

THE COMPANIES ACT, 1956
PUBLIC COMPANY LIMITED SHARES

MEMORANDUM OF ASSOCIATION

OF

AIMCO PASTICIDES LIMITED

- I. The Name of the Company is AIMCO PESTICIDES LIMITED.
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. Object for which the Company is established are :
 - A. MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :
 1. To carry on the business as manufacturers, producers, sellers, importers, exporters, merchants, agents, distributors and dealers in pesticides, rodenticides, insecticides, fungicides, weedicides.
 2. To take over on 'going concern basis' the running business of partnership firm 'M/s. ALL INDIA MEDICAL CORPORATION',
 - B. OBJECTS INCIDENTAL TO THE MAIN OBJECTS OF THE COMPANY.
 3. To manufacture, buy, sell, exchange, alter, improve, manipulate, market, import, export and otherwise in all kinds of plant, machinery, apparatus, tools, utensils, substances, materials and things necessary

or convenient for carrying on any of the above specified businesses or proceedings as usual, dealt in by persons engaged in the line.

4. To buy, sell manufacture, repair, renew, improve exchange let for hire, export and deal in all plant and machinery tools, utensils, forward materials appliances, instruments, legacy capable of being used in business which the Company is competent to carry on.
5. To purchase, acquire, lease, or exchange or deal in any other lawful manner any area, land, buildings, structures sheds, godowns and to develop, improve or renovate the same as may be required for the purpose of the Company and to dispose of the same.
6. To take acquire, and obtain the assets, business property and liability, goodwill, or undertaking of any other company, person or firm or to arrive at an arrangement with or to arrange with other company.
7. To purchase or otherwise acquire any patents, process, devices, trade marks, formulates, goodwill and rights and to deal with or dispose of the same in any manner whatsoever.
8. To acquire from time to time and to manufacture and deal with all such stock in trade, goods chattles and effects, as may be necessary or convenient for any business for the time being carried on by the Company.
9. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental divisions, workshops, for scientific and technical researches, experiments, and tests of all kinds, to promote slides and researches both scientific and technical investigations and investigators by establishing arranging for, providing subsidiary and enduring or assisting laboratories, workshops, libraries, lectures, seminars, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants to students, so and generally to encourage, promote and reward 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.
10. To let, mortgage, sell or otherwise dispose of any property of the Company either solely or jointly with others and houses, lands, farms, water rights, wayleaves, and other works, rights and any machinery, plants marks and other movelable or immoveable property of any description in India or elsewhere in the world.

11. To promote and form and to be interested in hold and dispose off shares, debentures and other securities of such company, to subsidise or otherwise assist such company.
12. To search, for develop, and acquire or otherwise obtain patents designs, trade marks, trade names, trade symbols also to search for and to purchase or otherwise acquire from any Government or local authority any licences, ancillary, grants, decess, rights, powers, and privileges whatsoever, as may seem to the Company capable of being turned to account and to work.
13. To appoint agents and constitute branches and agencies of the Company in India or elsewhere in any part of the world.
14. To purchase the incorporation, registration or otherwise the recognition of the Company in any country, state or place to establish regular agencies for the Company's business and to apply or join in applying to any parliament, legislature, Government, Local, Municipal or other Authority or Body, Indian or Foreign under any acts of parliaments, law regulations, decrees, concessions for orders, rights or privileges as may seem conducive to the Company's interest.
15. To draw, accept, make, endorse, discount, negotiate and transfer promissory notes, hundies, bills of exchange bills of lading and other negotiable instruments in connection with the business of the Company.
16. To borrow or raise money or to receive money or deposits at interest or otherwise in such manner as the Company may think fit and in particular by the issue of the debentures or debenture-stock either without any securities or its security perpetual or otherwise, including debenture or debenture-stock convertible into shares of any such money so borrowed raised or received, to mortgage, pledge or charge whole or any part of the property, asset or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer, to convey the same absolute or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase redeem or pay off the same.
17. To lend, invest or otherwise employ the money Belonging to or entrusted to the Company and not immediately required for the purposes of the Company in securities and shares or other moveable or immoveable property transaction and investment in such manner as the Company may think fit.

18. To receive money on deposit account, current or otherwise, with or without allowance of interest, but company shall not carry on the business of banking, as defined by the Banking Regulation Act, 1949.
19. To purchase, acquire, sell and deal in property, shares, stocks, debentures or debenture-stock, of any such person firm or company and to conduct, make or carry into effect any arrangements in regard to the winding up of the business of any such person, firm or Company.
20. To undertake and execute any contracts for hiring or Letting on such terms as may be agreed upon any plant machinery, articles or implements manufactured or dealt in by the Company.
21. To create any depreciation fund, reserve fund, sinking fund, gratuity insurance fund or any other special fund, whether for depreciation or for repairing, improving exterior maintaining any of the property of the Company or for any other purposes conducive to the interest of the Company.
22. To pay all the costs, charges and expenses of and incidental to the promotion, formation registration and establishment of the Company and the issue of its capital including any underwriting or any other connection therewith.
23. To establish and support or aid in establishment and support of any association, institutions, funds, employees or ex-employees of the Company or the dependents or relatives of such persons, to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects, for any exhibitions or for any other object of general public utility.
24. To provide for the welfare of employees of the Company and to wives, widows and families or dependents or connections of such persons by building or contributing to the building of houses dwellings or chawls or by grant of money pensions, allowances bonus or other payments, or to create or from time to time or subscribe or contribute to provident funds and other associations, institutions, funds or trusts and to provide for or subscribe or contribute towards places of instruction and recreation, hospitals and dispensaries for medical and other well-being of the employees and their dependents as the Company shall think fit.
25. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific national or other institutions or objects which

shall have any moral or other claim to support or aid by the Company either by reason locality or public and general utility or otherwise.

26. To indemnify members, directors officers agents and servants of the Company against proceedings, cost, damages, claims and demands in respect of any acts done or ordered to be done by them for and in the interest of the Company, for any loss, damage, or misfortune whatsoever which shall happen in execution of the duties of their office or in relation thereof.
27. To place as reserve or to distribute as bonus among the members or otherwise to apply as the Company may from time to time think fit any money received by way of premium on shares or debentures issued at a premium by the Company and any money received on forfeited shares and money arising from the sale by the Company of forfeited shares and from unclaimed dividends.
28. To purchase, manufacture, produce, refine, mine or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell assign, transfer, or otherwise dispose of, trade, deal in and deal with any kind of chemicals and sources materials, ingredients, mixtures, derivatives and compounds there of and any and all kinds of products of which any of the foregoing constitutes an ingredient or in the production of which any of the foregoing is used, including but not limited to medicines, pharmaceuticals, fertilizers and industrial chemicals of all kinds.
29. To accumulate capital from the profits of the Company and to use and appropriate the same for any of the Company's purposes either conditionally or unconditionally.
30. To establish regional, provincial or other subsidiary bodies for such geographical or administrative areas as may be determined from time to time by the Company.
31. To develop and turn to account any land acquired by or in which company is interested in particular by laying out, preparing the same for building purposes.
32. To construct, maintain and alter any buildings, machinery, or work necessary or convenient for the purpose of this Company.
33. To guarantee the performance of the obligations or and the payment of dividends and interest on any stock, shares or securities of any company corporation, firm or

person in any case in which such guarantee may be considered likely directly or indirectly to further the objects of the Company or the interests of its shareholders.

34. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debenture, stock contracts, mortgages, charges, obligations, instruments, and securities of any company or of any authority, 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 which may be considered directly or indirectly to further the objects of the Company or the interests of its shareholders.
35. To adopt such means of making known the products or any of the business or interests of the Company as may seem expedient and in particular by advertising in the press, by posters or by circulars, or in any other manner by promoting or joining in the promotion in any way in exhibition, demonstrations or competitions including the purchase and exhibition of works of art or interest, by publication of books and periodicals any be granting prizes, rewards and donations.
36. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
37. To aid, pecuniarily or otherwise any association, body or movement having for an object the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
38. To remunerate any person, firm or company for services rendered in placing or assisting to place or guaranteeing the placing of any shares in the Company's capital or of any debentures, about the formation, promotion establishment or registration of the Company, the conduct and management, expansion and otherwise of its business.
39. To remunerate to (by cash or other assets, by allotment of fully or partly paid shares, or by a call or option on shares, debentures, debenture-stock, or other securities of the Company or any other manner whether out of the Company's capital or profits or otherwise) any person or persons for services rendered or to be rendered, in introducing any property or business to the Company, in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stock or other securities of the Company or for any other reason

C. OTHER OBJECTS :

40. To act as stockists, commission agents, manufacturers, representatives or agents, selling and purchasing agents, distributors, brokers, trustees, attorneys and subject to the provisions of the Companies Act, 1956, and transfer agents for any other company, firm corporation or person.
41. To carry on the business of manufacturers of and dealers in all kinds of plant and machinery and spares and accessories for such plant and machinery and in particular plant, machinery, implements and articles of all kinds required in all or any of the business namely, the manufacture or processing of chemicals, pharmaceuticals, pesticides, agro chemicals, fertilizers.
42. To carry on the business of engineers, iron-founders, mechanical engineers, manufacturers of implements and machinery of all kinds, tool makers, brass founders, metal workers, millwrights, machinists, iron and steel founders smiths.
43. To export, import, buy, sell, manufacture, repair, convert, alter, let on hire and otherwise deal in all kinds of machinery and in particular textile machinery and all components parts, accessories and fittings for all kinds of machinery and all equipment and articles and implements used in or capable of being used in such contracts.
44. To undertake and execute any contracts for works involving the supply or use of any plant, machinery or implements or articles required for any industry and in particular the textile industries and to carry out any ancillary or other works comprised in such contracts.
45. To buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all kinds of plants, apparatus machine, materials and articles of all kinds, which are capable of being used for or in connection with the manufacture, maintenance and working of any machinery required in any industry and in particular textile industry.
46. To purchase, breed, raise, produce or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose of trade, deal in and deal with any all kinds of animals and agricultural products and purchase, manufacture, produce or otherwise, acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose of

deal in and deal with any and all articles or things manufactured, produced, resulting or derived in whole or in part from animals, or agricultural products of any kind, whether to be used as food or in commerce, manufacture, sciences, arts or otherwise.

47. To purchase, manufacture, construct, erect, fabricate, build, press, stamp, draw, spin, furnish, equip, utilise, procure, refine, mine or otherwise acquire, invest in, own hold, use, lease, mortgage, pledge, sell, assign transfer or otherwise dispose of, trade, deal in and with any and all kinds of metals and source materials, ingredients, mixtures, derivatives, and compounds thereof, and any and all kinds of products, of which any of the foregoing constitutes an ingredient or in the production of which any of the foregoing is used including but not limited to mechanical and electrical machinery, apparatus, equipment, implements, devices, fixtures, supplies and accessories and casting and forgings.
48. To engage in business of engineering, constructing and construction, including the design manufacture, construction, erection, alteration, repair and installation of plants, buildings, structures, ways, works systems and mechanical equipment, apparatus and devices.
49. To cultivate, grow, produce, and deal in any vegetable products and to carry on all or any of the business of foremen, dairy-men, mill contractors, dairy foremen, millers, surveyors and vendors of milk, cream, cheese, butters, poultry and provisions of all kinds, growers of and dealers in corn hay and straw, seedsmen and to buy, sell, trade in any goods which is usually traded in any of the above business associated with the foregoing or other interests of the Company.
50. To carry on the trades or business of manufacturers of and dealers in explosive, ammunition, firewells and other explosive products and accessories of all kinds and of whatsoever composition and whether for military, spating, mining, or industrial purpose or for petrochemical display or for any other purpose.
51. To explore, prospect, take lease or on royalty basis or otherwise acquire mines, mining rights and lands or any interest therein and to quarry, mine, dress, reduce, draw, extract, calcine, smelt, refine, manufacture, process and otherwise acquire by sell or otherwise dispose of and deal in all types, qualities and descriptions of ores, metal and mineral substances and to carry on any other metallurgical operations which may seem conducive to any of the Company's objects.

52. To carry on the business of iron founders, civil and mechanical engineers, consulting engineers, project engineers, technical consultants and manufactures of agricultural industrial and other machinery and tool kits, machine tool makers, brass founders, metal-workers, boilermakers, makers of locomotives and engineers of every description, millwrights, machinists, iron and steel converters, smiths, carriers, and to buy, sell, design, specify, manufacture, fabrics, export, import, repair, convert, alter, let on hire, and deal in machinery, implement plants, tools, tackles, instruments, roling stocks and hardware of all general description, fittings, accessories and appliances of all description, made of metal, alloy, or any other material and any parts of such accessories or fittings.
53. To carry on business as timber merchants, sawmill proprietor and timber growers and to buy sell, grow and prepare for market, manipulate, import, export and deal in timber and wood of all kind and to manufacture and deal in veneers, veneer products, veneer for teachests, packing cases and commercial boards, decorative veneers, laminated boards, block boards, composit boards, compressed boards, pressed boards, hard board, ship boards, bent wood, moulded wood and article of all kinds in the manufacture of which timber or wood is used.
54. To carry on business as financiers, mortgages brokers, financial agents and advisers.
55. To undertake any advisory, accountancy, clerical or similar work.
56. To carry on business as house, land and estate agents and to arrange or undertake the sale, purchase of advertise for sale or purchase, assist in selling or purchasing and find or introduce purchaser or vendors of, and to manage land, buildings and other property whether belonging to the Company or not, and to let any portion of any premises for residential trade or business purposes, or other private or public purpose and to collect rents and income and to supply to tenants and occupiers and others, refreshments, clubs, public halls, messengers, lights, waiting rooms, reading rooms, meeting rooms, lavatories, laundry, conveniences, electric conveniences, garage and other advantages.
57. To carry on the business of manufacturers, exporters and importers, commission agents, tradesmen and dealers in dyes, dyes intermediates and dye stuff, chemicals of all types including laboratory, photographic, pharmaceutical and industrial chemicals, oils of all kinds, including vegetables and natural essential oils, tanning and tanning extracts, paint and paint raw materials, solvents,

perfumes, acids, alkalies, plastic materials of all kinds including ploythene and polyvinchloride (P.V.C.) and its allied products and substanes whether manufactured or not.

58. To carry on the business of manufacturers, exporters and importers, Commission Agents, Tradesmen and dealers in all kinds of fertilizers Agricultural implements like pumps, sprays, machines, tractors and allied articles.
59. To carry on business as manufacturers, importers and exporters of and dealers in plastic, bakelite, celluloids and similar materials and goods, articles and products of every kind and description, manufactured wholly or partly out of any of the chemicals and allied substances, refuse and by products of the Company.
60. To carry on the business of mineral and mining engineers, analysts and analysers of metal, minerals, finished products.
61. To refine, treat and render merchant-able and fit for use natural deposits of salt, brine, natron, soda, nitrates and other chemicals substances of all kinds obtained as aforesaid and to manufacture therefrom by any electrolytic, metallurgic or other forms of plants or process of every kind and other by-products.
62. To purchase, take on lease or in exchange or otherwise acquire and run all kind of plantations, such as mowra tree plantations, palm tree plantations, sugarcane plantations, coconut plantations and plantations yielding essential oils of all kind whatsoever.
63. To carry on the business of manufacturing, producing, buying, selling, importing, exporting or in any manner dealing in foods and other products made from oils, meat, fish, poultry, vegetable, fruits and other substances.
64. To carry on business as cow and cattle keepers, farmers, millers, and market gardners and as manufacturers of and dealers in condensed milk, jam, pickles, cider fruit juice, fruit flavours and spice flavours in any form, spices, preserves and other provisions of all kinds.
65. To carry on business as manufacturers and producers of vegetables, fruits, spices, groundnut cake, flour and proteins and in particular canned goods, such syrups, vinegar, assavas, sweets, condiments, spices, baby food, fruit products, vegetables of all kinds and all allied and by

products thereof, and for the purposes thereof, to establish preservation centres and canning and other factories at any place or places and to develop such and other allied business and to give subsidies to farmers, fishermen and other persons doing such business or who can grow and/or procure necessary materials required by the Company.

66. To carry on all kinds of agency business and as buying and selling agents of all articles, things, commodities and products.
67. To manufacture, produce, refine, prepare for market, distill treat, cure, submit to any process, purchase, sell and otherwise trade or deal in, export and import and dispose of and turn to account vegetable oils, essential oils chemicals including aromatic chemicals and perfumery compounds, gum, molasses, syrups, alcohol, spirit, balta and other gums and residual and other produce or products and byproducts thereof.
68. To promote, help, encourage and/or undertake cultivation production and collection of flowers, herbs, roots, leaves, seeds woods, resins, and other substances suitable for the manufacture of essential oils, aromatic chemicals and perfumery compounds.
69. To carry on all or any of the businesses of Soap and Candle makers, tallow merchants, oil-merchants, and manufacturers of any deakers in and other preparation or compounds perfumery and proprietary articles and materials and derivatives and other similar articles of every description.
70. To carry on the business of manufacturers and dealers in all kinds of apparatus, bottles, containers, caps, stoppes, jars, brushes, boxes and cases, wholly of card wood, metal plastic or other substances, tins, cartoons, compact cases, tools, utensils, filling and packing the articles and products of the Company.
71. To carry on the business of tin makers, tin manufacturers, tin converters, colliery proprietors, coke manufacturers, miners, smelters, engineers, tin plate makers and iron founders in all their respective branches.
72. To carry on the business of extracting oil either by crushing or by chemical or any other processes from copra, cotton seed, linseed, castor seed, groundnuts or any other not or seed or other oil bearing substance whatsoever.

73. To manufacture and deal in hydrogenated oils, vegetable oils, vegetable ghee substitutes, vegetable products and butter substitutes, glycerine, lubricating oils, greases, boiled oils, varnishes and all other kinds of oils and oil preparations and products including by products of whatsoever description and kind and to carry on the business of manufacturers and dealers in all kinds of oils, oil seeds and oil buyers, sellers and dealers of oil seeds and oil products including by products.
74. To carry on business as manufacturers, refiners, importers and exporters of and dealers and merchants in copra, cotton seeds, lin seed, castorseed, ground nuts or any other nut or oil bearing substance whatsoever and oils, oil cakes manufacture therefrom hydrogenated oil grains and flour, as makers and manufacturers of cattle food, poultry foods and foods for animals and birds and feeding and fattening preparations of every description, as manufacturers and makers of manures of every description.
75. To carry on the consultancy for transfer of technical know how on turnkey basis in the field of chemicals, pesticides, fertilizers, agrochemicals and household products.

IV. The liability of the members is limited.

* V The Authorized Share Capital of the Company is Rs. 15,00,00,000 (Rupees Fifteen crores only) divided into 1,50,00,000 (One Crore Fifty Lakhs) equity shares of Rs. 10/- (Rupees ten only) each."

+ Amended wide Special Resolution passed in the 23rd Annual General Meeting of the members of the Almcoc Pesticides Limited held on Friday, 31st DECEMBER, 2010.

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We, the several persons, whose names, addresses and occupations are subscribed below, are desirous of being formed into a Company in pursuance of this MEMORANDUM OF ASSOCIATION and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names :

Name, address, description and occupation of each subscriber	Number of equity shares taken by each subscriber	Signature of subscriber	Signature of witness and his name address, description and occupation
Pradeep P. Dave S/o. Pushkarrai Dave 8th Road, Akhand Jyoti, Santacruz (E), Bombay - 400 055. BUSINESS.	1 (One)	Sd/-	
Jayendra P. Dave S/o Pushkarrai Dave 8th Road, Akhand Jyoti, Santacruz (E), Bombay - 400 055. BUSINESS.	1 (One)	Sd/-	
Balkrishna B. Pandya S/o. Babubhai U. Pandya 602, Sushil, Vallabhbai Patel Road, Santacruz (W), Bombay - 400 054. BUSINESS.	1 (One)	Sd/-	Sd/- Piyush A. Vora S/o. Arun Balchand Vora, 1st Floor, Curimjee Building, III-A, M. G. Road, Bombay - 400 023. CHARTERED ACCOUNTANT.
Mrs. Elizabeth P. Shrivastava W/o Shri Chandra Prakash Shrivastava B-45/46 Abhishek Lokhandwala Complex, Andheri (W), Bombay - 400 058. BUSINESS.	1 (One)	Sd/-	
TOTAL :	4 (Four)		

Bombay : Dated : 20th May, 1987.

Name, address, description and occupation of each subscriber	Number of equity shares taken by each subscriber	Signature of subscriber	Signature of witness and his name, address, description and occupation
B/I... Shantilal J. Vora S/o Jagjivandas Talakshi Vora Vanik Nivas, Kama Lane, Ghatkopar, Bombay - 400 086. SERVICE.	4 (Four) 1 (One)	Sd/-	
Madhusudan B. Pandya S/o Babubhai Pandya 15 A, Kumkum Apt., 8th Floor, S.V. Road, Vile Parle (W), Bombay - 400 056. BUSINESS.	1 (One)	Sd/-	
Tarlika P. Dave W/o. Pradeep P. Dave 8th Road, Akhand Jyoti, Santacruz (E), Bombay - 400 055. BUSINESS.	1 (One)	Sd/-	Sd/- Piyush A. Vora S/o. Arun Balchand Vora, 1st Floor, Curimjee Building, III-A, M. G. Road, Bombay - 400 023. CHARTERED ACCOUNTANT.
TOTAL :	7 (Seven) only.		

Bornbay : Dated : 20th May, 1987.