

**THE COMPANIES ACT, 2013**  
**(COMPANY LIMITED BY SHARES)**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**NATIONAL PEROXIDE LIMITED#**



1. #The Name of the Company is NATIONAL PEROXIDE LIMITED.

*#The above clause 1 has been altered pursuant to the Composite Scheme of Arrangement amongst National Peroxide Limited ("Demerged Company" or "Transferee Company") and Naperol Investments Limited ("Transferor Company") and NPL Chemicals Limited ("Resulting Company") and their respective shareholders and creditors ("Scheme") vide Order dated 04.05.2023 passed by the National Company Law Tribunal, Mumbai Bench.*

2. The Registered office of the company will be situated in the state of Maharashtra i.e. within the Jurisdiction of Registrar of Companies Maharashtra at Mumbai.

- 3.(a). The objects to be pursued by the company on its incorporation are:

1. To carry on business as manufacturers, producers, importers, exporters, merchants, distributors, commission agents, brokers, and wholesale and retail dealers of and in peroxide of hydrogen, other heavy chemicals, and fine chemicals and of and in all kinds of chemicals detergents, pigments and medicinal, pharmaceutical, veterinary, serobacteriological, dental, cosmetic and perfumery products of soap, medicinal foods, diagnostics preparations, bacteriological stains, artificial manures and other products designed to protect and encourage the germination of seeds and the growth of plants of every description, of insecticides of every kind and generally of chemicals and chemical products of all kinds and allied and auxiliary products and intermediates thereof.

- 3.(b). Matters which are necessary for furtherance of the objects specified in clause 3(a) are:

2. To establish shops, stalls and similar organizations for the sale, purchase, storage and disposal of the Company's products, articles, journals and periodicals.
3. To negotiate and enter into agreements and contracts with foreign companies, firms and persons for technical assistance, know-how and collaborations in the area of Chemical business of the Company.
4. To buy, sell, prepare, warehouse, hire, charter, let on hire and deal in whether dirigible or otherwise, for or in relation to Chemical business and all kinds of machinery, apparatus and appliances for use in connection therewith and all kinds of Chemical business.

For NPL CHEMICALS LIMITED

COMPANY SECRETARY

Amish Shah

ACS : 41237

5. To establish laboratories for control of the quality of raw materials, intermediates and finished products and to carry out research and investigation to process, improve and invent new and better techniques and methods for making products, by the company and co-products, joint products and by products thereof.
6. To buy, sell, import, export and otherwise deal in all kinds, of containers, packaging materials necessary for the purpose of carrying on the business of the Company including apparatus, bottles, caps, stoppers, boxes and cases made wholly of card wood or otherwise.
7. To buy, develop, design, programme software for Chemical business.
8. To construct or acquire on lease or ownership or rent basis, warehouses and to use them for its own business.
9. To construct or acquire, take on lease, office premises, and residential buildings for the purpose of the Company's business, or providing housing for employees, workers and others and also for letting them out on lease basis.
10. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company or firm carrying on or proposing to carry on any business which the company is authorised to carry on or property suitable for the purpose of this Company or, which can be carried on in conjunction therewith.
11. To accept by way of gift, shares, securities or other assets, subject to applicable laws.
12. To open branches, sub-offices, depots and multiple shops in India or outside India and to appoint agents, stockist, distributors, sub-distributors, dealers, and brokers for the business of the Company.
13. To amalgamate, enter into any partnership or acquire interest in the business of any other company, person or firm carrying on or engaged in or about to carry on or engaged in any business or transaction included in the objects of the Company or enter into any arrangement for sharing profits, or for co-operation, 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, any shares or debentures.
14. To de-merge, amalgamate, spin-off, reconstruct, reorganize the business, capital and / or assets, liabilities, debts, rights, obligations of the Company and enter into any scheme of arrangement with any person for the same.
15. To enter into schemes of arrangement, negotiations with and enter into agreements, arrangements, collaborations and contracts, and conclude the same with foreign and/or Indian parties and other persons.
16. To apply for purchase, or otherwise acquire and protect and renew in any part of world' any patents, patent rights, brevets d'invention, trademarks, designs,

copyrights, licenses, concessions and the like, conferring any exclusive or non-exclusive or limited right to 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 and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, invention or rights.

17. To insure any of the persons, properties, undertakings, contracts, guarantees, or obligations or profits of the Company of every nature and kind in any manner whatsoever.
18. To refer any dispute, claim or demand by or against the Company to arbitrators and to secure and perform the award.
19. To create any depreciation fund, reserve fund, development fund, sinking fund, insurance funds or any special or other funds, whether for depreciation or for repairing, improving, extending or maintaining any of the properties 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, gratuity, pensions, allowances or emoluments to any persons, who are or were at any time in the employment or service of the Company, or who are or were at any time Director or Officers of the Company and the wives, widows, families, dependents of any such persons and also to establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to advance the interests and well-being of the Company and make payment to or towards the insurance of any such persons as aforesaid.
21. To enter into any arrangements with any government or authority that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority any rights, privileges, licences and concessions which the Company may consider necessary or desirable to obtain.
22. To employ agents or experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertaking and generally of any assets, properties or rights which the Company proposes to acquire.
23. To apply for, secure, acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and exercise, carry out and enjoy any charter, licenses, power, authority, franchise, concession, rights, or privileges, which any government or authority or any corporation or other public body may be empowered to grant and to pay for, aid in and contribute towards carrying the same into effect.
24. To apply for, promote, and obtain any statute, order, regulation, license or other authorisation or enactment which may seem calculated directly or indirectly to

benefit the company and to oppose any bills, proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

25. To be interested in, promote, join and undertake the formation and establishment of such institutions, associations, chamber of commerce, or other bodies, business, pools, combines, syndicates, industrial trading or manufacturing in accordance with 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 subsidise any industry or undertaking.
26. To donate or gift in cash or in kind for any national, charitable, benevolent, public purposes, for promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the society or to any institution, club, society, research association, university, College or in favour of any government or any public institution(s) or organisation(s) or person(s).
27. To give donations and to advance and lend to any person(s), institution(s), organizations on such terms and conditions and with or without interest or concessional rate of interest as may seem expedient for the fulfilment of the objects contained in the above clause.
28. To undertake, carry out, promote and sponsor or assist any programme for promoting the social, cultural and economic welfare of or the uplift of the public in any rural or backward area and to incur any expenditure on any programme or Rural Development and to assist the execution and promotion thereof either directly or through an independent agency or otherwise and to transfer without consideration or at a fair or concessional value the ownership of any property of the Company to or in favour of any public institution(s) or organisation(s) or person(s). Without prejudice to the generality of the foregoing, the terms Programme for Rural Development Rural Area and ?Backward Area? shall have the same meaning as contemplated under the provisions of the Income-Tax Act 1961 or any other law relating to rural or backward area development for the time being in force in order to implement any of the above mentioned objects or purposes..
29. To open bank accounts of any nature including overdraft accounts and to operate the same and to avail of all nature of credit facilities.
30. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and either negotiable or transferable instruments or securities and to open bank accounts of any type and to operate the same in the ordinary course of business.
31. To establish or promote or concur in establishing or promoting any company having similar objects or any firm for the purposes of acquiring all or any of the property, rights and liabilities of the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or part of the shares, debentures or other securities of any such other Company.
32. To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of

the Company's business, either as principals or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.

33. To remunerate (by cash or otherwise or by other assets or by allotment of fully or partly paid shares credited as fully paid or paid up in other manner) any persons, firms, associations or companies (Indian or foreign) or bodies corporate for services rendered or to be rendered in giving technical aid and advice, granting licenses or permissions for the use of patents, trade secrets, trademarks, processes and for acting as trustees for debenture holders or debenture-stock holders of the Company or for subscribing or agreeing to subscriptions whether absolutely or conditionally for any shares, debentures or debenture- stock or other securities of the Company or for services rendered in or about the formation or promotion of the Company or for granting payment of such debenture-stock or other securities or introducing any property or business to the Company in or about the conduct of the business of this Company.
34. To procure any other company, to be registered or recognized in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country the business or profession of the Company.
35. To establish or promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
36. To provide for the welfare of shareholders, ex-shareholders, directors and ex-directors and employees of the Company and the wives, widows, and for families, the dependents or connections of such persons by building or contributing to the building of houses, dwelling places or by grants of money, pensions, allowances, bonuses or other payments, or by creating and from time to time subscribing or contributing to provident fund and other associations, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the Company shall think fit and to subscribe or contribute for or otherwise to assist or to grant money to charitable and other trusts, whether private, public, discretionary, vested or specific, national or to support other claims or to provide aid either by reason of locality of operation or on account of public or general utility or otherwise.
37. 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 indemnities of all kinds.
38. To nominate directors or managers of any subsidiary company or of any other company in which this company is or may be interested.
39. To place, to reserve or to distribute as bonus shares among the members or otherwise to apply, as the Directors may from time to time think fit, any monies received by way of premium on shares or on debentures issued at a premium by the Company and any monies received in respect of forfeited shares and monies arising from the sale by the Company of forfeited shares.

40. To distribute among the members in specie any property of the company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
41. To associate with, negotiate or enter into contracts with any person, Indian or foreign, companies, firm, individuals for technical collaboration or for acquiring the know-how from them or to impart or supply the know-how on such terms and conditions as the Company may deem fit, in any field of its activity or business.
42. To indemnify officers, directors, agents and servants of the Company against proceedings, costs, 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 any loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto.
43. To undertake and execute any trusts, the undertaking of which may seem to the Company to be desirable.
44. To develop and turn to account any land acquired by the Company or in which it is interested and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings and by planting, paving, draining, farming, cultivating and letting buildings on lease or by building agreements and by advancing money to and entering into contracts and arrangements of all kinds with builders or others either through trustees, attorneys, agents or otherwise and either alone or in conjunction with others.
45. To establish for any of the objects of the Company, branches of any firm or firms at places in or outside India as the Company may think fit.
46. To act as commission agents, buying and selling agents, brokers, & to act as manufacturers/ representatives.
47. To act as custodians of shares, debentures and other securities.
48. To undertake the custody and warehousing of merchandise, goods and materials and to provide cold storage and other special facilities.
49. To carry on business as insurance brokers and agents in respect of all classes of insurance including, marine, fire, life, accident, burglary, workmen's compensation, indemnity and motor insurance.
50. To carry on business as assessors, surveyors, actuaries, valuers and brokers in respect of all classes of property, both real and personal, and to take stock and property inventory.
51. To carry on the business of manufacturing and dealing in boxes, containers and all other types of packing including tubes, collapsible tubes, wrappings made out of all types of plastics, polythene, paper and corrugated sheets, aluminum

foils and leather, thermocol, fiber and fiber boards, jute, coir, steel required for industrial, commercial and house-hold and other types of packaging.

52. To carry on the business of capping and sealing of jars, all kinds of tubes, boxes and cases wholly of card wood, metal, plastic or other substances, tins, cartons, compact cases, tools, utensils, filling and packing the articles and products therein.
53. To carry on business of manufacturers, assemblers, designers, dealers of computers, printers, readers, magnetic or otherwise, CRT terminals and display systems, computer systems, and allied electronic components and accessories, calculators, cash registers, accounting machines, testing machines, devices, electronics instruments for general and process controls, printed circuit boards.
54. To purchase, sell, deal in, invest in, shares, stocks, units, debentures, debenture-stocks, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking whether incorporated or otherwise and wherever located.
55. To borrow or raise money, by itself or jointly with any other at interest or otherwise in such manner as the Company may think fit, and in particular by the issue of debentures perpetual or otherwise including debentures convertible into shares of this or any other company, or perpetual annuities and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property assets or revenue of the Company, present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient, and to purchase, redeem, or pay for any such securities, subject to the provisions of the directives of the Reserve Bank of India.
56. To guarantee the payment of money and performance of contracts or engagements entered into by any company or person and to secure the payment of money and performance of any contracts or engagements entered into by this Company and to discharge any debt or otherwise obligation of or binding up this Company by mortgage or charge upon all or any part of the undertaking, property and rights of the Company (either present or future or both) including its uncalled capital or by the creation of or issue of debentures, debenture-stock or other securities or by any other means.
57. To employ experts to investigate and examine into the conditions, prospects, value and circumstance of any business entered into or to be entered into by the Company and generally of any assets, property or rights of the Company.
58. To invest any of the surplus money and funds of the Company from time to time with the governments or in debentures or in shares or in mutual funds or other securities of any corporate body established in India or abroad, or in the shares of a co-operative society or in fixed deposits or by way of loans on interest in any banks or with any firms, companies or banks or in such other securities as may from time to time be determined by the Directors.

59. To undertake, guarantee and indemnify business and to act as trustees, executors, attorneys, receivers, administrators, nominees and agents and to execute trusts of all kinds and to exercise all the powers of custodians and trustees.
60. To obtain in foreign exchange and currencies and to convert currencies subject to approval of appropriate authorities for the business of the Company.
61. To manufacture, produce, process, prepare, disinfect, fermentate, compound, mix, clean, wash, concentrate, crush, grind, segregate, pack, repack, add, remove, heat, grade, preserve, freeze, distillate, boil, sterilize, improve, extract, refine, buy, sell, resell, import, export, transport, barter, store, forward, distribute, dispose, develop, handle, manipulate, market, supply in India or abroad and to act as agent, broker, representative, consultant, collaborator, aditil, stockist, laisioner, middleman, export house, job worker or otherwise to deal in all types, description, tastes, uses and packs of consumer food items, their by-products, ingredients, derivatives, residues, including foods and vegetables, packed foods, powders, pastes, liquids, drinks, beverages, juices, jams, jelly, squashes, pickles, sausages, concentrates, extracts, essences, flavours, syrups, sarbats, flavoured drinks, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, health foods, fast foods, cream, cheese, butter, biscuits, breads, cakes, pastries, confectionery, sweets, chocolates, toffees, breakfast, foods, protein foods, dietic products, strained baby foods, instant foods, cereal products, table delicacies and all other items whether natural, artificial or synthetic of a character similar or analogous to the foregoing or connected therewith.
62. To carry on business as buyers, sellers, provide, let on hire, lease, deal in all the rights including transmission, broad casting in respect of cables, satellite, wireless telecommunication devices, dish antenna, mobile instruments, space instruments communication, telephone and telegraphic communication, multimedia, E-mail and structured cabling to companies, industries, individuals, entities in India and abroad.
63. To carry on business as importers, exporters, distributors, dealers, commission agents, indenting agents of goods & merchandise and services and to act as an export house.
64. To carry on business as General Merchants, traders, agents, del- credere agents, buyers, sellers, dealers, commission agents in all kinds of industrial & marketable goods.
65. To manufacture, buy, sell, import, export, market, develop, operate, overhaul, programme, convert, alter, service, repair, design or otherwise deal in electrical & electronic instruments, various Testing equipment, electrical laboratory apparatus, parameters measuring instruments, testing evaluation equipment & resistance measuring equipment, automated testing equipment, electrical High Tension products, power frequency testing equipment, portable D.C .High Voltage modular test systems and recurrent surge generating systems.



66. To carry on the business of manufacturers, producers, users, traders, importers, exporters or to deal in or provide services in devices, systems, hardware and software.
67. To carry on the business as manufacturers, dealers, importers, exporters of plastic articles, plastic goods and packaging goods.
68. To undertake and execute any contracts for works involving the supply or use of any materials, machinery, skilled and unskilled labour and to carry out any ancillary or other works comprised in such contracts.
69. To provide all services including consultancy and contract services relating to pollution control, corrosion, preventions, testing, fire-fighting, safety, security, waste, disposal, port and harbour development, to generate, develop, extract, manufacture, deal in sell, hire or lease, as the case may be, energy, food or by-products from the sea, harbours, estuaries, rivers, lakes, dams, and other sources through mechanical, hydraulic, physical, manufacture patent, deal in, sell, hire or lease all such equipment, devices and processes mentioned in this sub-clause or the sub-clause that follows hereafter.
70. To render as principals, agents, contractors or otherwise, technical know-how and consultancy services in the fields of electronics, electricals, telecommunications, mechanics and chemicals particularly those requiring use of sophisticated technology, including the provision of facilities and collection and dissemination of knowledge for manufacture, hire and use of equipment and devices for commercial exploitation thereof and of any patents, know-how, rights or privileges for the time being acquired by or belonging to the company.
71. To purchase, acquire, take on lease, or in exchange or in any other lawful manner any other immoveable property and/or rights therein including, land, building multi-storied structures and to turn to the same into real estate, account develop the same and sell, transfer and dispose of or maintain the same or to maintain the same and to build townships, markets, or other building or convenience thereon and to equip the same or any part thereof with all any amenities or conveniences, drainage facility electric telegraphic, telephonic, televisions and to deal with same in any manner whatsoever.
72. To carry on any other business or activity and to do anything of any nature which in the opinion of the Directors of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely (whether directly or indirectly) to enhance the value of or render more profitable all or any part of the company's undertaking, property or assets or otherwise to advance the interests of the Company or of its members.
73. To do all such other things as in the opinion of the directors of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.
74. To enter into and perform all such contracts as are calculated to further the efficient performance of the activities of the Company.

75. To do all such other things (whether similar to any of the foregoing or not) as are incidental to or which the Company may think conducive to the above objects or any of them.
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 Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten).

\*The above Clause 5 has been altered vide Ordinary Resolution passed by the Members of the Company in their Extra Ordinary General meeting held on May 19, 2023.

6. 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 against our respective names:

Name address, description, and occupation of subscribers	No of shares taken by each subscriber	Signature of subscriber	Signature/name/ address/occupation & description of witness
1. National Peroxide Limited having registered office at Neville House, J.N. Heredia Marg, Ballard Estate, Mumbai 400001, Represented by Mr. Chandukumar Parmar S/O Shri. Nekaram Parmar residing at D-28, Second Floor, Good Luck CHS Ltd., Piramal Nagar, Goregaon (West), Mumbai 400 104 Occupation: Service Authorised by Board Resolution passed at the Board Meeting held on 14th July 2020	9,994 (Nine Thousand Nive Hundred Ninety-Four)	Sd/-	<p>I Witness 1 to 7 Subscribers who have signed and subscribed in my presence on 27/07/2020 at Mumbai. Further, I have verified their identity details for their identification &amp; satisfied myself of their identification particulars as filed in.</p> <p>Sd/- Mohammad Piliikandlu D/o Shri Devendra Shah 111, 11<sup>th</sup> Floor, Sai Dwar CHS LTD, SAB TV Lane, Off Link Road, Andheri West, Mumbai 400053 Occupation : Service</p>
2. Jairaj Champaklal Bham nominee of National Peroxide Limited S/o. Champaklal Bham, residing at 3, Falcons Crest, Parel, Tank Road, Mumbai 400012 Occupation: Service	1 (One)	Sd/-	
3. Girish Ranjit Advani nominee of National Peroxide Limited S/o. Ranjit Advani residing at 'A' WING 801, Evershine Embassy, Veera Desai Road, Opp. Country Club, Andheri West, Mumbai 400053 Occupation: Service	1 (One)	Sd/-	
4. Suresh Khurana nominee of National Peroxide Limited S/o. Narsingh Dass Khurana residing at Flat No. 3401-3402, Ashok Towers, Tower D, Dr. B.R. Ambedkar Road, Parel, Mumbai 400012 Occupation : Service	1 (One)	Sd/-	
5. Conrad Fernandes nominee of National Peroxide Limited S/o. Salvador Fernandes residing at Little Flower 7, Flat No 6, 28th Road, Bandra West, Mumbai 400050 Occupation : Service	1 (One)	Sd/-	
6. Gyan Shankar Awasthi nominee of National Peroxide Limited S/o. Ravi Shankar Awasthi residing at 101, Suraj Vasundhara Co-operative Soc, Kandivali East, Mumbai 400101 Occupation : Service	1 (One)	Sd/-	
7. Kaioz Dara Nalladaru nominee of National Peroxide Limited S/o. Dara Nalladaru, residing at Meherzin Building, C/34 3rd Floor; Nathalal Parekh Marg, 109, Wodehouse Road, Mumbai 400005 Occupation : Service	1 (One)	Sd/-	
	10,000 (Ten Thousand Only)		

Dated at Mumbai at this 27<sup>th</sup> July, 2020

