

(DRAFT)

MEMORANDUM OF ASSOCIATION

OF

C.J. GELATINE PRODUCTS LIMITED

(CIN: L24295MH1980PLC023206)

(As per Companies Act, 2013)

- I.** The Name of the company is “**C.J. Gelatine Products Limited**”.
- II.** The registered office of the company is situated in the state of Maharashtra.
- III.**
- A. The objects to be pursued by the Company are:**
1. In India elsewhere to produce, process, manufacture, use, import, export, or otherwise acquire, purchase, sell, distribute, deal in and dispose of Gelatine (including Pharmaceutical, Photographic, edible and technical gelatines) and raw materials, intermediates, derivatives, by products and all products and compounds associated in the manufacture or use of gelatine and gelatine products.
- B. Matters which are necessary for furtherance of the objects specified in clause III(A) are:**
1. To carry on the business of manufacture of and dealer in gelatine papers, films, sheets, capsules, osseins, synthetic adhesives, bone products, chemicals, fertilizers, drugs, pharmaceuticals and other general products and article of every nature and kind whatsoever, useful and suitable in the manufacture of gelatine and other products and all substances, apparatus and things capable of being used in connection with any of the forgoing or required by customers dealing with the company.
 2. To purchase or contract for any materials, machinery, plant, stores and other articles or things for all or any of the objects or purposes of the company and if deemed expedient, to resell or send for sale all or any of the above-named machinery, plant, materials, articles and things.
 3. To buy, purchase, sell, lease, take on lease, exchange, or otherwise acquire lands, buildings, and hereditaments of any tenure or description in india or elsewhere whether for residential, business manufacturing or other purposes and any rights easements advantages and privileges relating thereto and to turn the same into account as may seem expedient and to construct, alter, improve, decorate, develop, furnish and maintain offices, flats, houses, factories, warehouses, Godown, shops, buildings and other structures, works and convenience of all kinds on any other lands or immovable properties purchased or acquired by the company and to lease, sell or to otherwise dispose of the same.
 4. To alter, manage, develop, exchange, lease mortgage underlet, sell or otherwise dispose of the land, property, assets, rights and the resources and undertaking of the company or any part thereof for such consideration as the company may think fit and in particular for shares, debentures or securities of any other company having objects, altogether or in part similar to those of the company.

5. To invest the funds of the company from time to time in such manner and in such securities, shares or otherwise as may from time to time be determined by the Directors and from time to time to sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
6. To receive money on deposit or loan and borrow or raise money for the purpose of the company by promissory notes, bills of exchange, hundies and other negotiable or transferable instruments by mortgage or by debentures or by debenture stock, perpetual or otherwise, charged upon all or any of the company's property (both present and future) including its uncalled capital upon such terms as the directors may deem expedient or to take moneys on deposit at interest or otherwise and to lend moneys to customers and others having dealings with the company and to guarantee the performance of contracts by any such persons provided however that the company shall not do banking business as defined in the Banking Regulations Act, 1949.
7. To open current or fixed or overdraft or loan or cash credit accounts with any bank, banker, Shroff, Merchant or any other institutions and to pay into and to draw out money from such accounts.
8. To enter into any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession or otherwise, with any person 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 or any business or transaction, capable of being conducted so directly or indirectly to benefit the company.
9. To act in conjunction with, unite or amalgamate with, create or constitute, or assist in creating or constituting any other company or association of a kind similar, wholly or partly to this company and to buy up or absorb all or any part of the business or property of such company or association.
10. To acquire, purchase, take over and/or amalgamate business of companies which under existing circumstances from time to time may conveniently or advantageously be combined with the business of the company to amalgamate with companies whose business are so acquired purchased or taken over and/or to enter into agreements with the object of acquisition of such undertakings any/or business.
11. To enter into collaboration agreements to acquire technical know-how and/or any financial assistance and/or to acquire any plant or machinery and/or manufacture and/or to fabricate and/or produce and/or assemble any plant/machinery and/or equipment under any such collaboration agreement.
12. To apply for purchase or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets invention, trademarks, designs, licenses, concessions and the like conferring any exclusive or non-exclusive of 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 or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property rights or information so acquired and to expend money in experimentation upon testing or improving any such patents inventions or rights.
13. To become members of or to enter into arrangement with any institution, association or company carrying on or to be formed for the purpose of carrying on research and other scientific work or investigation in connection with the gelatine, chemical, pharmaceutical or drug trade or industry or other trade or industries allied therewith or accessory thereto or any work, inquiry or investigation tending or likely to benefit the company directly or

indirectly and for such purposes to take or otherwise acquire shares in any such institutions or funds of or otherwise aid and promote the interests of any such institutions associations or company.

14. To establish, maintain, support and subscribe to any charitable, benevolent, national or public object or fund or institution or any institution society, or club which may be for the benefit of the company or its employees or ex-employees or may be connected with any town or place where the company carries on business and give to pensions, bonuses, gratuities or charitable aid or relief of all kinds to any person or persons who have served the company or to the wives, widows, children or relatives or dependents of such person or persons or of any ex-directors of the company that may appear to the directors just or proper whether any such person or the widow, children or the dependent of such person or any ex-director of the company have or have not a legal claim upon the company and to establish, maintain, support and subscribe to any provident or other funds or trust for the benefit or to otherwise give any aid or facility or amenity to any of the employees or ex-employees or ex-directors of the company or their relatives or dependents and to build or otherwise acquire or take on lease or hire dwelling houses or chawls places of instructions or recreations, hospitals and dispensaries or other works or institutions for providing amenities (whether free of charge or otherwise) for the benefit of the employees or ex-employees of the company or of the Ex-Directors of the Company.
15. To donate for charitable, religious or social purpose subject to the limits prescribed under the acts.
16. To create any reserve fund, sinking fund, insurance fund, dividend equalization fund or any other special fund whether for depreciation or repairing, improving extending or maintaining any of the properties of the company or for any other purpose conducive to the interest of the company.
17. To place to reserve or to distribute as bonus shares amongst the members or otherwise to apply as the company may from time to time think fit any monies received by way of premium on shares or debentures issued at a premium by the company and any monies received in respect of forfeited shares and monies arising from the sale by the company of forfeited shares.
18. To distribute subject to the provisions of the companies act any of the property of the company amongst the members in specie or kind in event of winding up.
19. To do and perform generally all such other acts and things as may be in the opinion of the directors necessary or conducive to the attainment of all or any of the above objects or in anywise incidental thereto.
20. To manufacture, refine, manipulate, buy, sell, import, export, prepare for market, trade and deal in all kinds of chemicals and chemical products, dyes, intermediates and paints, pharmaceuticals items, plastic goods, ceramic and cement products paper and paper products glass and glassware perobum and perobum products stationers and printers provision stores, all types of machineries, machinery parts, mill gin stores, tools, engineering goods and products all sort of textiles and textile products including raw materials yarn and waste thereof and in such other product or products as may be conducive to the objectives of the company and is advisable to undertake with a view to developing rendering and enhancing the value or the prospects of the company or the property thereof.

21. To undertake and execute any contracts for works involving the manufacture supply or use of any machinery and to carry out any ancillary or other works comprised in such contracts.
22. To carry on the business of electricians, electrical engineers and manufacturers of all kinds of electrical machinery and electrical apparatus for any purpose whatsoever and to manufacture, sell, supply and deal in accumulators, lamps, engines, dynamos, batteries telephonic, or telegraphic apparatus of any kind and manufacturers of and dealers in scientific instruments of any kind.
23. To carry on the business of warehousemen, removers, packers, hauliers, transport, cartage and haulage contractors and agents forwarding transport and commission agents, wharfingers cargo, superintendants of valuable goods and materials on deposit or for safe custody and to lend or give guarantee on the security thereof.
24. To carry on business as house, land and estate agents and to arrange or undertake the sale, purchase or advertise for sale or purchase, assist in selling or purchasing and find or introduce purchasers or vendors of and to manage land, building and other property whether belonging to the company or not and to let any portion of any premises for residential, trade or business purposes or other private or public purposes and to collect rents and income and to supply to tenants and occupiers and others refreshments, clubs, public hall, messengers, lights, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, garages and other advantages.
25. To carry on the business of civil engineers, iron-founders, mechanical engineers, manufacturers of machinery and implements of all kind fitters, tool makers, brass founders, metal makers, boiler makers, millwrights, machinists, iron and steel converts, smiths, wire drawers, tube makers, saddlers, galvanisers, wool-workers, builders, painters, metallurgists, electrical engineers, water supply engineers, gas makers, packing case makers, dealers in steel frames, farmers, printers, carriers, automobile consultants, electroplaters builders, pattern makers and merchants and to carry out all processes of manufacture.
26. To carry on any business relating to the mining and working of minerals the productions and working of metals and the production, manufacture and preparation of any other materials which may be usefully or conveniently combined with the engineering or manufacturing business of the company or any contracts undertaken by the company and either for the purpose only of such contracts or as an independent business.
27. To act as consultant and buying and selling agents of any company, firms or persons and to do and perform all and singular and several duties, services and offices which such consultants and buying and selling agents usually do and perform and to transact all kinds of agency business and to undertake and to become bound by conditions of any agreement or agreements entered into for any of the purpose aforesaid.
28. To act as technical advisors or consultants or as market surveyors and/or offer such services or technical know-how and/or management services to any company body corporate firm or person or persons.
29. To carry on business as merchants, traders, commission agents, brokers, buyers, sellers, importers, exporters, dealers, collectors manufacturers or in any other capacity in India and elsewhere and to import, export, buy, sell, barter, exchange, pledge, mortgage, advance upon or otherwise trade and deal in goods, produce, articles and merchandise of any kind whatsoever as may be approved by the board of directors of the company.

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

V. *The Authorized Share Capital of the company is Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) consisting of 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each with the power to increase and reduce the capital of the company and to alter, convert, re-classify into several classes of stock or shares and to divided or sub-divide and consolidate the same with the power attach thereto respectively preferential, deferred or special rights, privileges or conditions or restrictions, as may be determined by or in accordance with the legislative provision and Article of Association of the company from time to time.

*Authorised Capital was increased from Rs. 7,00,00,000/- (Rupees Seven Crores) to Rs. 15,00,00,000/- (Rupees Fifteen Crores) by a special resolution passed at 41st Annual General Meeting held on 25th September, 2021.

We, the several persons whose names and addresses are subscribed hereto are desirous of being formed into a Company in pursuance of the 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.

Name of subscriber	Address Description and occupation of Subscriber	Number of Shares taken by each Subscriber	Signature of each Subscriber	Signature of witness with Address Description and occupation
Santparkash S/o. Bhagwandas Sahn	151, Sommerset House, Bombay-400 028. Company Director.	10 (Ten) Equity	Sd/-	Jagdish Champaklal Dalal Sd/- Mangal Bhuvan, Mangal Wadi, J. S. S. Road, Bombay-400 004. Cotton Waste Merchant.
Peshawrilal Sonamal Bhasin S/o. Sonamal Bhasin	Punjabi Housing Society, Varsova Road, Bombay-400 058. Company Director.	10 (Ten) Equity	Sd/-	Narayan Gopal Gupte Sd/- (N. G. Gupte) Manorama Niwas, Shivaji Park, Road No. 4, Dadar, Bombay-400 028. Service.
Siri Ram Lachhmandas Sethi S/o. Lachhmandas Sethi	302, Satnam Building, J-A, Slon (West), Bombay-400 022. Occupation Company Director.	10 (Ten) Equity	Sd/-	Promodchandra Chhotubhai Sd/- 27, Bastion Road, Fort, Bombay-400 001. Chartered Accountant.
		30 (Thirty) only Equity		

Dated at Bombay 18th this day of September 1980.