

(THE COMPANIES ACT, 2013)  
(COMPANY LIMITED BY SHARES)

## MEMORANDUM OF ASSOCIATION OF BAI-KAKAJI POLYMERS LIMITED

- I. The Name of the Company is:- BAI-KAKAJI POLYMERS LIMITED.
- II. The Registered Office of the Company will be situated in the state of MAHARASHTRA, within the jurisdiction of Registrar of Companies at MUMBAI.

### III. (A) The objects to be pursued by the company on its incorporation are

1. To carry on the business of manufacture, trade, import/export, of all types of synthetic Polymers like Polyethylene [PE] Plastics, High Density Polyethylene [HDPE], Low Density Polyethylene [LDPE], Linear Low Density Polyethylene [LLDPE], Polypropylene [PP] bottles, packing pouches, Caps, Closures & Preforms, Jars, aseptic carton bottles, jars, cans, either online

1. Note: Altered Capital Clause due to Increase in Authorised Capital wide Ordinary Resolutions passed at Extra-Ordinary General Meeting dated 2<sup>nd</sup> February 2015.

2. Note: Altered Name Clause due to change in Name & Alteration of Main clause wide Special Resolutions passed at Extra-Ordinary General Meeting dated 30<sup>th</sup> March 2015.

3. Note: Altered main objects wide Special resolution passed at 9<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> September 2022.

4. Note: Altered Capital clause due to sub-division of equity shares wide Ordinary resolution passed at Extra-Ordinary General Meeting dated 13<sup>th</sup> February 2025.

5. Note: Altered Capital Clause due to Increase in Authorized Capital from Rs. 5,00,00,000/- (Rupees Five Crore Only) Divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- each to Rs. 24,00,00,000 (Twenty-Four Crores only) Divided into 2,40,00,000 (Two Crore Forty Lakhs) Equity Shares of Rs. 10/- each. wide Ordinary Resolutions Passed at Extra Ordinary General Meeting Dated February 26, 2025.

6. Note: "Alteration of the main objects of the company by the removal of non-active objects, as mentioned in sub-clause I of Clause III (A) of the Memorandum of Association, in accordance with the Special Resolution passed at the Extraordinary General Meeting held on February 26, 2025.

**Removal of sub clause I of clause III (a)** "To carry on the business in India or elsewhere as manufacturers of nutritionally fortified and enhanced waters, functional waters and beverages, carbonated waters, soda based, non-soda based, soft cold drinks, beverages, fruit and vegetable juices, concentrates, nectars, pulps, packaged drinking water and other liquid food preparations natural & carbonated, such cold drinks and to carry on the business as manufacturers, producers, purifiers, blenders, processors, makers, converters, marketers, exporters, importers, traders, buyers, sellers, retailers, distributors or otherwise, distillate, boil, sterilize, improve, extract, refine, buy, sell, resale, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, market, supply and to act as agent, broker, representative, consultant, collaborator, dealer, stockists for liquids, drinks, beverages, juices, jams, flavours, syrups, sarbats, flavoured drinks, health and diet drinks, deal in all kinds instant or soluble water based beverages and to carry on the business of bottlers, packagers, bottlemakers and bottle stopper makers for the said drinks and to establish a chain of franchises for the purposes of providing packed water, juice, cold drinks products to the users."

7. Note: substituting Clause I of the Memorandum of Association due to CONVERTING THE STATUS OF THE COMPANY FROM A PRIVATE LIMITED COMPANY INTO A PUBLIC LIMITED COMPANY wide Special Resolution passed at 6<sup>th</sup> Extra-ordinary General Meeting dated 18<sup>th</sup> March 2025.



BAI-KAKAJI POLYMERS LIMITED

Director

MUNDADA HARIKISHAN PANDURANGJI  
DIN No. 03041838



packing or off-line packing, bottling products for carbonated or non-carbonated softdrinks and to deal in all such polymers like HDPE, LDPE, LLDPE, PP and other plastic materials”.

2. To carry on the business of manufacture, trade, import/export, of all types of polymer plastic film as Shrink film, Shrink wrap film, stretch hood film, shrink hood film, milk packing film, surface protection film, coating film, mulching film, LDPE tubing roll, natural salt film.
3. To carry on the business of generating, accumulating, distributing and supplying Solar Energy for its own use or for sale to Governments, State Electricity Boards, Intermediaries in Power Transmission / Distribution, Companies, Industrial Units, or to other types of users / consumers of Energy.
4. To acquire concessions or licenses granted by or to enter into contracts with, the Government of India, any State Government, Municipal, Local Authority or other Statutory bodies, Companies or any other person for the development, erection, installation, establishment, construction, operation and maintenance of Solar Power Plants, and in this regard to promote, develop, own, acquire, set up, erect, build, install, commission, construct, establish, maintain, improve, manage, operate alter, control, take on hire / lease, carry out and run all necessary Plants, equipments, sub-stations, workshops, generators, transmission facilities, machinery, electrical equipment, accumulators, repair shops, wires, cables, lamps, fittings and apparatus in the capacity of principals, contractors, developers or otherwise and to deal, buy, sell and hire / lease all apparatus and things required for or used in connection with generation, distribution, supply, accumulation of Solar Energy.
5. To carry on the business of consultants, advisors, auctioneers for all type of Solar Energy Plants and to undertake research and development in the field of solar energy and other allied fields.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(a) ARE:—

1. To act as a manufacturers, dealers, agents, distributors, processors, importers, exporters of food products like juices, waters, functional waters and beverages, carbonated waters, soda based, non-soda based, soft cold drinks, beverages, fruit and vegetable juices, concentrates, nectars, pulps, packaged drinking water and other liquid food preparations natural & carbonated, such cold drinks.
2. To purchase or otherwise acquire land including agricultural land, to establish, acquire and run factories, workshops, processing centers, service and repair centers, after sales service centers, offices, branches, franchise, shops, showroom, stores and depots for rendering servicing,





repairing and after sales service, house properties, offices, buildings and premises and any fixed and movable machinery, tools, engines, boilers, plant, implements, patterns, stock in trade, patents rights for attainment of the main business of the company in India and abroad.

3. To provide consultancy and advisory services for front end and basic food products manufacture, detailed food products especially liquid packed food, beverages, fruits, juices of all kind, project management and to offer solutions of all kind in the field of process design, control, instrumentation, project execution, all sorts of mechanical, electrical & civil structure, inspection, staffing, pre-commissioning and conditioning assistance and such other areas related to the business of the company.

4. To select, hire, recruit, train employ or retain skilled, unskilled, semi-skilled, professional or technical advisors or other staff, workers, and labourers whether of Indian or foreign origin in connection with the objects of the company.

5. To construct, utilize and exploit the result of scientific, industrial researches, technical testing, inspection, certification, analytical or other research work of all description and kind that may be necessary and useful for any of the business of the company and to get patent rights in respect of the discoveries, inventions, improvements and process developed by the company.

6. To enter into any agreement or contract or arrangement with any authorities, Government, Municipal, Local, Railway, Steamship companies or otherwise that may seem conducive to this company's object or any of them and to obtain from any such authority any right, privileges acquire concessions, facilities or licenses from State Electricity Boards, Government, Semi-government or local authorities for generation, co-generation, production, transmission or use of electric power and to take over along with all movable and immovable properties the existing facilities on mutually agreed terms from aforesaid authorities.

7. To act as cultivating, producing, processing, refining, marketing, selling, purchase, dealing, exporting and importing, deal in all kinds of agricultural and vegetable, produce, food products, cereal products, beverages, tea, coffee, cocoa, seeds, fruits, vegetable, poultry, animal husbandry and dairy and dairy products, vegetable edible oil.

8. To construct, build, establish, erect, promote, undertake, acquire, own, deal, operate, transport, equip, manage, recondition, renovate, maintain, keep and to run cold storages, warehouses, refrigeration houses and freezing houses for storing, warehousing, keeping, preserving and commercializing all kinds of vegetarian and non-vegetarian foods, crops & commodities, such as vegetables, milks, milk products, sea foods, marine products, processed fish, meat, eggs, poultry products, sweets, processed food, fruit products, bakery products, soft drinks and medicine.

9. To appoint agents or create agencies, stockists, distributors, sub-distributors, dealers, brokers, and to open branches or other offices for the purpose of advertising, selling, exhibiting, keeping or disposing off the goods and other merchandise in connection with the Company's objects within and outside Indian Territory.





10. To apply for tender, purchaser, otherwise any contracts, sub-contracts of supply, Sale service, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose off or otherwise turn to account the same.
11. To incur debts and obligations for the conduct of any business of the company and to purchase or hire goods material or materials or machinery on credit or otherwise for any business or purpose of this company.
12. To insure with any person or company against the losses, damages, risks and liabilities of any kind which may affect the company either wholly or partly.
13. To remunerate, whether by fixed sum or commission or participation in profits or partly income in one way and partly in another, the officers, employees and Directors of the company or any parties for services rendered or to be rendered or in placing or assisting to place any share in the Company's Capital or any debenture, debenture Stock or other securities of the company in or about the formation or promotion of the Company or the conduct of its business or activities or to remunerate (by cash or otherwise or by other assets or to remunerate by allotment of fully or partly paid shares, credited as fully or partly paid up or in any other manner ) any person, firm, association or company for services rendered or to be rendered in giving technical aid and advise, granting license, or permission for the use of patents, trade secrets, trademarks, processes or for services rendered in or about the formation or promotion of the company or for guaranteeing payment of such debenture, stock or other securities and any company promoted by this company or introducing any property or business to the company or in or about the conduct of the business of this company or interest thereon.
14. To amalgamate or enter into partnership or into any arrangement for sharing profits, union of interest, cooperation, joint ventures, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in any business or transaction which this company is authorized to carry on or engaged in and to lend money to guarantee the contracts of or otherwise assist or subsidize any such person, firm, company and to take or otherwise acquire, shares and securities of any such company or person, firm, and to sell, hold reissue, with or without guarantee or otherwise deal with the same and to give to any person, firm or company; special rights and privileges in connection with control over this company, and in particular the right to nominate one or more directors of the company.
15. To promote, establish, form, organize and to register or to aid, assist in the promotion establishment, formation and registration of any other company for the purpose of purchasing or otherwise acquiring, working or otherwise dealing with all or any part of the business or undertaking or any assets or liabilities of the company or any property in which the company is interested or for any other purpose with power to assist any such company by paying or contributing towards the preliminary expenses or providing the whole or part of the capital by taking or subscribing for shares preferred or ordinary or deferred therein or by lending money thereto or partly in one mode and partly in another.
16. To pay out of the funds of the company all or any of the expenses of or incidental to the promotion, formation, organization, registration advertising and establishment of this or any





10. To apply for tender, purchaser, otherwise any contracts, sub-contracts of supply, Sale service, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose off or otherwise turn to account the same.
11. To incur debts and obligations for the conduct of any business of the company and to purchase or hire goods material or materials or machinery on credit or otherwise for any business or purpose of this company.
12. To insure with any person or company against the losses, damages, risks and liabilities of any kind which may affect the company either wholly or partly.
13. To remunerate, whether by fixed sum or commission or participation in profits or partly income in one way and partly in another, the officers, employees and Directors of the company or any parties for services rendered or to be rendered or in placing or assisting to place any share in the Company's Capital or any debenture, debenture Stock or other securities of the company in or about the formation or promotion of the Company or the conduct of its business or activities or to remunerate (by cash or otherwise or by other assets or to remunerate by allotment of fully or partly paid shares, credited as fully or partly paid up or in any other manner ) any person, firm, association or company for services rendered or to be rendered in giving technical aid and advise, granting license, or permission for the use of patents, trade secrets, trademarks, processes or for services rendered in or about the formation or promotion of the company or for guaranteeing payment of such debenture, stock or other securities and any company promoted by this company or introducing any property or business to the company or in or about the conduct of the business of this company or interest thereon.
14. To amalgamate or enter into partnership or into any arrangement for sharing profits, union of interest, cooperation, joint ventures, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in any business or transaction which this company is authorized to carry on or engaged in and to lend money to guarantee the contracts of or otherwise assist or subsidize any such person, firm, company and to take or otherwise acquire, shares and securities of any such company or person, firm, and to sell, hold reissue, with or without guarantee or otherwise deal with the same and to give to any person, firm or company; special rights and privileges in connection with control over this company, and in particular the right to nominate one or more directors of the company.
15. To promote, establish, form, organize and to register or to aid, assist in the promotion establishment, formation and registration of any other company for the purpose of purchasing or otherwise acquiring, working or otherwise dealing with all or any part of the business or undertaking or any assets or liabilities of the company or any property in which the company is interested or for any other purpose with power to assist any such company by paying or contributing towards the preliminary expenses or providing the whole or part of the capital by taking or subscribing for shares preferred or ordinary or deferred therein or by lending money thereto or partly in one mode and partly in another.
16. To pay out of the funds of the company all or any of the expenses of or incidental to the promotion, formation, organization, registration advertising and establishment of this or any



other company promoted by this company and to the issue or underwriting or subscription of its shares or securities including brokerage and commission for or placing or guarantee the placing thereof.

17. To provide for the welfare of Directors, officers, employees and ex-directors, ex-officers, and employees of the company and the wives, widows and families or the dependants or connection of such persons by building or contributing to the building of houses, dwellings or chawls, or by grants of money, pensions, allowances, bonus, or other payment or by creating and from time to time subscribing or contributing to provident fund or other association, institution, funds, trusts, and by providing and or contributing towards recreation, hospital, dispensaries and provide medical and other assistance otherwise guarantee money to charitable, benevolent, religious national or other institution or for any exhibition and objects of which shall have moral or other claim to support or aid by the company either by reason or locality of operation or of public and general utility or otherwise.

18. To subscribe to or buy shares in other companies so as to act either as holding company or as an investing company and to do all other acts, matters and things incidental thereto.

19. To institute, conduct, defend, compound, compromise, settle legal proceedings by or against the company as the company think fit and to refer or agreement to refer any claims, demands, disputes, 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 and members or his or their representatives or between the company and third party 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 and to initiate and institute and settle or take legal action and proceedings in connection with the business of the Company and to defend the suits filed against the Company.

20. To associate with, negotiate or enter into contracts, agreements and arrangements with any other person, company, firm, trust, Government, society, organization, institution, authority, concern association of persons or individual for attainment of the objects of the Company.

21. To apply, purchase, or otherwise acquire, obtain, renew, protect and deal in any part of the world. in any patent, patent right, copyright, trademark, formulas, designs and all such intellectual property rights, licenses and concessions conferring any right exclusive or non-exclusive or limited right to use, hold, dispose off.

22. To open accounts with any Bank or Banks and to deposit money therein or to draw, endorse, accept, discount, execute any bill or exchange, promissory notes, bill of lading, warrants, debentures and other negotiable or transfer instruments or securities and to draw cheques on or to withdraw money from, such accounts and generally operated by the company (whether such account be overdrawn or not) as may be required for any of the objects or purposes of the Company





23. To borrow, obtain, raise loans, deposits other than public deposits at interest or otherwise in such a manner as the company may think fit and in particular by issue of debenture or debenture stock perpetual or otherwise including debentures or debenture stock convertible into shares in this or any other company or companies or perpetual annuities and in security of any such money so borrowed, raised or received to mortgage, monies, guarantees, undertakings, commitments, letters of credits, export packing credit, other financial arrangements, and facilities in any currency from financial institutions, banks, societies, agencies, firms, persons, bodies, trusts, consortiums, funds, Governments/ Semi-Government undertakings, bodies including international organizations, agencies in any country, multinational companies, with or without securities by creation of mortgages, hypothecation, pledge, charge the whole or any part of the property assets or revenue of the company present or future including its uncalled capital or otherwise and to transfer or convey the same absolutely on trust and to give the lenders power of the same and other powers as may seem expedient in or outside India under the law prevailing and in force.

24. To secure the payment of moneys borrowed or raised or owing or the performance of obligations incurred by the company by the creation and issue of redeemable or irredeemable or perpetual debenture bonds, debenture bonds, debenture stock payable to bearer or otherwise or by mortgages, charges or other securities and to further secure or collaterally trust all such powers of management and realization and also such powers of supervision, control, vote and otherwise as the company may consider expedient.

25. To advance money with or without securities to such companies, firms or persons, and on such terms as may seem expedient and in particular to the customers and others having dealings with the Company and to guarantee the performance of contracts by any persons, firms or companies. Provided that, the Company shall not carry on the Banking Business as defined under the Banking Regulation Act, 1949.

26. To amalgamate, merge, compromise and collaborate with and to takeover any business concern, company, firm, Trust, Undertaking having similar objects or to enter into Partnership, Joint Venture or other arrangement, reciprocal concession with any person or company, firm or other organization and undertaking.

27. To design, develop and hold public exhibition of food products and allied products and to advertise in press, circular and to adopt such means of making known the business of the company as may seem expedient, establish, provide, maintain, run and close library, trust, research institution center, workshop and to arrange meetings, lectures, seminars, get together, social functions, conferences for the interest of general public or any section thereof and to run training institutions for promotion of the objects of the Company.

28. To make or accept, gifts, bequests, donations, awards, prizes, scholarships, fellowships and grants to deserving persons, institutions and political parties.



29. To borrow and receive money in any form and to draw, make, accept, endorse, discount, execute and issue negotiable instruments, debentures, deposit receipts, and acknowledgments on such terms and conditions as may be thought fit.
30. To distribute among the members of the Company any property of the Company in the event of winding up of the company as per provisions of the Companies Act, 2013.
31. To manage land, buildings other properties, whether belonging to the company or not, to let and to collect rents, incomes and to supply to tenants and occupiers and others refreshments, attendances, messengers, light, waiting, reading rooms, lavatories, laundry conveniences and such other advantages.
32. To mortgage, charge the undertaking and all or nay of the movable real and immovable property of the company whether present or future and all or any of the uncalled capital for the time being of the company.
33. To sell or dispose off the undertaking of the company or any part thereof for such consideration as the company think fit and in particular for shares, debenture securities of any other company having objects altogether or in part similar to those of this company.
34. To give guarantee for the performance of any contract or obligation and payment of money and to indemnify other persons.
35. To establish and maintain or procure the establishment and maintenance of pension, gratuity or superannuation fund or for other benefits of past and present employees of the Company and their dependents and to do any and all such acts for the benefit of the employees and their dependents.
36. To train or to pay for the training in India or abroad of any member or any of the Company's employees or directors or any other candidates in the interests of and for the furtherance of the company's business.
37. To incur debts and obligations for the conduct of any business of the company and to purchase or hire goods material or machinery on credit or otherwise for any business or purpose of this company.
38. To Act as principal agents, trustees, contractors or otherwise and by or through agents, sub-contractors, trustees or otherwise and alongwith or in conjunction with others.
39. To obtain by any Act or any legislature in India for enabling the company to carry any of its objects into effect and for effecting any modification of the Company's construction or for any other purpose as may seem expedient and to oppose any proceedings, or application which may seem calculated directly or indirectly prejudice to the company.
40. Subject to the provisions of the Companies Act, 2013, Foreign Exchange Management Act, 1999 and rules, regulations made there under as stand modified/amended from time to time make





issue, transfer or otherwise of the securities of the company to the person resident outside India, foreign companies carrying on the same business or engaged in similar or altogether different business as those of the company.

41. To acquire and secure membership, seat or privileges either in the name of the company or its nominee or nominees in and of any association, exchange, market, club, or other institutions in India or any part of the world relating to the Company's objects.

42. To manufacture, assemble, purchase, sell, import, export, repair service, renovate, install, fabricate, let out and generally deal in and carry on the business of all kinds of machinery including agricultural machinery, equipments, air compressors, pneumatic tools and machines, earth moving, construction and material handling machinery and equipment including bulldozers, angle-doers, shovels, excavators, fork-lifts, platform trucks, road rollers and other machines and all components, accessories / optional equipment, attachment and other equipment and spare-parts of whatever description and kind.

43. To establish, organize, manage, run, charter, conduct, contract, develop, handle, own, operate, and to do business as transporters in all its branches on land, air, water and space for transporting goods, agricultural goods, food products, meat, fish and all types of perishable and non perishable goods, passenger, articles or things on all routes & lines on national and international level through all sorts of carriers like refrigerated vehicles, trucks, lorries, trawlers, dumpers, coaches, tankers, tractors, jeeps, trailers, buses, omnibuses, motor cars, motor taxis, railways, tramways, aircrafts, hovercrafts, ships, vessels, boats.

44. To carry on the business of mechanical, electrical, civil and hydraulic engineers, contractors, consultants, experts, manufacturers and sellers and dealers in all engineering lines including all kinds of implements, machinery, oil drilling equipment, tools and machine tool makers, pattern makers, ferrous and non-ferrous founders, coach body builders, upholsterers, metal workers, pressure die-casters, millwrights, machinists, fabricators builders, iron and steel workers, smiths, carpenters and cabinet makers, metallurgists and to carry on the business as dealers in minerals, metals, machinery implements, rolling stock, hardware of all kinds and varieties.

45. To manufacture, deal in, hire, store and warehouse all engines, machinery, machines, implements, utensils, appliances, apparatus, fuels, lubricants, cements, solutions, enamels, paints and all things, capable of being used in connection with the machines, whether in connection with the manufacture, repair, maintenance or working thereof.

46. To manufacture, produce, buy, sell, import, export, deal in and distribute all types of articles in plastic, polymer and rubber or other like substance as gums and synthetic resins in combination with metallic and non-metallic substances, plastics, medical and dipped rubber products, moulded rubber goods, rubber tiles, rubber floor, coverings, toys and all kinds of rubber products for automotive railways, aircraft and other application.



47. To manufacture, buy, sell, alter, improve, modify, import, export, or otherwise deal in steel and fabricated steel items and carry on the business of fabricators, structural and erection engineers.

48. To carry on or help research and development in the field of Mechanical, Civil, Electronic, Electrical Engineering and other applied and pure sciences.

49. To carry on and undertake the business of manufacturers, sellers, purchasers, exporters, importers, dealers, in all electric and electronic goods, equipments of any kind including radios, transistors, cassettes, tubes, television sets, videos, wireless sets.

50. To carry on and undertake the business of hotels, clubs, motels, lodges, restaurants, bars, holiday houses and contractors in foods and drinks.

51. To undertake scientific research & to establish, provide, maintain & run research institutions, laboratories, pharmacies, workshops and to arrange seminars, lectures, meetings, conferences & other facilities for biological, bio-engineering and bio-medical & agro technical research and development and to undertake plantation and farming activity for the purpose of research, investigation and invention in the field of medical sciences and in all therapies of medical treatment and to open nature cure center for physical, mental or other treatments.

52. To assist the Government authorities and other institutions for rural development, rural uplift, creating employment, social development and other activities for the benefit of general public, either activity or otherwise and by contribution of cash or otherwise and also to undertake any of the aforesaid activities alone or conjunctively with others.

53. To assume such social responsibilities and obligations as may from time to time be decided, depending upon the ideologies and social values prevalent at that time and to assist the Government in achieving its various socio-economic goals.

54. To carry on business as estate agents and estate managers and to collect rents, look after 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 farming contracts and to carry out, undertake, or supervise building constructions, altering, improving, demolishing and repairing operations and all other works and operations in connection with immovable estates and properties.

55. To establish and run library for lending books, video and audiocassettes, magazines and other publications.

56. To establish schools, colleges or training centers or places for instructions in Engineering, Medical, Commerce, Science, Arts, Professional Trade Courses & to award diplomas, Certificates of merit, Scholarships, Freeships, Fellowships or give monitory help & other





assistance & facilities to students, in all fields including that of rural uplift & allied trade & industries.

57. To undertake on contract or otherwise activities of pollution control in all its branches such as air, noise and for the purpose manufacture, assemble, device, buy, sell, lease, maintain plants, machinery, equipments and processes.

58. To carry on the business of consultants, advisors, investigators, surveyors and to render the services and assistance to various industrial concerns, firms, corporations, companies, undertakings for their promotion, establishment, conduct and continuance, formation, registration and other aspects such as technical, commercial, financial, scientific, industrial, economical, statistical, accounting, managerial, legal, medical, social, trading and for the purpose to carry out surveys, prepare reports, plans, certificates, to provide and make available procure or arrange to procure capital, land, building, machinery equipments and to represent the clients to various Government, Semi-Government, Local municipal Authorities, Banks, Financial Institutions and such other authorities and obtain clearances, licenses, permissions, grants and orders from them.

59. To carry on the business of manufacturing, refining, marketing, extracting, processing, storing, importing, exporting, buying, selling, cleaning and packing of edible oil, seeds, cereals, grains, nuts, rice bran and other products from which oil could be extracted either in its prepared, manufactured or raw state.

60. To carry on the business of operating agencies of various manufacturers in India and abroad and marketing or products of such companies.

61. To purchase, sell, develop, take in exchange or on lease, hire, or otherwise acquire, as security or for sale or develop, any real or personal estate, including lands, mines, buildings, factories, mills, dwelling houses, flats, cottages, shops, depots, warehouses, cinema halls, restaurants, hotels, canals, reservoirs, irrigation tracks, highways, tunnels, ropeways, or other landed properties and mineral rights, concessions, privileges, licenses, easement, or interest in or with respect to any property in consideration for gross sum or rent or partly in one way and partly in the other or for any other consideration and to carry on business as contractors, developers, builders and dealers of flats, buildings and other superstructures.

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 Authorised Share Capital of the company is Rs. 24,00,00,000/- ( Rupees Twenty Four Crores Only) divided into 2,40,00,000 (Two Crores Forty Lakhs Only) Equity Shares of Rs.10/- (Rupees Ten Only) each.



1. Note: Altered Capital Clause due to Increase in Authorised Capital wide Ordinary Resolutions passed at Extra-Ordinary General Meeting dated 2<sup>nd</sup> February 2015.
2. Note: Altered Name Clause due to change in Name & Alteration of Main clause wide Special Resolutions passed at Extra-Ordinary General Meeting dated 30<sup>th</sup> March 2015.
3. Note: Altered main objects wide Special resolution passed at 9<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> September 2022.
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6. Note: "Alteration of the main objects of the company by the removal of non-active objects, as mentioned in sub-clause I of Clause III (A) of the Memorandum of Association, in accordance with the Special Resolution passed at the Extraordinary General Meeting held on February 26, 2025.  
**Removal of sub clause I of clause III (a)** "To carry on the business in India or elsewhere as manufacturers of nutritionally fortified and enhanced waters, functional waters and beverages, carbonated waters, soda based, non-soda based, soft cold drinks, beverages, fruit and vegetable juices, concentrates, nectars, pulps, packaged drinking water and other liquid food preparations natural & carbonated, such cold drinks and to carry on the business as manufacturers, producers, purifiers, blenders, processors, makers, converters, marketers, exporters, importers, traders, buyers, sellers, retailers, distributors or otherwise, distillate, boil, sterilize, Improve, extract, refine, buy, sell, resale, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, market, supply and to act as agent, broker, representative, consultant, collaborator, dealer, stockists for liquids, drinks, beverages, juices, jams, flavours, syrups, sarbats, flavoured drinks, health and diet drinks, deal in all kinds instant or soluble water based beverages and to carry on the business of bottlers, packagers, bottlemakers and bottle stopper makers for the said drinks and to establish a chain of franchises for the purposes of providing packed water, juice, cold drinks products to the users."
7. Note: substituting Clause I of the Memorandum of Association due to CONVERTING THE STATUS OF THE COMPANY FROM A PRIVATE LIMITED COMPANY INTO A PUBLIC LIMITED COMPANY wide Special Resolution passed at 6<sup>th</sup> Extra-ordinary General Meeting dated 18<sup>th</sup> March 2025.

VI. We, the several persons, whose names and addresses are subscribed, 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 against our respective names:

S No.	Subscribers Details				
	Name, Address, Description, Occupation	DIN	No. of Shares taken	Signature	Date
1	HARIKISHAN MUNDADA S/O PANDURANGJI MUNDADA, ADD. YEDESHWARI NIWAS, SAI DHAAM, LATUR-413512 OCCU. BUSINESS	03041838	15,000 Equity	SD/-	15/07/2013





2	BALKISHAN MUNDADA S/O PANDURANGJI MUNDADA, ADD. YEDESHWARI NIWAS, SAI DHAAM, LATUR-413512 OCC. BUSINESS	03041810	15,000 Equity	SD/-	15/07/2013
3	AKASH MUNDADA S/O BALKISHAN MUNDADA, ADD. YEDESHWARI NIWAS, SAI DHAAM, LATUR-413512 OCCU. BUSINESS	06605077	15,000 Equity	SD/-	15/07/2013
Total Shares taken			45,000 Equity		

Signed before me					
Name		Address, Description and Occupation	Membership Number	Signature	Date
ACS	VILAS WADEKAR S/O ANIL WADEKAR	C/o N. K. Kulkarni, F-3, Shree Apartment, Above Dr.Purandhar Hospital, Zulelal Chowk, Sangli- 416416, Maharashtra. Occupation: Company Secretaries	M.No.25641.	SD/-	15/07/2013

Balkakaji Polymers Pvt. Ltd.

Mundade Balkishan Pandurangji  
CIN No. U22091



## **SECTION IX - MAIN PROVISIONS OF ARTICLES OF ASSOCIATION OF OUR COMPANY**

*The following regulations comprised in the Articles of Association were adopted pursuant to the member's special resolution passed at the Extra Ordinary General Meeting held on 18<sup>th</sup> March 2025 in substitution for, and to the entire exclusion of, the earlier regulation comprised in the extant Articles of Association of the Company*

# **THE COMPANIES ACT, 2013 ARTICLES OF ASSOCIATION OF BAI-KAKAJI POLYMERS LIMITED COMPANY LIMITED BY SHARES**

## **INTERPRETATION**

- I.
  1. In these regulations-
    - b. "the Act" means the Companies Act, 2013,
    - c. "the seal" means the common seal of the company.
  2. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the company.

## **SHARE CAPITAL AND VARIATION OF RIGHTS**

- II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.
2.
  - i. Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,-
    - a. one certificate for all his shares without payment of any charges; or
    - b. several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.
  - ii. Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid - up thereon.
  - iii. In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.
3.
  - i. If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
  - ii. The provisions of Articles (2) and (3) shall mutatis mutandis apply to debentures of the company.
4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.



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5.
  - i. The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.
  - ii. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.
  - iii. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6.
  - i. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
  - ii. To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari-passu* therewith.
8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

#### LIEN

9.
  - i. The company shall have a first and paramount lien
    - a. on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and
    - b. on all shares (not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:
 Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
  - ii. The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
  - iii. That fully paid shares shall be free from all lien and that in the case of partly paid shares the Issuer's lien shall be restricted to moneys called or payable at a fixed time in respect of such shares.
10. The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien: Provided that no sale shall be made-
  - a. unless a sum in respect of which the lien exists is presently payable; or
  - b. until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
11.
  - i. To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof
  - ii. The purchaser shall be registered as the holder of the shares comprised in any such transfer.
  - iii. The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
12.
  - i. The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
  - ii. The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.



## CALLS ON SHARES

13. i. The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times:
- Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.
- ii. Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.
- iii. A call may be revoked or postponed at the discretion of the Board.
- iv. That any amount paid up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits
14. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by installments.
15. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
16. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate, if any, as the Board may determine.
- The Board shall be at liberty to waive payment of any such interest wholly or in part.
17. i. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.
- ii. In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
18. The Board -
- a. may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him and
- b. upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.

## TRANSFER OF SHARES

19. i. The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.
- ii. The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.
- iii. That a common form of transfer shall be used
20. i. The Board may, subject to the right of appeal conferred by section 58 decline to register—
- ii. the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- iii. any transfer of shares on which the company has a lien.





21. The Board may decline to recognise any instrument of transfer unless—

- a. the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- b. the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- c. the instrument of transfer is in respect of only one class of shares.

That registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Issuer on any account whatsoever

22. On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

### TRANSMISSION OF SHARES

23. i. On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares
- ii. Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.
- iii. That a common form of transmission shall be used

24. i. Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either-
  - a. to be registered himself as holder of the share; or
  - b. to make such transfer of the share as the deceased or insolvent member could have made.

- ii. The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25. i. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- ii. If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- iii. All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

### FORFEITURE OF SHARES

27. If a member fails to pay any call, or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.



28. The notice aforesaid shall-
- name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
  - state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
29. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.
30. i. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- ii. At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
31. i. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the company all monies which, at the date of forfeiture, were presently payable by him to the company in respect of the shares.
- ii. The liability of such person shall cease if and when the company shall have received payment in full of all such monies in respect of the shares.
32. i. A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the company, and that a share in the company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share;
- ii. The company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of;
- iii. The transferee shall thereupon be registered as the holder of the share; and
- iv. The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
33. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

#### ALTERATION OF CAPITAL

34. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
35. Subject to the provisions of section 61, the company may, by ordinary resolution-
- consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
  - convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
  - sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum; and
  - cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.
  - Permission for sub-division/ consolidation of share certificates
36. Where shares are converted into stock,—
- the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit;





- Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
  - the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
  - such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those regulations shall include "stock" and "stock-holder" respectively.
37. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law-
- its share capital;
  - any capital redemption reserve account; or
  - any share premium account.

#### CAPITALISATION OF PROFITS

38. The company in general meeting may, upon the recommendation of the Board, resolve-
- i. that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
  - ii. that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
  - iii. The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-
    - a. paying up any amounts for the time being unpaid on any shares held by such members respectively;
    - b. paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
    - c. partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
  - iv. A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
  - v. The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
39. i. Whenever such a resolution as aforesaid shall have been passed, the Board shall-
- a. make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all
  - b. allotments and issues of fully paid shares if any; and
  - c. generally do all acts and things required to give effect thereto.
- ii. The Board shall have power-
- a. to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
  - b. to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;
- iii. Any agreement made under such authority shall be effective and binding on such members

#### BUY-BACK OF SHARES



40. Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

### GENERAL MEETINGS

41. All general meetings other than annual general meeting shall be called extraordinary general meeting.
42. i. The Board may, whenever it thinks fit, call an extraordinary general meeting.
- ii. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

### PROCEEDINGS AT GENERAL MEETINGS

43. i. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- ii. Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.
44. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.
45. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.
46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

### ADJOURNMENT OF MEETING

47. i. The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- ii. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- iii. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- iv. Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### VOTING RIGHTS

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares,
- i. on a show of hands, every member present in person shall have one vote;
- ii. and on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.
- iii. That option or right to call of shares shall not be given to any person except with the sanction of the Issuer in general meetings
49. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
50. i. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.





- ii. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.
51. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.
52. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.
53. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.
54. i. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.
- ii. Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

#### PROXY

55. The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.
56. An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.
57. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:
- Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### BOARD OF DIRECTORS

58. The number of the directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them. The following are the First Directors of the Company:
1. BALKISHAN PANDURANGJI MUNDADA
  2. HARIKISHAN PANDURANGJI MUNDADA
  3. AKASH BALKISHAN MUNDADA
59. The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.
- In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them-
- in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or
  - in connection with the business of the company.
60. The Board may pay all expenses incurred in getting up and registering the company.
61. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
62. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.



63. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.
64. i. Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- ii. Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

### PROCEEDINGS OF THE BOARD

65. The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.
66. i. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- ii. In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
67. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.
68. i. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.
- ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.
69. i. The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.
- ii. Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
70. i. A committee may elect a Chairperson of its meetings.
- ii. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.
71. i. A committee may meet and adjourn as it thinks fit.
- ii. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.
72. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
73. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER



*Mudgal*



74. Subject to the provisions of the Act,
- A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;
  - A director may be appointed as chief executive officer, manager, company secretary or chief financial officer
75. A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

#### THE SEAL

76. i. The Board shall provide for the safe custody of the seal.
- The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

#### DIVIDENDS AND RESERVE

77. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
78. Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.
79. i. The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.
- The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.
80. i. Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.
- No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.
  - All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly. That there shall be no forfeiture of unclaimed dividends before the claim becomes barred by law.
81. The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.
82. i. Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.



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- ii. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
83. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
84. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
85. No dividend shall bear interest against the company.

#### ACCOUNTS

86. i. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.
- ii. No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

#### WINDING UP

87. Subject to the provisions of Chapter XX of the Act and rules made thereunder-
- i. If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.
- ii. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- iii. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

#### INDEMNITY

88. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.



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*N. J. J. J.*



We the several persons whose name and addresses are subscribed hereunder, are desirous of being formed into a company in pursuance of the Articles of Association:

Name, Address & occupation of the Subscribers	Signature of the Subscribers	Signature, Name, Address, occupation of the Witness
1] HARIKISHAN MUNDADA Son of PANDURANGJI MUNDADA Address : Yedeshwari, Laxmi Colony, LATUR - 413512 Maharashtra.  Occupation : Business.	SD/-	Witness to all SD/-  Name: Vilas Wadekar Son of Anil Wadekar  Address: C/o.N.K.Kulkarni,  F-3, Shree Apartment, Above Dr.Purandhar Hospital, Zulelal Chowk,  Sangli-416416, Maharashtra.  Occupation: Company Secretaries  M.No.25641. C.P.No.11873
2] BALKISHAN MUNDADA Son of PANDURANGJI MUNDADA,  Address : Sarawati Colony, LATUR - 413512 Maharashtra,  Occupation : Business.	SD/-	
3] AKASH MUNDADA Son of BALKISHAN MUNDADA,  Address : Khadgaon Road, Saidham, R 2678/9, Saidham Colony, LATUR - 416512 Maharashtra,  Occupation : Business.	SD/-	

DATE : 15/07/2013

PLACE: LATUR



BAI-KAKAJI POLYMERS LIMITED

*Mundada*

Director

MUNDADA HARIKISHAN PANDURANGJI  
DIN No. 03041838



Bai-Kakaji Polymers Private Limited

*Mundada*  
Director

Mundada Harikishan Pandurangji  
DIN No.03041838