

MEMORANDUM OF ASSOCIATION

OF
PREMIER POLYFILM LIMITED
Company Limited by Shares
The Companies Act, 2013*

- I The name of the Company is PREMIER POLYFILM LIMITED
- II The Registered Office of the Company will be situated in the National Capital Territory of New Delhi i.e. within the jurisdiction of the Registrar of Companies, Delhi.
- 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 ARE: -

1. To manufacture, produce, fabricate, process, convert, refine, purchase, stock, import, export, sell, distribute and to carry on the business of agents and wholesale and retail dealers in PVC/HDPE/LDPE/LLDPE and other types of plastics and polymers. copolymers thereof, poly films and sheets in flexible, rigid and/or semi-rigid form for industrial and/or commercial/consumer applications including industrial laminates of manmade, natural, synthetic, mineral, metallic, fibrous, wooden, chemical or of any combination of all or any of these and to manufacture, refine, process and/or to manufacture, produce, fabricate, process, convert, refine, purchase, stock, import, export/HDPE/LDPE/LLDPE and other types of plastics and polymers/copolymers thereof, plasticizers, stabilizers, special adhesive's and compounds any of them and such other identi2cal or improved materials required for the purpose of the objects enumerated hereinabove and to manufacture any bye products resulting directly or indirectly from the business of the objects herein before mentioned and to produce any adhesive, fixtures, fastners, matching, components, accessories and other goods and materials required for fixing and putting the said goods and/or materials in use.
- *2. To set up steel furnaces and continuous casting and rolling mill plant for producing steel and alloy steel billets and all kinds and sizes of the re-rolled sections such as flats, angles, rounds, squares, hexagons, octagons, rails, joists, channels, strips sheets, plates, deformed bars, plain and cold twisted bars, bright bars, shafting's and steel structures. To carry on the business of manufactures, processors, imports exports and dealers in all kinds of ferrous and nonferrous material meant for any industrial or non-industrial use and to carry on the business in cold or hot rolling, re rolling, stilling, edge milling, sheeting heat treatment of all kinds of steel and such other metals or any other such as strips, sheets, tapes wired, rods plates and any other such sections, shapes or forms of all kinds to carry business of manufacturer, processors, deal

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in import export, trade in all kinds of Lined Pre-engineered Modular Steel Bolted water tanks, in all types of rubber and plastic goods, particularly industrial rolls, rollers sheets, and consumer goods such as tyres, tubes and cardboard tubes, are cylinder-shaped cardboard tubes. Paper tubes which are made from wood pulp in the form of recycled paper, paperboard, paper-adhesive composites, cardboard, Kraft paper, waterproof/water-resistant cardboard, and fiberboard other such allied products.

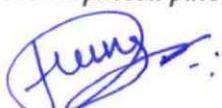
*3. To carry business of Manufacturer and installer of Water proofing, membranes & accessories used in undergroomed and overgroomed structures, including roofing membranes, liners etc. To carry on the business of manufacturer or dealer in textiles, fibers such as manmade, cotton, silk, jute, woolen and synthetics.

***4. *"To carry on the business of warehousing and logistics including industrial warehousing, logistics parks and to setup, construct, develop, acquire, deal-in, in any warehousing or logistics infrastructure including industrial warehouses, industrial park(s), logistics park(s), multimodal logistics park(s), infrastructure park(s) and such other related or similar warehousing or logistic facilities and for that purpose, to enter into transactions to buy, develop, acquire, purchase, lease, cut to size, handover, or deal in any other form and types of lands, buildings, properties and to develop, construct, build, alter, acquire, source convert, improve, design, erect, establish, equip, dismantle, pull down, turn to account, furnish, level, decorate fabricate, install, finish, repair, maintain, search, survey, examine, inspect, locate, modify, own, operate, protect, promote, provide, participate, file bids, and participate in auctions, reconstruct, grout, dig, excavate, pour, renovate, remodel, rebuild, undertake, contribute, assist and to act or provide services relating to warehouses, factories, buildings, structures, drainage and sewage works, water distribution, storage and filtration systems, docks, harbours, piers, irrigation works, foundation works and to carry on all or any of the forgoing activities for providing building materials, goods, plants, machineries, equipment, accessories, parts, tools, fittings, articles, materials and facilities and to sell, lease, forward sell, exchange and otherwise deal in warehouses, industrial parks, logistics parks and infrastructure parks and such other similar ancillary facilities for warehousing and storage."*

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

1. To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or company currying on or proposing to carry on any business which this Company Is authorized to carry on and as part of the consideration for such acquisition, to undertake all or any of the liabilities of such person, firm or Company or to acquire an Interest In, amalgamate with or enter Into any arrangements for sharing profits or for cooperation or for mutual assistance with any such person, firm or company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired by any shares, debentures, debenture stock or securities, that may be agreed

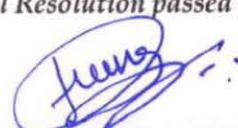
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upon and to hold, and to retain or sell mortgage and deal with any shares, debenture-stock or securities so received.

2. To acquire, build, construct; alter, maintain, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, and convince which may seem necessary to ad vanes the interests of the company and to Join with any, other such person or company doing any of these things.
3. To purchase/sale take on lease, to exchange, hire or otherwise acquire any movable, immovable property such as land, buildings, basements, stock In-trade, plant and machinery of every kind and any right or privileges which the Company may think necessary convenient for the purpose of business.
4. To promote or assist in the promotion of any company or companies or divisions for their purpose of acquiring all or any of the properties, rights and liabilities of the company.
5. To subscribe for, take, or otherwise acquire, and hold shares, stock, debentures or other securities of any other company having objects altogether or in part similar to those of the company. To acquire, equity shares by way of subscription (Public, Promoter Quota and Rights Issue etc), purchase or otherwise acquire the securities of anybody corporate, invest in all types of Mutual Fund(s) schemes.
6. To take agencies of any firm, company or companies within India or abroad, with the same objects and to appoint agents & franchises for its own business.
7. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale, and resell any goods from time to time belonging to the company.
8. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property of rights.
9. To operate the business or branch of business which this company is authorized to carry on by means, or through the agency of, any subsidiary company or companies, and to enter into any arrangements without such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power, at any time and either temporarily or permanently, to close any such branch or business.
10. To nominate Directors or managers of any subsidiary company or of any other company in which this Company is or may be interested.
11. To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any Directors, trustees, accountants or other experts or agents.
12. To conduct and carry out any research in connections with any of the business of the company and acquire and equip and conduct experiments for the purpose and acquire any property movable or immovable for the purpose.

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13. To advance, deposit or lend money, securities and properties to or with any company, body corporate, firm, person or association to commence or expand any industrial or commercial activity or for any other business purposes, with or without security and on such terms as may be determined from time to time and to discount. Buy, sell or deal in bills, notes, warrants, coupons and negotiable or transferable securities or documents and guarantee to performance of any contract by any such person. However, the company shall not carry on the business at banking as defined undertake the Banking Regulations Act, 1949.
14. To guarantee the payment of money secured by or payable under or in respect of bonds, debentures, debenture stock, contracts, mortgages, charges, obligations and other securities of any company or any authority, Central, State, Municipal local or otherwise or of any person however whether incorporated or not incorporated and generally to transact all kinds of guarantee business and agency business.
15. To receive money, securities, valuables of all kinds on deposit or safe custody from its members, directors and their relatives (not amounting to the business of banking as defined under the Banking Regulation Act, 1949) and to borrow or raise money in such manner as the company shall think fit and in particular by issue of debentures or debenture stocks, convertible or non-convertibles bonds (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by uncalled capital and also by a similar mortgage charge or lien secure and guarantee the performance by the company or any other person or company, as the case may be.
16. To communicate with and become members of Chambers of Commerce and other merchant and public bodies throughout the trade, industry and persons engaged in business in which the company is engaged or may be interested.
17. To purchase or otherwise acquire, and to sell, exchange, surrender, lease, mortgage, charge, convert, hold, turn to account, dispose of and deal in real and personal property and rights of all kinds, and in particular in lands, buildings, hereditaments, business concerns and undertakings, debenture stocks, mortgage, debentures, produce, concessions, options, contracts, patents, annuities, licenses, stocks, shares, securities, banks, policies book debts, claims, privileges and choices in action of all kinds, including any interests in real or personal property, and any claims against such property of against any person or company and to carry on any business, concern or undertaking so acquired.
18. To sell or to submit any concession or license obtained or contract entered into and generally to sell, the whole or any part of the property and business of the company for cash or shares or for obligations of any person or to any other company having objects altogether or in part similar to those of the company and to hold any such shares or obligation or to distribute all of them or any of them among the members of the company and to assist in forming and to subscribe for shares in any company intended to take over any part of the business as assets of the company.

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19. To sell or otherwise dispose of the whole or any part of the business or property of the company, either together or in portions for such consideration as the company may think fit, and company purchasing the same.
20. To adopt such means of making known the products, business and interests of the company as it may deem expedient and in particular by advertising in the press, radio, television and cinema, by circulars, by purchase, construction and exhibitions of works or art of general interest by publication of books and periodicals, and by granting prizes, rewards and donations.
21. To apply for, purchase or otherwise acquire, protect and renew in any part of the world patents, license, concessions, patent rights, trademarks, designs and conferring an exclusive or non-exclusive or limited right to their use, secret or other information regarding an invention or research which may seem capable of being used for any of the purpose of the company of the acquisition of which may seem calculated directly or indirectly to benefit the Company and the use, develop or grant license in respect thereof or otherwise turn to account the rights or information so acquired and to expend money in experimenting upon testing or improving any such patents, rights or inventions.
22. To acquire and undertake the whole or any part of the business, property or liabilities of any person, firm or body corporate, carrying on proposing to carry on any business which the Company is authorized to carry, or having property suitable for the purposes of the Company or which can be carried on in conjunction there with or which is capable of being conducted so as directly or indirectly to benefit the Company.
23. To enter into arrangements with any Government or any authority, supreme, municipal, local or otherwise that may be beneficial to any of the Company's objects and to apply for promote and obtain any Act of parliament, privilege, concessions, license, or authorization of the Government or any other authority local or otherwise for enabling the Company to carry on any of its objects into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such act privilege, concession, license or authorization .
24. To lease, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part or parts of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company or any share or interest therein respectively in such manner and for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other body corporate having objects altogether or in part similar to those of the Company.
25. To pay out of the funds of the Company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company, in any part of the world, outside the Union of India.
26. To take into consideration and to approve and confirm and/or carry out all acts, deeds or things that maybe done or entered into with any person, firm or body corporate by the promoters of the company and further to enter into any arrangement, agreement or contract

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with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.

27. To subscribe, contribute or otherwise, assist or guarantee money for any philanthropic, charitable, benevolent, public, general or useful object, fund or organization, or association, or institution, for any exhibition or for any purpose directly or indirectly to further the objects of the Company or the interest of the members.
28. To make arrangement with person engaged in any trade, business or profession for the concession to the Company's members and their friends of any special rights, privileges and advantages and in particular in regard to the supply of goods.
29. To distribute all or any of the property of the company amongst the members in special kind or any proceeds of sale or disposal of any property of the company with the sanction (if any) for the time being required by law.
30. To vest any real or personal property, rights or interest acquired by or belonging to the company in any persons or company on behalf of or for the benefit of Company, and with or without any declared trust in favor of the Company.
31. 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 calculated to benefit the company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other company.
32. To act as principals, agents, contractors, trustees or otherwise or through trustees, attorneys, agents or otherwise and either alone or in conjunction with other and to establish offices, agencies or branches for carrying any company or companies having objects altogether or in part similar to those of Company.
33. To purchase, take on lease, or otherwise acquire all or any part of the business or undertaking or property and assets of any other such person, firm, company or corporation carrying on similar business and agree to discharge their liabilities and to conduct, carry on or liquidate all of such business.
34. To act as forwarding agents and to insure, underwrite, undertake, goods merchandise or such other properties in connection with the main business of the Company.
35. To get insured all or any of assets lying with the company against damage, fire or loss.
36. To make, draw, issue, accept, endorse discount and buy promissory notes, bills of exchange hundies, cheques, debentures, bonds coupons and such other negotiable instruments and securities of all kinds.

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37. To indemnify members, officers, directors, secretary and servants of the Company against proceedings, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the company or for any loss damages or misfortunes which may happen in the execution of the duties of their office or in relation thereto.

38. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences, calculated to benefit the employees or ex-employees of the Company (or its predecessors in business) or the dependents or connections of such persons and to grant pensions and allowances and to make payments towards Provident Funds and Insurance and to subscriber or guarantee money for charitable or benevolent objects or for any exhibition, or for any public, general or useful objects.

39. To open any kind of account in any bank and to make, accept and endorse and execute all types of promissory notes, bills of exchange and such other negotiable instruments of all types in connection with the main business of the company.

40. To acquire, from any person or any source, technical information, know-how, data, formulate, techniques and methods, engineering and operating plans, layouts, blue prints and other data for the design, installation, erection or consultancy, maintenance, operation of the plant, machinery, equipment and facilities whatsoever required for attaining the main objects of the Company and objects ancillary to the attainment of the main objects and to acquire, or grant or license such other rights and benefits in connection therewith.

41. To dispose of any property belonging to the Company and to help in purchase of any article or articles, whether made by the Company or not, by way of advance or to assist in the purchase of any such article or articles.

42. Subject to the provisions of Section 52 of the Companies Act, 2013, to place, to reserve or to distribute as dividend or bonus or bonus shares among the members or otherwise to apply as the Company may, from time to time, determine any moneys belonging to the Company, including those received by way of premium on shares or debentures issued by the company at a premium and any moneys received in respect of dividend accrued on forfeited shares and moneys arising from the reissue by the Company of forfeited shares.

43. Subject to the provisions of the Companies Act, 2013, to make donations to such persons or institutions either of cash or any other such assets as may be conducive to any of the company's main objects or otherwise expedient and in particular to remunerate any person or corporations introducing business to the company and also to subscribe, contribute or otherwise assist or guarantee money for charitable scientific, religious or benevolent, national, public cultural, educational or other institutions or objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences 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 the Company or the dependents, relatives or connections of such persons and, in particular, friendly

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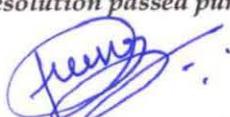
or other benefit societies and to grant pensions, allowances, gratuities and bonuses, either by way of annual payments or a lump sum and to make payments towards insurance and to form and contribute to provident funds and such other welfare funds of or such persons.

44. To refer or agree to refer to Arbitration in India or outside India for any claim, demand, dispute or any other such question by or against the Company or in which the Company is interested or concerned and whether between the Company and its members or their representatives, or between the Company and third parties, and to observe and perform and to do all acts, deeds matters and things required to carry out or enforce the award.
45. To create any depreciation funds, reserve funds, sinking fund, insurance fund or any special or such other fund whether for depreciation or for repairing, improving or maintaining any of the property of the Company or for redemption of debentures or redeemable preference shares or for special dividends or equalizing dividends or for any other purpose and to transfer and such funds or part thereof to any of the other funds herein mentioned.
46. To amalgamate/split off, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession, or for competition with any person, firm or body corporate whether in India or outside carrying on or engaged in, or about to carry on or engaged in, 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 and further to enter into any arrangement or contract with any person, association or body co-operate whether in India or outside, for technical collaboration, technical know-how or for such other purposes that may seem calculated beneficial and conducive to the objects of the company.
47. Without prejudice to the generality of the foregoing, to undertake, carry out, promote and sponsor any activity for publication of any booklet literature, attainment articles or organizing lectures, conferences or seminars, workshops, training programmes as to advance the main objects or for giving merits awards, scholarship, any other such assistances to institutes, deserving students or such other scholars, consultants or persons to enable them to pursue studies or academic pursuits and for the establishing or assisting institution, funds, or trust having any one of the main objects as one of its main objects.

IV. THE LIABILITY OF THE MEMBERS IS LIMITED.

V. The Authorized Share Capital of the Company is Rs. 15,000,000/- (INR Fifteen Crores) divided into 15,000,000/- (Fifteen Crores) Equity Shares of Rs.1/- (Rupees One) each.**

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We, the several persons, whose names and addresses 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 Capital of the Company, set opposite our respective names :—

Name, Description Occupation and address of subscribers	No. of Equity shares taken by each subscriber	Signatures of subscribers	Signature of witness with address and occupation
1. Amarnath Goenka S/o Sh. Kedar Nath Goenka R/o Ashirwad Farms, Behind Sector 3D, Vasant Kunj, Kishangarh, New Delhi Business	100 (One Hundred)	sd/-	
2. Ashok Kumar Sureka S/o S. M. Sureka R/o J-230, Saket, New Delhi-110017 Business	100 (One Hundred)	sd/-	
3. Nirmal Kumar Dabriwala S/o Sh. Mohanlal Dabriwala R/o 5B, Sarat Bose Road, Calcutta-700020 Business	100 (One Hundred)	sd/-	
4. Kamlesh Kumar Sinha S/o Late Sh. Sachidanand R/o R-1, (FF) Green Park Extn. New Delhi 110016 Business	100 (One Hundred)	sd/-	
5. Amitabh Goenka S/o Sh. Amar Nath Goenka R/o Ashirwad Farms, Behind Sector 3D, Vasant Kunj, New Delhi-110030 Business	100 (One Hundred)	sd/-	
6. Arvind Goenka S/o Sh. Amarnath Goenka R/o Ashirwad Farm House, Behind Sector 3D, Vasant Kunj, New Delhi-110030 Business	100 (One Hundred)	sd/-	
7. Nisha Goenka W/o Mr. Arvind Goenka R/o Ashirwad Farm, Behind Sector 3D, Vasant Kunj, New Delhi-110030 Housewife	100 (One Hundred)	sd/-	
	700 (Seven Hundred) Equity Shares		I witness the signatures of all the subscribers who have signed in my presence at New Delhi. Sd/- (NARESH KHANNA) (Advocate) S/o Sh. K. L. Khanna 373, Western Wing, Tis Hazari Courts, Delhi-110054 E. No. D/46/1992

Place : NEW DELHI Dated the 9th day of JULY, 1992.

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