

LORDS CHLORO ALKALI LIMITED

(The Companies Act, 1956)

PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM

&

ARTICLES OF ASSOCIATION

For LORDS CHLORO ALKALI LTD.


Authorised Signatory



Company No. 17-002099

CIN-L24117RJ1979PLC002099

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

**IN THE OFFICE OF THE REGISTRAR OF COMPANIES,
RAJASTHAN, JAIPUR**

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

IN THE MATTER OF MODI ALKALIES & CHEMICALS LIMITED

I hereby certify that MODI ALKALIES & CHEMICALS LIMITED which was originally incorporated on 01/03/1979 having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded there to in the Ministry of Finance, Department of Company Affairs, Office of the Registrar of Companies, Rajasthan, Jaipur vide his letter No. R.O.C./Approval/21/002099/2357 dated 01/10/2003 the name of said Company is this day changed to **LORDS CHLORO ALKALI LIMITED** and this certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at JAIPUR this 01st day of OCTOBER TWO THOUSAND THREE.



Sd/-

(V.K. KHUBCHANDANI)
REGISTRAR OF COMPANIES
RAJASTHAN, JAIPUR



FORM I.R.

CERTIFICATE OF INCORPORATION

No. 3929 of 1979

I hereby certify that Modi Alkalies & Chemicals Limited is this day incorporated under the Company Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at Jullunder this 1st day of March One thousand nine hundred and Seventy Nine.

(10th Phalgun Saka 1900)

SD/- 1-3-1979

(S.P. Tayal)

Registrar of Companies
Punjab, H.P. & Chandigarh

Seal Registrar
of Companies
Punjab, H.P. & Chandigarh



कार्यार प्रारम्भ करने के लिए प्रमाणपत्र
Certificate for Commencement of Business

कम्पनी अधिनियम, 1956 की धारा 149 (3) के अन्वये
Pursuant of Section 149 (3) of the Companies Act, 1956

मैं एतद्वारा प्रमाणित करता हूँ कि.....

श्री कम्पनी अधिनियम, 1956 की धारा 149 (3) के अन्वये निम्नलिखित की वरि
दी नीचे लिखने वाले विहित प्रारूप में कम्पनी के सत्यापित घोषणा प्राप्त कर दी है कि उक्त अधिनियम
की धारा 149(1)-(4) के अन्वये (प) धारा 149(2)-(4) के अन्वये (द) धारा 149(3) के अन्वये
दिया गया है, कार्यार प्रारम्भ करने की इच्छा है।

I hereby certify that the MOHL ALKALIES & CHEMICALS, LIMITED

which was incorporated under the Companies Act, 1956, on the 1st
day of January, 1977, and which has this day filed a duly verified
declaration in this prescribed form that the conditions of section 149(1) (a) to
(d)/149(2)(a) to (c) of the said Act, have been complied with is entitled to commence
business.

मेरे हस्ताक्षर के यह तारीख..... को
में दिया गया।

Given under my hand at JAIPUR
this 25th day of January, 1977 One thousand nine hundred
and SEVENTY SEVEN

(S. P. MITTAL)

कम्पनी का अधिकारी

Registrar of Companies
Rajasthan, JAIPUR

जे० एच० सी०-10

J. S. C-10.

प्रमाणपत्र-269-10 अन्वये एचएच/76-77-माहपत्र- (वि-275) - 20-7-76-7,000.

प्राप्त-269-10 अन्वये एचएच/76-77-माहपत्र- (वि-275) - 20-7-76-7,000.

(THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)

**Memorandum of Association
of
*Lords Chloro Alkali Limited***

- I. The name of the Company is **LORDS CHLORO ALKALI LIMITED***
- II. The Registered Office of the Company will be situated in the State of Rajasthan.
- III. The Objects for which the Company is established are:-

(A) THE MAIN OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:—

1. To carry on the business of manufacturers, producers, refiners, processors, importers, exporters, wholesalers, retailers of and dealers in all kinds of organic and inorganic chemicals, caustic soda (caustic soda lye, caustic soda solid and caustic soda flake) chlorine both gas and liquid, hydrochloric acid, bleaching powder, calcium hypochlorite, ammonium chloride conforming to technical and pure grade, Benzene hexachloride and other chlorine based organic and inorganic chemicals, basic and fine chemicals, dye intermediate, coal tar dye stuffs, rubber chemicals, industrial chemical, heavy chemicals, acids, alkalies, pigment colours, cement colours, rubber colours, dye stuffs for synthetic fibres, varnishes, glycerine and fatty acids, soaps both toilet and laundry and detergents.
2. To carry on the business of manufacturing, processing, mixing, compounding, importing exporting of and dealers in all kinds of agricultural chemicals, insecticides, pesticides, fertilisers, pharmaceutical chemicals, and all other kinds of allied chemicals including petroleum and petrochemicals based products.
3. To carry on the business as manufacturers, producers, processors, importers, exporters, wholesalers, retailers of and dealers in all types of synthetic fibres, man made fibres, fibre intermediates of all types, grades and formulation and including specifically polyester fibres, acrylic fibres, polyacrylonitrile, polyvinyl acetate, polypropylene, nylon, rayon, natural and synthetic textile materials of all kinds and for all purposes.
4. To carry on the business as manufacturers, producers, processors, importers, exporters, wholesalers, retailers of and dealers in polymers, monomers, elastomes, and resins of all types, grades and copolymer formulations and in all forms such as powder, flakes granules, films, sheets, tubes, pipes, fibres, laminates, or as processed goods and including specifically, polyethylene, polypropylene, polystyrene, polyvinyl

*Changed by Shareholders through a Special Resolution passed at Extra Ordinary General Meeting held on 30th September, 2003.

chloride, polyvinyl acetate, polyamethyl, methacrylate, epoxy resins, alkyd resins, melamine, polycarbonates, polyamides polyesters, acrylics, polyacrylonitrile polyesters such as polyethylene-terephthalate and polyethyleneisophthalate or any other or new substances being improvements upon modifications of or being-derived from additions to petrochemicals or other products or resulting from any such processes.

5. To deal in, manufacture, produce and to carry on business in hydrogenated edible oils vegetable oils of every kind, vegetable oil products and materials including soyabean and all products and bye-products thereof and in connection therewith.
6. To carry on the business of manufacturers, producers, refiners, processors, importers exporters, wholesalers, retailers of and dealers in all kinds of salt and sodium chloride.
7. To carry on in any mode the business as importers, exporters, buyers, sellers, dealers, agents, marketmen, distributors in goods, stores, consumable articles, chattels and merchandise of any description both wholesale and retail and to act as shippers, underwriters, commission agents, advertising agents, travelling agents, transport agents, forwarding and clearing agents, brokers, estate agents, merchants, traders, dealers in articles of any type.
- *8. To carry on business of analysis, design, development, manufacture, assembly, stocking, purchase, sale, hire-purchase, import, export, distribution, agency, trading, subcontracting of all kinds of computer software computer systems, computer peripherals, monitors, printers, uninterrupted power supply systems, process controllers, integrated circuits, computer components, computer aided design computer aided manufacture, computer software engineering systems, telecommunication related hardware and software, data communication hardware and software, networking local area and wide area, computerised medical and bio-electrical equipments; software system study, implementation, conversion documents; data entry, acquisition, processing, storage retrieval; to deal in office automation machines, printers and computer stationery, computer furniture, magnetic media and other related items in India and abroad, to act as export house for the same.

To carry on business of running consultancy services, selection of computer systems, software media, peripherals and related items, computer personnel and computerisation in general, running computer bureau, leasing and hiring of computer hardware, software, time and servicing, computer output, microfilming, transparencies, audio-visual presentations; electronic publishing; to hold seminars, courses, business conferences and to run training institutions in computer systems, programming operation & insystems analysis, operation research, data entry and processing, electronic main, networking, office automation; to provide software development and maintenance personnel, to work at customer's sites, to provide consultancy services in preparation of project reports systems, studies, tenders etc; to provide long-term and short-term, studies, tenders servicing & replacement of computer systems, peripherals and related equipments.

To enter into agreements and collaborations for joint ventures sub-contracting, marketing tie-ups etc. for computer software and hardware, data communication, telecommunication and office automation related equipments and services to apply for patents and copyrights.

* Passed by an ordinary Resolution at 12th AGM dated 30th September, 1991 and confirmed by CLB order dated 22nd June, 1992

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

1. To carry on any other business (whether manufacturing or otherwise) which can, in the opinion of the Board of Directors of the Company be capable of being conducive and advantageously or conveniently carried on by the Company in connection with or as ancillary to any of the Company's objects or which may be advisable to undertake with a view to developing rendering valuable prospecting or turning to account any property, real or personal, belonging to the Company or in which the Company may be interested in connection with its business.
2. To manufacture, buy, sell, exchange, refine, repair, alter, improve, convert, manipulate prepare for market, import, export and otherwise deal in all kinds of plants, machinery apparatus, tools utensils, receptacles, substances, materials, articles and things necessary or convenient for carrying on the business of the Company.
3. To repair, alter, remodel, clean, renovate, convert manipulate and prepare for resale and resell any goods from time belonging to the Company.
4. To establish branch or appoint agencies for and in connection with any of the objects of the Company, to carry on any business or branch of a business which the Company is authorised to carry on by means of or through the agency of any subsidiary company or companies, and to enter into any arrangement with such subsidiary company for taking the profits to and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on.
5. To appoint Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
6. To act as agents and brokers or as buyers, exporters, importers, manufacturers, merchants, tradesmen, insurers, and others in connection with the business of the Company.
7. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business and in particular any land, buildings, easements, machinery plant and stock-in-trade and to retain any property to be acquired for the purpose of the Company's business or to turn the same to account as may seem expedient in connection with the business of the company.
8. To construct, improve, maintain, develop, work, manage carry out, or control any buildings factories, or works or any roads, ways, or other works and conveniences which may seem calculated directly or indirectly necessary for the business of the Company and to subsidise or otherwise assist or take part in the construction, improvement, maintenance development, working, management, carrying out or control thereof.
9. To sell, lease, grant licenses, easements and other rights over and in any other manner deal with or dispose of the undertaking, property, assets rights and effects 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.

10. To acquire the whole or any part of the business, property and liabilities of any person firm or company carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purpose of this Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
11. To amalgamate or partially amalgamate with or acquire interest in the business of any other company, person or firm carrying on or engaged in or about to carry on or engage in any business or transaction included in the objects of the Company and to give or accept by way of consideration for any of the acts or things aforesaid, any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
12. To enter into partnership, or into any arrangement for sharing profits or for any union of interest, joint-venture, reciprocal concession or co-operation with any person or persons, or company or companies carrying on, or engaged in or about to carry on, or engage in or being authorised to carry on, or engage in any business transaction which this Company is authorised to carry on, or engage in, or in any business or transaction capable of being conducted so as directly to benefit this company.
13. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculate to benefit the Company and to place or guarantee the placing of, underwrite, subscribe to or otherwise acquire all or any part of the shares, debentures, or other securities of any such other company.
14. To enter into any arrangement with any Government authority (supreme, municipal, local or otherwise) or any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such Government, authority, person or company any rights, privileges, charters, contracts, licences and concessions which the Company may think it desirable to obtain in connection with its business and to carry out, exercise and comply therewith.
15. To apply for, promote and obtain any Act, charter, privilege, concession, licences, authorisation of any Government, Provisional order or licence of any authority for enabling the Company to carry on any of its objects into effect, or for extending any of the powers of the Company or for effecting any modification of the Company's constitution, or for any other purpose which may expedient in connection with the business of the company and to oppose any proceedings or application which may seem calculated, directly or indirectly to prejudice the Company's interests.
16. To apply for, purchase, or otherwise acquire and protect and renew in any part of the world any patents, rights, brevets inventions, trade marks, designs, copyrights know-how, licences, concessions, industrial property, intellectual property and the like conferring any exclusive or limited right to their use, application or exploitation of any secret or other information as to any invention or otherwise 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 in connection with its business and to use,

exercise, develop or grant licences in respect of or otherwise turn to account the property, rights, or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.

17. To establish, provide, maintain and conduct, or otherwise subsidise research laboratories and experimental workshops for scientific and technical researches, experiments, and to undertake and carry on with all scientific and technical researchers, experiments and tests of all kinds and to promote studies and researches, both scientific and technical investigations and invention by proving subsidizing endowing or assisting laboratories, workshop, libraries, lectures, meetings and conferences and by providing for remuneration of scientific or technical professors or teachers and by providing for the awards of exhibitions, scholarships and grants to students or otherwise and generally to encourage, promote and reward studies, researchers, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business of the company.
18. To make donations to such persons or institutions and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this company, and also subscribe, contribute, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, public or cultural, educational or other institutions, objects or for any exhibition or for any public general or other object and establish and support or aid in the establishment and support of associations institutions, funds, trusts and convenience for the benefit of the employees or ex-employees (including Directors) of the company or its predecessors in business or of persons having dealings with company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lumpsum and to make payments towards insurance and to form and contribute to provident benefit funds and other welfare funds of or for such persons.
19. To refer or agree to refer any claim, dispute, or any other question, by or against the company, or in which the company is interested or concerned, and whether between the company and the member or members or his or their representatives or between the company and their parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
20. To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the promotion, formation and registration of the company or the issue of its capital including brokerage and commission for obtaining applications for or taking, placing or under-writing of shares, debentures or other securities of the company.
21. To pay all preliminary expenses of the company promoted by the company including in such preliminary expenses all or any part of the cost and expenses of owners of any business or property acquired by any such company.
22. To pay for any rights, know-how, technical assistance or property acquired by the company and to remunerate any person or company for services rendered or to be rendered in

placing of shares in the Company's capital or any debentures, debenture stock or other securities of the company, or in or about the acquisition of property by the company or the conduct of its business whether by cash payment or by the allotment of shares, debentures, or other securities of the company, credited as paid up in full or in part or otherwise.

23. To adopt such means of making known the business of the company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art of interest, by publication of books and periodicals, and granting prizes, rewards and donation.
24. Subject to the provisions of the Companies Act, 1956, to lend and advance money or to give credit to such persons or companies and on such terms as may seem expedient in connection with the business of the company and in particular to customers and others having dealings with the company and generally to give guarantees and indemnities in connection with the business of the Company, provided that the company shall not do the business of banking in any case.
25. To invest and deal with the surplus moneys of the company in such manner as may from time to time be determined.
26. Subject to the provision of Section 58A of the Companies Act, 1956 and the sales made thereunder and also subject to the other provision of the said Act, to receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit, and in particular by the issue of debenture or debenture stock (perpetual or otherwise) and to secure the re-payment of any money borrowed raised or owing by mortgage, charge or lien upon all or any of the property or assets of the company (both present and future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company of any obligation undertaken by the company in connection with its business.
27. To undertake and execute any trusts the undertaking of which may seem to the company desirable (and either gratuitous or otherwise) in connection with its business.
28. To draw, make, accept, endorse, discount, execute, and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities in connection with the business of the company.
29. To improve, manage, develop, sell, exchange, lease, mortgage, grant licences, easements, and other rights, over and in any other manner deal with, turn to account, or dispose of, the undertaking, property, assets, rights and effects 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.
30. To invest any moveable or immovable property, rights or interests acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the company, but with the declared trust in favour of the company.
31. Subject to the provisions of the Companies Act, 1956, to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the company.

32. To insure the whole or any part of the property of the company either fully or partly to protect and indemnify the company from liability or loss and also to ensure and to protect and indemnify any part or portion thereof either on mutual principal or otherwise.
33. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the union of India and in any or all states, territories, possessions, colonies and dependencies and in any or all foreign countries and for this purpose to have and maintain and to dis-continue such number of offices and agencies therein as may be convenient for the purpose of the Company.
34. To procure the company to be registered or recognised in any of the world.
35. To do all or any of the above things either as principals, agents, trustees, contractors or otherwise and by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction for with others.
36. To do all and everything necessary suitable or proper for the accomplishment of any of the purpose or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firm, or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growings out of, connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.
37. To enter into negotiation, agreement, collaboration, technical, financial or other agreement with any person, firm, company, body corporate, institution, or government for obtaining by grant, licence or on other terms formulae and other rights and benefits and to obtain technical information, know-how, secret processes and expert advice for the production, manufacture and export or sale of all types of products and goods which the Company is authorised to produce or to deal in.
38. To provide for welfare of employees or ex-employees of the company and the wives and families or the dependents or connection of such persons by building or contributing to the building to houses, dwelling or chawls or by grants of moneys, pensions, allowances, bonus, or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit.
39. To engage in research into all problems relating to personnel and industrial and business management and distribution, marketing and selling, to collect, prepare, distribute information and statistics relating to any type of business or industry and to promote or propose such method, procedures and measures as may be considered desirable or beneficial for all any of the Company's objects.
40. To establish or acquire and carry on office, trading-station, factories, stores and depots show rooms for the purpose of the Business of the Company.
41. To manufacture, prepare for market, refine, clean, recondition and otherwise manipulate and deal in and turn to account all refuse, by products and other products capable of being

manufactured or produced with the use of all or any materials or commodities used in the manufacture of all or any of the products of the company and to recondition the same or make such other use of same as may be thought fit.

42. To produce gas and electricity and other means of energy and fuel necessary for the purposes of the business of the company and to process all products resulting from or ancillary to such producing and making and to convert the same into saleable materials like coke, coaltar, creosote oil, phenols, cresoles, carbolic acid and other chemical or distilled products and by-products and to otherwise deal with and dispose of same and to take all steps incidental or required in respect of the same.

IV. The liability of the members is limited

- *V. The Share Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy Five Crores) divided into 7,50,00,000 (Seven Crores Fifty Lacs) Equity shares of Rs. 10/- (Rupees ten) each.

*Vide Ordinary Resolution passed at the 10th Annual General meeting held on 11th Sept., 1989, Authorised Capital had been increased from 15 crores to 25 crores and vide Ordinary Resolution passed at 13th AGM held on 31st July, 1992, Authorised Capital had been increased from 25 crores to 50 crores and vide Ordinary Resolution passed at 15th AGM held on 23rd Sept., 1994, Authorised Capital had been increased from 50 crores to 75 crores.

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

Names, address, description and occupations of Subscribers	Number of Equity Shares taken by each Subscriber	Signature of each Subscriber	Name, addresses, description and occupation of witness
Kedar Nath Modi Modi Bhawan, Modinagar S/o Late R.B. Seth Multani Mal Modi, Industrialist	One (1)	Sd/- K.N. Modi	Witness to all the Signatures Sd/- (Vinod Kumar Chhabra) S/o Shri V.P. Chhabra / B-18, Kashinagar, Modinagar, Service
Satish Kumar Modi Modi Bhawan, Modinagar S/o Late R.B. Seth G.M. Modi, Industrialist	One (1)	Sd/- K.N. Modi	
Yogendra Kumar Modi Modi Bhawan, Modinagar S/o Shri. Kedar Nath Modi Industrialist	One (1)	Sd/- Y.K. Modi	
Ram Kumar 5, Yogendra Park, Modinagar S/o Late Shri Zorawarmal Mohla, Company Executive	Eleven (11)	Sd/- R.K. Mohla	
Gulab Chand Chechani 1, Yogendra Park, Modinagar S/o Shri Bhuratal Chechani Company Executive	Eleven (11)	Sd/- G.C. Chechani	
Namo Narain 13, Yogendra Park, Modinagar S/o o Shri Har Charan Lal Service	Eleven (11)	Sd/- Namo Narain	
Jinender Kumar Jain B-106, Mahesh Park, Modinagar S/o Late Shri S.D. Jain Company Executive	Eleven (11)	Sd/- J.K. Jain	
Total No. of shares taken in figures and words	Forty Seven (47)		

Date : 2nd February, 1979

For LORDS CHLORO ALKALI LTD.

Santh
Authorised Signatory