

The Companies Act, 1956
Company Limited by Shares
**MEMORANDUM OF ASSOCIATION
OF
CAMLIN FINE SCIENCES LIMITED**

- I. The name of the Company is #*CAMLIN FINE SCIENCES LIMITED.
- II. The Registered Office of the Company will be situated in State of Maharashtra.
- III. The Objects for which the Company is established are:
- (A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:
1. (a)*To research, develop, improve, process, manufacture, import, export and deal in all kinds of chemicals including fine chemicals and intermediates, bulk drugs and intermediates, food additives, food supplements, antioxidants, ****natural extracts, active pharmaceutical ingredients, @flavours, aroma and ****fragrances, organic/inorganic**** chemicals, acids, alkalies, and other preparations, ****blends, formulations, compounds and ingredients, **any other drugs, medicines, pharmaceuticals, herbal, bacteriological, ****bio-technical, ****bio-chemical and biological products @and products used in agriculture including plant growth promoters, post harvest shelf life enhancers, manures (natural and artificial), insecticides, pesticides, herbicides, fungicides, weedicides and ****other substances.
- ****(b) To acquire, develop, cultivate agricultural lands, crops, plants, herbs, fruits and other agricultural, horticultural and floricultural produce, set-up green houses, nurseries and laboratories for carrying out research and development. To extract, purify, distill and process, manufacture, import, export and deal in natural compounds and sources and all kinds of bio-technological and bio-chemical products.
- (B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:
2. * To manufacture, buy, sell, import, export or otherwise deal in all types of raw materials and basic chemicals, inorganic chemicals, bio-chemicals, synthetic chemicals, aromatic chemicals, industrial chemicals required for the business of the Company and to set up factories, workshops, and offices, plant & machinery required in connection with the business of the Company.
3. * To undertake, conduct, carry on or help and/or assist to carry Research and Development in the field of manufacturing methods, analytical methods, quality control methods and processes in relation to all chemical substances and products occurring naturally or man made and/or innovation of new substances and

* Amended vide Special Resolution passed on 26th April, 2006.

** Amended w.r.t. High Court Order dated 21st April, 2011 and Special Resolution dated 12th August, 2011 passed through Postal Ballot

Amended vide Special Resolution passed on 29th July, 2011

@ Amended vide Special Resolution passed on 5th January, 2012 through Postal Ballot

****Amended vide Special Resolution passed on 02nd December, 2015 through Postal Ballot

Mansoor Gokhale



discovering new uses of all chemicals and other substances and products, occurring naturally or man made, and to investigate into the utilization and improvement of imports generally and particularly with a view to import substitution and to investigate into improvement of processes, machinery, plant, components and appliances used in said industry and trade and secure patents, copy rights and trade marks which the Company may acquire or propose to acquire or deal with.

4. To enter into any agreements, make and perform contracts and arrangements of every kind and description with municipalities, corporate bodies, government, central or state, semi-government organizations, territory province, without limit as to the amount and obtain from any government or authority any rights, privileges, contracts and concessions which the Company may deem desirable obtain and to carry out, exercise and comply with any such arrangements, rights, privileges, contracts and concessions.
5. To enter into any arrangements and to take all necessary or proper steps with the Governments or with other authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose of directly carrying out the objects of the Company or effecting any modifications in the constitution of the Company in furthering the interest of its members and to oppose any such steps taken by the other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of its members or of the Company and to promote or assist in promoting whether directly or indirectly of any legislation which may appear to be in the interest of the Company and to oppose and assist in opposing whether directly or indirectly any legislation which may be prejudicial or disadvantageous to the Company and to obtain from any such government, authority or any company any charters, contracts, decrees, rights, agents, loans, privileges, or concessions which the Company may think fit desirable, to obtain and carry out exercise with any seen arrangements, charters, contracts, decrees, rights, privileges or concessions.
6. To apply for, take out, obtain, purchase, or otherwise acquire and turn to account any copy-rights, licences, concessions, patent rights or inventions, monopolies, privileges, trade marks, or secret processes which may seem capable of being used for any of the purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit this Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information, to acquire and to expend money in experimenting upon and testing and improving or seeking to improve any patent rights inventions, discoveries, process or information of the Company which the Company may acquire or propose to acquire.

M. V. Godbole



7. To purchase, take on lease or in exchange or otherwise acquire any estate, lands, buildings, easements or other rights and interest, in immovable properties, to sell, let or lease, mortgage, hypothecate or otherwise dispose of or grant rights over any immovable property belonging to the Company.
8. To acquire and take over as a going concern by purchase or on lease and undertake to carry on the whole or any part of the business together with the good-will and trade-name, property rights and liabilities of any person or persons, firms or any company carrying on any business, any part of the purposes of which this Company is authorized to carry on or possessed of property suitable for the purpose of the Company and to pay for the same by shares, debentures, debenture-stock, bonds, cash or otherwise as the Directors of the Company determine and to conduct and carry on or liquidate and wind up any such business.
9. To amalgamate, enter into partnership or into any arrangement for sharing or dealing profits, union of interests, co-operation, joint venture, reciprocal concessions or otherwise with any person, firm, corporation or Government or company carrying on or engaged in any business undertaking or transaction which the Company is authorized to carry on or engage in any business undertaking or transaction which may seem capable of being carried on or conducted so as directly to benefit the Company and to lend money, to guarantee the contracts or otherwise assigned of any such persons, firms or company and to take or otherwise acquire and hold shares or securities of any such persons, firms or companies, to sell, hold, reissue with or without guarantee or otherwise deal with the same.
10. To amalgamate with any other company with any or all of the objects similar to the object of this Company in any manner whatsoever, whether with or without a liquidation of the Company.
11. To sell, mortgage, lease, manage, develop exchange, dispose of or to transfer the business, immovable or movable property and undertaking of the Company or any part of the property, rights, concessions of the Company in such manner and upon such terms and conditions and for such consideration as the Directors of the Company for the time being may think fit to accept and in particular for cash, shares, debentures, debenture-stock, bonds or securities of any other company having objects altogether or in any part similar to those of this Company.
12. To advance and or to lend money, either with or without security and generally to such persons, associations, corporations, companies upon such terms and conditions as the Company may think fit.

Mam Gadhwa



13. To give guarantee for the performance or discharge of any obligations, liabilities, duties or the payments of moneys by any persons, firms and companies or Governments or state and to give indemnity of all kinds.
14. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instruments, and securities of any company or of any such authorities, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.
15. To raise or borrow money from time to time for any of the purpose of the Company by bonds, debentures or promissory notes shares or by taking credit in or opening current account with any individual or firm or with any of the Bankers and whether with or without giving security goods or other articles or by mortgaging, pledging, charging, hypothecating or selling or receiving advances, on the sale of any lands, buildings, machineries, goods, assets or revenue of the Company, present or future including its uncalled capital or otherwise by such other means as the Directors may in their own absolute discretion deem expedient and in particular by the issue of debenture-stock, convertible into shares of this or any other company or to convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off such securities subject to the provisions of Section 58A of Companies Act, 1956 and R.B.I. directives.
16. To lend or deposit moneys belonging to or entrusted to or at the disposal of the Company to such person or company and in particular to customers and other having dealings with the Company with or without security upon such terms as may be thought proper and to invest or otherwise employ such moneys in such manner as may be thought proper and from time to time to vary such transaction in such manner as the Directors of the Company for the time being may think fit. The Company shall not carry on banking business as defined under the Banking Regulation Act of 1949, subject to the Provision of Section 58A of Companies Act, 1956 and R.B.I. directives.
17. To invest and deal with the moneys of the Company not immediately required, in immovable properties, shares, stocks, bonds, debentures, obligations or other securities of any company or association or in Government securities or in current or deposit account with banks or in the mortgage of immovable properties of any tenure or on the pledge of movable property or in any manner as may from time to time determined by the Directors of the Company for the time being and from time to time sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.

Munir Godbole



18. To place to reserve or to distribute as bonus shares among the members as Directors may from time to time think fit subject to the provision of the Act.
19. To distribute any of the property of the company among the members in specie or kind in the event of winding up subject to the provision of the Companies Act of 1956.
20. To draw, make, issue, accept, transfer and endorse, discount, execute and negotiate promissory notes, hundies, bills-of exchange, cheques, drafts, bills of lading, letters of credit, delivery orders, dock-warrants, railway or transport receipts, warehouse-keeper's certificate and other negotiable or commercial or mercantile instruments connected with the business of the Company.
21. To open accounts with any bank or banks and to deposit money therein and to draw and endorse cheques on and to withdraw moneys from such accounts and generally operate upon same (whether overdrawn or not) as may be required for any of the objects or purposes of the Company.
22. To establish and maintain from time to time such branches of the Company and agencies either in different parts of India or elsewhere and to make such regulations for their managements and to close and discontinue the same as Director of the Company for the time being may from time to time determine and appoint representative in any part of the world, for the conduct of the business of the Company or for purchase, sale or exchange either for ready delivery or future delivery of any merchandise, commodities, goods, wares, machinery, materials, products, articles and things required for or dealt in or manufactured by or disposal of the Company.
23. To insure any of the persons, properties, undertakings, contracts, guarantee or obligations or profits of the Company of every nature and kind in any manner whatsoever.
24. To employ experts to investigate and to examine into the conditions, prospects, value, charter and circumstances of any business concerns and undertakings having similar business and generally of any assets, property or rights.
25. To be interested in and to promote and undertake the formation and establishment of such institutions, association, chamber of commerce, or other bodies, business industrial, trading or manufacturing within the objects of the Company as may be considered to be conducive to the profit and interest of the Company and to acquire, promote and/or subsidize any industry or undertaking.



M. G. Godbole

26. To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise and/or to make donations to any person, company or association and to subscribe or guarantee money for any national/international, charitable, benevolent, educational public, objects activity, exhibition, or trade, show for any purpose whatsoever which may be or appear to be conducive directly or indirectly in furtherance of the object of the Company or the interest of its members, or for the welfare of the staff.
27. To establish, provide maintain, conduct or otherwise subsidize research laboratories and experimental stations, workshops, for scientific and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical, investigation and invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, training colleges, schools, and other institutions for training lectures, meeting and conferences and by providing the remuneration of scientific or technical professors, or teachers and by providing for the award for exhibitions, scholarships, prizes, grants and parasaries to students or otherwise and generally to encourage, promote and regard studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.
28. To adopt such means of making known the Business of the Company as may seem expedient and in particular by advertising in the press, radio, T.V. by circulars, posters, by purchase and exhibition of works of art or interest, by publication of books, periodicals and by granting prizes, awards and donations including donations to any fund for charitable or public purpose.
29. To promote, form and register and aid in promotion, formations, and registration of any company, subsidiary or otherwise for the purpose of acquiring all or any of the property, undertakings, rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company and to be interested in or take or otherwise acquire purchase, hold, sell or otherwise dispose of shares, debentures and other securities in or of any such company, or any other company for all or any other objects mentioned in this Memorandum and to subsidize or otherwise assist any such company and to undertake the managements and or other work, duties and business of any such company on such terms and conditions as may be arranged.
30. To create any depreciation fund, reserve fund, sinking fund, dividend equalization fund, capital redemption fund, or any other special fund whether for depreciation or for repairing, improving, extending or maintaining of the property of the Company or for



Munir Godbole

redemption of debentures or redeemable preference shares or for any other purpose whatsoever conducive to the interest of the Company.

31. To provide for the welfare of the Directors, Ex-Directors, employees or ex-employees of the Company or its predecessors in business and the wives and the families or dependents or connections of such persons by building or contributing to the building of houses, dwelling, chawls or quarters or by grant of moneys, pensions, gratuities, allowances, bonuses, awards, profit sharing or other schemes or trusts and by providing or subscribing or contributing or towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall deem fit, to establish, maintain and grant scholarships to any persons for technical study and education in India and elsewhere which may be necessary or useful for any of the objects of the Company or otherwise and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, party of the Company or for redemption of debentures of religious, scientific national 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.
32. To aid peculiarly or otherwise any association or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion or industry or trade.
33. To pay out of the funds of the Company, all expenses of and incidental to the promotion, formation, registration, advertisements and establishments of this Company and the issue and subscription of the shares or loans or Capital including brokerages, underwriting or other commission for obtaining applications for or placing or guaranteeing the placing of shares or any debentures, debenture stocks and other securities of this company and also all expenses attending the issue or any circular or notice and the printing, stamping circulating of proxies and forms to be filled up by the members of the Company.
34. To do the above things incidental or may be conducive to the attainment of the objects or any of them in any part of India or elsewhere and as principles, agents contractors, trustees or otherwise either alone or in conjunctions with others.
35. To assist any company or otherwise or by issuing or guaranteeing the subscription and issue of Capital, shares, stocks, debentures, debenture-stock or other securities and to hold and deal in shares, stock and securities of the Company, notwithstanding there may be liability thereon.



Mangal Gadbole

36. To erect, construct, enlarge, alter, rebuild, repair, reinstate and maintain buildings, machinery and structure of every kind necessary or convenient for the Company's business.
37. To purchase, take on lease or in exchange, hire or otherwise acquire, any immovable and moveable property, and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and in particular land, buildings, easements, machinery, plant and stock in trade.
38. To undertake, carry out promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity to promote nation's welfare or social, economic or moral uplift of the public or any section of the public and without prejudice to the generality of the foregoing, and in such manner by such means from time to time to undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspaper etc. or for organizing lectures or seminars, likely to advance these objects or for giving merit or awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches or to take up establishment of any Medical Research Centre, to collect information and advises on modern techniques for treatment of diseases for the benefit of the rural areas either by itself or through any of the agencies and for establishing, conducting or assisting any institution, fund, trust etc. having any one of the aforesaid objects as one of it objects, by giving donation or otherwise in any other manner, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at fair or concessional value subject to the provisions of the Companies Act, divest the ownership of any property of the Company to or in favour of any public or local body or authority or central or state government or any public institutions.
39. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion there off either directly or through an independent agency or in any other manner. Without prejudice to the generally of the foregoing "programme of rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area likely to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural areas under section 35CC of the Income Tax Act 1961, or any other Law relating to rural development for the time being in force or in order to implement any of the above mentioned objects or purposes, transfer without consideration, or at such fair or concessional value and subject to the

M. G. Godbole



provision of Companies Act divest the ownership of any public or local body or authority Institutions, subject to the provisions of the Companies Act, 1956.

(C) OTHER OBJECTS:

40. To undertake all kinds of agency business
41. * To carry on business as ****manufacturers, ****processors, ****designers, importers, exporters, merchants, dealers and commission agents for ****furniture, fixtures, fittings including electrical fittings, lights, bulbs and their parts, filaments, builder hardware accessories, sanitary and decorative accessories made of different varieties of materials and all kinds of other**** consumer, industrial and commodity products**** and materials****.
42. *** To carry on the business of manufacturing, producing, processing, generating, accumulating, distributing, transferring, preserving, supplying, contracting, importing, buying, selling and otherwise dealing in electricity from solar energy, biomass energy, geothermal energy, hydel energy, tidal and wave energy and other renewal energy sources.
- IV. The liability of the members is limited.
- V. @#**\$ The Authorised Share Capital of the Company is ****Rs. 18,00,00,000 (****Rupees Eighteen Crores Only) divided into ****18,00,00,000 (****Eighteen Crores) Equity Shares of Re. 1/- (Rupee one) each, with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto such preferential, deferred, qualified, guaranteed or special rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or the Articles of the Company for the time being.

* Amended vide Ordinary Resolution passed on 4th December, 2006.

** Amended vide Ordinary Resolution passed at the AGM on 27th July, 2007.

*** Amended vide Special Resolution passed through Postal Ballot on 27th February, 2009.

amended vide High Court order dated 21st April, 2011.

@ Amended vide Ordinary Resolution passed on 5th January, 2012 through Postal Ballot.

\$ Amended vide Ordinary Resolution passed at the Annual General Meeting held on 04th August, 2014.

**** Amended vide Ordinary Resolution passed at the EGM on 25th July, 2020.

M. V. Godbole



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 opposite our respective names:

Name, Address, Description, Occupation & Signature of each Subscriber	No. of equity shares taken by each Subscriber	Name, Address, Description & Signature of Witness
<p>1. Anjali Dandekar 6, Govind Sadan, Shivaji Park, Dadar, Bombay-400 028. W/o. Dilip Dandekar (Company Executive) Sd/-</p> <p>Leena A. Dandekar 81, Kshitij, 99, Hill Road, Bandra (W), Bombay-400 050. W/o. Ashish Dandekar (Company Executive) Sd/-</p> <p>Madhav Bhatkhande 7/9, Bedekar Sadan, Mogal Lane, Mahim, Bombay-400 016. S/o. Sitaram Bhatkhande (Chartered Accountant) Sd/-</p>	<p>1 (One)</p> <p>1 (One)</p> <p>1 (One)</p>	<p>Witness to all subscribers Ajay Walimbe 2/11, New Municipal Bldg., Nana Chawk, Bombay-400 007. S/o. Dattatraya Walimbe (Service)</p>
Total	3 (Three)	

Dated this 12th day of November, 1993.

M. G. Godbole

