

**THE COMPANIES ACT, 2013**  
**MEMORANDUM OF ASSOCIATION<sup>1</sup> OF**  
**HEMO ORGANIC LIMITED**

1. The Name of the Company is **HEMO ORGANIC LIMITED**.
2. The Registered office of the company is situated in the **State of Gujarat**.
3. <sup>3</sup>(A) **The Objects to be pursued by the Company on its incorporation are;**
  - (1) To carry on the business as manufacturers, manufacturers' representatives, traders, dealers, stockists, suppliers, factors, agents, exporters and distributors of all classes, kinds, types, nature and description of:
    - (i) Chemicals, dyes, pigments, auxiliaries, intermediates, heavy and fine chemicals, organic and Inorganic chemicals, petro chemicals, acids, dyestuffs, Including para chloromata credon, 2, 6 dichloro aniline, O-chlorophenyl acetic acid, diphenyl oxide, N. butyl alcohol, butyl acetate, ethyl acetate, acetate, acetic acids, sufset oil.
    - (ii) Gases such as oxygen, ecerylene, ammonia, nitrogen, hydrogen, helium required for industries, agriculture, domestic, clinic, hospitals, refrigeration, aviation, transport, space, rockets, power plants, lighting, heating, cooling and coking purpose.
  - (2) To carry on in India or elsewhere the business of formulating, processing, developing, refining, importing, exporting, buying, selling, reselling, developing, promoting, marketing or supplying, trading, dealing and to act as broker, importer, exporter, buyer, seller, stockists, distributor, contractor, supplier, metallurgists, engineer, collaborator, job worker, or otherwise to deal in copper, copper alloys, copper metal, unwrought copper, copper waste, copper scrap, copper foils, copper powders, copper flakes, copper strips, copper sheets, copper wires whether coated, uncoated, claded, perforated, printed, embossed, insulated and all types of sections, varieties, strengths, specifications, descriptions, dimensions, and shapes of copper products, including bars, angles, tubes, pipes and blanks thereof, hollow bars, containers, stranded wires, cables, cordage, ropes, plaited bands, insulated electric wires & cables, electrodes, gauge, clothes, grills, netting, fencing, reinforcing fabrics, chains, nails, tacks, staples, hooks, nails, spiked cramps, shields, spikes and drawing pins, rivets, buckles, bolts, nuts, screws, cotters, cotter pins, washers, spring washers, springs, sanitary wares, hardware, utensils, electronic goods and other allied items, their parts, fittings, accessories & components, and to do all incidental acts and things necessary for the attainment of the above objects;
  - (3) To carry on in India or elsewhere the business of manufacturing, formulating, processing, developing, refining, importing, exporting, wholesale and/or retail trade all kinds of pharmaceuticals products, medicines, drugs, medicines, biologicals, neutraceuticals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products and dry salters, also to engage in business of healthcares, life sciences, research and development;
  - (4) To carry on the business as weavers or otherwise manufacturers, buyers, sellers, importers, exporters and dealers of silk, art silk, synthetic, woolen and cotton fabrics and other fibrous products including dressing and furnishing materials, uniforms, readymade garments, carpets

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<sup>1</sup> The Company has adopted new set of Memorandum of Association vide Special Resolution passed in Annual General Meeting held on September 11, 2024.

<sup>3</sup> The main object of the Company has changed vide Special Resolution passed in Annual General Meeting held on September 11, 2024.



- (5) and carpet backing, blankets padding knitted goods, woven bags, hosiery gloves, yarn and sewing thread and, To carry on the business of packing, grading, crimping, twisting, texturing, bleaching dyeing, printing, mercerizing or otherwise processing yarn, cloth, carpets, blankets and other textile goods, whether made from cotton, jute, wool, silk, art silk, synthetic and other fibers or blends thereof;
- (6) To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere.

**(B) Matters which are necessary for furtherance of the objects specified in Clause 3(A) are;**

1. To buy, sell, repair, alter, improve, exchange or hire, import and export, and deal, in all works, plant, machinery tools and utensils, appliances, apparatus. products, materials, substances, articles, and things capable to being used in any and every such business as aforesaid or required by any customers of or persons having dealings with the company or commonly dealt in by persons engaged in any such business and to manufacture, experiment with, render marketable, and deal in all residual and by-products incidental to or obtained in any of the business carried on by the Company.
2. To enter into any arrangements with any Government or authorities, municipal, local or otherwise or any persons whether company or association. partnership or individual in India or abroad, that may seem conducive to the objects of the Company or any of them and to obtain from any such Government, authority, persons or company any rights, privileges, charters, contracts, licences or concessions.
3. To acquire the whole or any part of the undertaking and assets of any business within the objects of the Company and any lands, privileges; rights, contracts, property or effects held or used in connection therewith and upon any such purchase to undertake the liabilities of any persons whether Company, association, partnership or Individual.
4. To amalgamate, enter into partnership, or into any arrangement for sharing profits, union of interests, co-operation, joint ventures or reciprocal concessions, or for limiting competition with any person or company carrying on or engaged in or about to carry on or engage in , any business or transaction which the Company is authorized to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly, or indirectly benefit the Company.
5. To apply for, purchase, or otherwise acquire and renew in any part of the world , any patents, patent rights, brevets'd invention, licenses, concessions and the like, conferring any exclusive or non- exclusive or limited right or their use or any secret or other information as to any invention 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 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 on experimenting upon testing or improving any such patents inventions or right.
6. 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.
7. Generally, to purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business or which may enhance the value of any other property of the company and in particular any land, buildings, factories, easements, machinery, plant, vehicles and stock-in-trade.
8. To build , construct, alter, maintain , enlarge , pull down, remove, or replace and to work, manage and control any buildings, offices, mills, shops, machinery, engines, roadways,



- tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works and other works, convenience, which may seem calculated directly or indirectly to advance the interest of the Company and to join with any other person whether Company, association, partnership or individual, in doing any of these things.
9. To invest and deal with the moneys of the Company not immediately required in any manner and in particular to accumulate funds or to acquire or take by subscription, purchase or otherwise howsoever or to hold shares or stock in or the security of any Company, association or undertaking in India or abroad, subject to the provisions of the Companies Act, 2013.
  10. To lend and advance money or give credit to such companies or other persons and on such terms as may seem expedient and in particular to customers and others having dealing with the Company and to guarantee the performance of any contract or obligation and the payment of money or by any such persons and generally to give guarantees and indemnities.
  11. To receive money on deposits or loan and borrow or raise money in such manner as the company shall think fit and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and/or secure the repayment of any money borrowed, raised or owing by mortgage, charge, or lien
  12. Upon all or any of the property or assets of the Company (both present and future) including the 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 provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.
  13. To pay for any business, property or rights acquired or agreed to be acquired by the Company and generally to satisfy such obligation of the Company by the issue or transfer of shares of the is Company credited as fully or partly paid up or of debentures or other securities of the Company.
  14. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
  15. To pay for any rights or property acquired by the Company and to remunerate any person or Company 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.
  16. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
  17. To sell, lease, mortgage or otherwise dispose of the property, asset or undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular, for shares, stock, debentures or other securities of any other company having objects altogether or in part similar to these of the Company.
  18. Subject to the provisions of the Companies Act 2013, to distribute, as dividend, bonus or otherwise among members in kind any property or assets of the Company and any shares, debentures or securities of this Company or of other Companies, belonging to this Company which this Company may be, competent to distribute including capital profits.
  19. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the propriety and rights of the Company;
  20. To establish and maintain or procure the establishment and maintenance of any contributory or non- contributory pension or superannuation funds for the benefit .of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person who are or were at any time in the employment or service of the Company or of any Company which is a subsidiary of the Company or is allied to or associated with the Company with any such subsidiary Company, or who are or were at any time Directors or Officers of the Company or of any such other Company as aforesaid and the wives widows, families and



dependents of any such persons and also establish and subsidise and subscribe to any institutions including in particular, any cafeterias, canteens or clubs or funds calculated to be for the benefit of or to advance the interests and wellbeing of the Company or of any such other Company as of or said and make payments to or towards the insurance of any such person as aforesaid and to any of the matters aforesaid either alone or in conjunction with any other Company as aforesaid.

21. To subscribe or contribute or otherwise assist or to grant money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, organisations, objects or purpose of far any exhibitions. The Company shall not contribute to any political party or for any political purpose to any individual or body.
22. To procure the Company to be registered or recognised in any part of the world outside India.
23. To create any depreciation funds, reserve fund, sinking and or any other special fund whether for depreciation or for preparing, improving extending maintaining any of the properties of the Company or for any other purpose conducive to the interests of the Company.
24. Subject to the provisions of the Companies Act 2013, to place, to reserve or to distribute as dividend or bonus among the members or otherwise it apply as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the Company and any moneys received in respect of dividends accrued uncanceled shares or from uncanceled dividends.
25. To establish , provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments; to undertake and carry on scientific and technical researches, experiments and tests of all kinds: to promote studies and researches both scientific and technical, Investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops libraries, lectures, meetings and conferences and by providing or contributing to the remuneration of scientific or technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventors of any kind that may be considered likely to assist in any business which the Company is authorised to carry on.
26. To establish, maintain and operate technical training institutions and hostels for technical staff of all categories of the Company to make such other arrangements that may be expedient for the training of all categories of officers, workers, clerks, technical and other personnel likely to be useful to or assist in any business which the Company is authorised to carry on.
27. To establish, maintain and operate general educational institutions and hostels for the benefit of the children of the employees or ex-employees of the Company, their dependents or connections of such persons and others and to make grants and awards and grant scholarships.
28. To take part in the management, supervision or control, of the business or operations of any Company or undertaking and for that purpose to appoint and remunerate any director's accountants or other experts or agents.
29. To undertake and execute any trusts, the undertaking whereof may seem desirable and whether gratuitously otherwise.
30. Subject to the provisions of the Companies Act, 2013, or any other enactment in force, to indemnify and keep indemnified, members, officers, Directors, agents and servants of the Company against proceedings, costs, damages, claim and demands in respect of anything done or ordered to be done by them for and in the interests of the Company and for any loss, damage or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.
31. To insure, against losses, damages, risk and liabilities of any kind which may affect the Company either wholly or partially.
32. To apply, for, promote and obtain Act of Parliament, charter, privileges, concession, licence



- or authorisation of any Government, State or Municipality provisional order or licence of any authority for enabling the Company to carry any of its objects into effect or for extending any of the power for the Company or for effecting any modification of the constitution of the Company for any other purpose which may seem calculated directly or indirectly to prejudice the interest of the Company.
33. To own and operate transport vehicle and vessels for transporting all raw materials, finished products and other goods and things required, dealt in or manufactured by the Company.
  34. To produce, convert, export, import, purchase, sell deal and trade in all materials and things including raw materials, by-products, wastes, finished products and products at all intermediate states, machinery, equipment and chemicals connected directly or indirectly with the industry set forth above.
  4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
  5. The Authorised Share Capital of the Company is Rupees 10,00,00,000/- (Rupees Ten Crores Only) divided into 10000000 (One Crore Only) Equity Shares of Rupees 10/- (Rupees Ten Only) each.<sup>2</sup>

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<sup>2</sup> The Authorized Share Capital of the Company has been increased from Rupees 3,50,00,000/- (Rupees Three Crores Fifty Lakhs only) divided into 35,00,000 (Thirty-Five Lakh only) Equity Shares of Rupees 10/- (Rupees Ten Only) each to Rupees 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000/- (One Crore Only) Equity Shares of Rupees 10/- (Rupees Ten Only) each vide Special Resolution passed by the Members in their Annual General Meeting held on September 11, 2024.



20 / 12 / 92 (1) 2

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 :-

Names, Addresses, Descriptions, Occupations and Signature of the Subscribers	No. of Equity Shares taken by each Subscriber	Name/s and Signature/s of the Witness/es and their Address/es, Description/s, Occupation/s
<p>① Dineshbhai - S. Patel. S/o Shanabhai - J. Patel. Patel Colony Near Pioneer Highschool. Anand - 388001 Business. <u>D.P.C.</u></p>	<p>10 (Ten)</p>	<p>J gemcin (common Witness to all the Patel..</p>
<p>② Shashan, N. Patel. S/o Narendrabhai C Patel. 'Sumerpani' Sardar Ch. Anand Durg Rd ANAND - 388001. Business. <u>S.M. Patel</u></p>	<p>10 (Ten)</p>	<p>ASHOK. A. PATEL S/o AMBALAL M. PATEL. CHARTERED ACCOUNTANT</p>
<p>③ Madhavan V. Patel. S/o Kintabhai. J. Patel Kumar Estate, New old Ch. Anand ANAND - 388001 Business. <u>M. V. Patel.</u></p>	<p>10 (Ten)</p>	<p>'KORUKALU' MATTAIR ROAD. ANAND.</p>

Place ANAND Dated this 3<sup>rd</sup> day of August 1992.

21 ————— Signed

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 :-

Names, Addresses, Descriptions, Occupations and Signature of the Subscribers	No. of Equity Shares taken by each Subscriber	Name/s and Signature/s of the Witness/es and their Address/es, Description/s, Occupation/s
4. Kantibhai C. Patel S/o Chaturbhai B. Patel 38, Rajhans Society Bhairaha Marg Vallabh Vidyanagar - 388120 Retired Prof. of Chemistry	10 (Ten)	I remain common witness to call. Gaudel
5. Rajnikant M. Patel S/o Muljibhai S Patel C-5, University colony, V.V. Nagar Prof. of Chemistry 388120 R.M. Patel	10 (Ten)	ASHOK. A. PATEL S/o AMBALAL M. PATEL
6. Hitendra N Patel S/o Narendrabhai G Patel 12, Commerce Center M.G. Road Anand 388001 Business H.N. Patel	10 (Ten)	CHARTERED ACCOUNTANT 'KURUVIKRUPA' INAYFARIL ROAD ANAND
7. Patel Jayantilal Mohanlal S/o. Mohanlal Narandas Patel DINA' Nr. Ganesh Guest House Bakrol Rd. V.V. Nagar - 388120	10 (TEN)	
BUSINESS H.N. Patel	70 (Seventy)	Total

Place ANAND Dated this 3<sup>rd</sup> day of August 1992.