Shares	
Sd/- Mrs. Usha Gupta W/o. Dr. Atma B. Gupta 701, Vaishali Apts., Janaki Kutir, Juhu, Bombay 400 049. Industrialist	100 Equity Shares	Sd/- Mr. V. K. Rajan S/o Mr. V. D. Kunjuvareed 42, Free Press Hse, 215, Nariman Point, Bombay 400 021. Service
Sd/- Mr. Kiran C. Valdia S/o Mr. Chintamani H. Valdia 158, C.S.T. Road, Kallina, Santacruz (East), Bombay 400 098. Service	100 Equity Shares	
TOTAL	300 (Three Hundred Equity Shares)	

Bombay, Dated : 15th May, 1989