

**MEMORANDUM OF
ASSOCIATION
OF
PONDY OXIDES AND CHEMICALS
LIMITED**

(As amended on 18.09.2024)

**\\CERTIFIED TO BE TRUE//
PONDY OXIDES AND CHEMICALS LIMITED**



**K. Kumaravel
Director Finance and Company Secretary
DIN: 00664405**



FORM I 'A.



सत्यमेव जयते

CERTIFICATE OF INCORPORATION

No. 1B-30586 of 19 95

I hereby certify that PONLY OXIDES AND

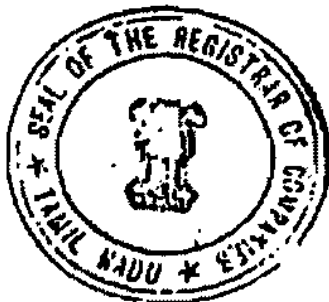
CHEMICALS LIMITED ***

is this day incorporated under the Companies Act 1956 (No. 1 of 1956)
and that the Company is Limited.

Given under my hand at MADRAS

this Twenty first day of March
thirteenth Phalgun

One thousand nine hundred and Ninety Five
One thousand nine hundred and Sixteen (BKA)



(P. GANGADHARA RAO)

Asst. Registrar of Companies
TAMIL NADU

J.S.C-1

2. PONLY OXIDES & CHEMICALS LIMITED

DIRECTOR/DIRECTOR

C. No. 30586



Certificate For Commencement of Business

Pursuant of section 149 (3) of the Companies Act, 1956

I hereby certify that the PONDY OXIDES AND CHEMICALS
LIMITED

which was incorporated under the Companies Act, 1956. on
the TWENTY FIRST day of MARCH 1995

and which has this day filed a duly verified declaration in the
prescribed form that the conditions of section 149 (1) (a) to (d) /
149 (2) (a) to (c) of the said Act, have been complied with, is
entitled to commence business.

Given under my hand at MADRAS
this THIRTY FIRST day of MARCH
TENTH CHAITRA
One thousand nine hundred and NINETY FIVE
One thousand nine hundred and SEVENTEEN (SAKA)



(S. RAMABHADRAN)
Registrar of Companies,
Tamil Nadu

J. S. C. 10

WFP-1521 JS-12410-(C. 10FF)-28-2-57-6,000

MEMORANDUM OF ASSOCIATION
OF
PONDY OXIDES AND CHEMICALS LIMITED

I. The name of the Company is **“PONDY OXIDES AND CHEMICALS LIMITED”**.

II. The Registered Office of the Company will be situated in the state of Tamil Nadu.

III. (A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:

1. To carry on the business of manufacturers, producers, repairers, traders, dealers, importers, exporters, buyers, sellers, jobbers, recyclers, cleaners, processing, treating, extraction, representatives, melters, refiners, smelters, intermediaries of machinery, equipment, electrical, electronic and engage in all types of Ferrous and Non-Ferrous Metals, re-processing of Plastics and its derivatives, recycled granules, pellets of PP, PVC, HDPE, LDPE, HIPS, ABS and others and its by-products for commercial work in India or elsewhere in the world;
2. To acquire in India or elsewhere by purchase, lease, assignment, transfer or otherwise mines, mining rights, or any other earthen surface containing all kinds of Ferrous, Non-Ferrous and other Metals and other related minerals and materials and to manufacture, treat, search, beneficiate, survey, improve, remove and extract from mines, quarry, fabricate, refine, import, export, purchase, sell and deal and to act as brokers, agents, stockiest, distributors and suppliers of all kinds of Ferrous and Non-Ferrous Metals and other related materials and minerals as above;
3. To carry on in India or elsewhere the business as manufacturers, producers, importers, exporters, buyers, sellers, traders, carrying and forwarding agents, brokers, stockist, packers, re-packers, consultants, valuers, commission agents and deal in all kinds of Batteries including Lithium ion battery, Inverters, UPS, Electronic Items, Machinery and Equipment's, all kinds of electrical and electronic products, wires and cables, goods and appliances, engineering goods, auto parts and machinery parts, Metals and Metal Scrap, Minerals, Chemicals, Hardware items, industrial and consumer goods, earth ware and all kinds of non-ferrous metals including related materials resulting from above and their scraps including e-waste along with the technical know-how;
4. To carry on the business of manufacture, buy, sell, import, export, process, treat and deal in all kinds of active pharmaceutical ingredients, intermediates, formulations and all raw materials related to the same;

5. To recycle, treat, refurbish, recover, reprocess, refine, and salvage all types of industrial, domestic or commercial waste including Lithium/e-waste and any item of any salvageable value whatsoever for further value addition or resale or reuse as is or in another process. Also, to buy, sell, import, export, trade, distribute, resell any such waste or item of any salvageable value or any product derived from the processing, recovery, refurbishment, refining, recycling and treatment of such waste or item of salvageable value;

(B) THE OBJECT INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

1. To carry and take over as a going concern any business engaged in carrying out of the activities and objects stated in para (A) above and take over any assets or part of the assets or manufacturing units such as land, building, plant and machinery, furniture and fittings etc, of such business concerns.
2. To purchase, take on lease and otherwise manage farm, estates, plantations and lands, in particular lands producing or useful in producing herbs.
3. To purchase, take on lease and otherwise acquire, maintain repair and construct buildings, houses and sheds necessary and adopted to the carrying on of all or any of the businesses of the company.
4. To purchase, take in exchange or on lease, rent, hire, occupy, allow to be occupied or otherwise acquire and use any freehold, leasehold or other immovable property and any lands, shops, warehouses, showrooms, workshops, offices, buildings, premises, ships, boats, launches, means of transport, canals, ferries, bridges, wells, railways, tramways, roads, machinery, plant and works and easements or other rights or interests in any land, works any easements or other rights or interests in any land, buildings and premises or any other immovable or movable, real or personal property or right which the company may think necessary or convenient for the purpose of its business either in consideration of a gross sum or of a rent charge in cash, kind or services or partly in one way and partly in another or both.
5. On any land purchased, leased or otherwise acquired, to erect, build, construct, improve, maintain, develop, alter, enlarge, pull down, replace, work, manage, carry out or control any buildings, houses, factories and works of every kind and description which may seem calculated directly or indirectly to advance the Company's interests, warehouses, offices, shops and showrooms, cottages, refreshment rooms and other conveniences for the comfort and accommodation of work-people and to contribute to, subsidies or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
6. To insure all or any of the buildings, engines, plant, machinery, works, shops, office, warehouses, show-rooms, stock-in-trade or other assets of the company against loss or damage by or as a consequence of war, accidents, riots, civil commotion, strike, fire, drought, tempests, earthquake, expositions, nuclear risks breakdowns, breakage's or otherwise howsoever or by reason of the employment of any chemicals, materials, work- people, servants, or agents.

7. To insure with all any person or company against losses, damages, risks and liabilities of any kind which may affect the Company either wholly or partially, and if thought fit, to effect any such insurance by joining or becoming members of any mutual insurance, protection or indemnity association, federation or society, and to accept any such insurance, or any part thereof for the account of the Company.
8. To borrow, raise and secure the payment of money for any of the purposes of the Company's business in such manner as the Company shall think fit, and in particular by the issue of mortgage, debentures or debenture stock, perpetual, or otherwise and issuable or payable at par or at a premium or discount and by periodical drawings or otherwise, to bearer or otherwise, charged upon all or any of the company's undertaking or property (both present and future) or by other obligations or securities of the company or by mortgage or charge of all or any part of the property of the company, present and future, including its uncalled capital or without any such charge, and to purchase, redeem or pay off, cancel and discharge any securities.
9. To apply for, purchase or otherwise acquire and protect, prolong and renew whether in India or elsewhere any patents; patent rights, brevets, d'invention, licenses, concessions, trade marks, designs and the like, conferring any exclusive or non-exclusive or limited right or use, or any secret or other information as to any-invention, process or privilege which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem directly or indirectly to benefit the company, and to use, exercise, develop manufacture under, or grant licenses or privileges in respect of or otherwise turn to account the property, rights of information, use or license so acquired and to subsidize, take part in or assist experiments, investigations and researches likely to prove beneficial to the Company.
10. To adopt such means of making known the property, goods and products of the Company as may seem expedient and in particular by advertising in the press, over the radio and television, by circulars, by purchase and exhibitions of works of art or interest and by registering and establishing and protecting trademarks, publication of books and periodicals and by granting prizes, rewards and donations.
11. To establish and conduct or discontinue or close agencies or branches and to employ agents in the carrying on of the business of the Company whether in India or elsewhere on such terms and conditions as may seem necessary or expedient.
12. To lend out, deposit, invest and deal with the moneys of the Company not immediately required.
13. To receive money on deposit at interest or otherwise and to lend and advance money to such persons and companies on such terms as may seem expedient without doing Banking business within the meaning of the Banking Companies Act 1949.
14. To pay out of the Company's funds the costs and expenses of, and incidental to, the registration and formation of this company, the costs and expenses of, and incidental to the acquisition, take over and amalgamation of the undertakings aforesaid and the costs and expenses of, and incidental to, the registration or winding up of any company the whole or part of the property whereof is acquired by this company or in which this company is or may be interested.

15. To enter into any arrangement with any authorities whether in India or elsewhere, that may seem conducive to the Company's objects or any of them and to obtain from any such authority any rights, licenses, privileges and concessions which the company may think it desirable to obtain and to carry-out, exercise and comply with any such arrangements, rights, licenses, privileges and concessions.
16. To make pecuniary grants by way of donation, contribution subscription, pension, allowance or gratuity and to render assistance otherwise to or for the benefit of persons who are or have been employed by the Company or its predecessors and the widows, orphans and dependants of any of such persons, to or in aid of charitable, benevolent, religious, scientific, national, international and public institutions, objects or purposes, or to any individual or body, to association or organisations or funds for the defense, protection, indemnification or advantage of companies, or others, for any exhibition and for the promotion of or opposition to any bill in parliament or state legislation or any like purpose.
17. To provide for the welfare of the employees (including Directors) or ex-employees of the Company or its predecessors in business and the wives, widows and families or (he dependants or connections of such persons by building or contributing to the building of houses or dwellings, quarters or by giving any grants of money, pensions, gratuities, allowances, bonuses, profit sharing bonuses, or benefits or any other payments or by creating and from time to time subscribing or contribution to provident fund and other associations, institutions, funds, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
18. To amalgamate or enter into any partnership of arrangement for sharing profits, union of interests, joint adventure, reciprocal concessions or co-operation with any person or company carrying on or engaged in or proposing to carry on or engage in, any business or transaction, and to subsidies or otherwise assist any such person or company, and to take or otherwise acquire and hold stocks, shares, debentures or securities of any such company.
19. To carry on any business or branch of a business which this Company is authorised to carry on as principals or agents and by or through trustees and by means or through the agency of any company or companies, and to enter into any arrangement with any such company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such company or guaranteeing its liabilities, or to make any other arrangement 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 business or branch, and to appoint Directors or Managers of any such Company.
20. To establish and to maintain agencies in any part of the world for the conduct of the business of the Company or for the sale of any material or things for the time being at the disposal of the Company for sale and to advertise and adopt means of making known all or any articles or goods traded or dealt in by the Company in any way that may seem expedient and in particular by advertising in the press, over the radio and television, by exhibition or demonstration, by conducting competition and giving prizes and awards and by the issue of circulars, books, pamphlets, slides, displays and price lists.

21. To promote any other Company or Companies for the purpose of acquiring or taking over all or any of the property, rights, and liabilities of the Company or for any other purpose which may directly or indirectly benefit the Company.
22. To remunerate any person for services rendered, or to be rendered, in placing or assisting to place or guaranteeing, the placing of any of the shares in the Company's capital or any debentures or other securities issued by the Company.
23. To sell or dispose of, to improve, manage, develop or exchange the undertaking, property or rights of the Company or any part thereof for such consideration as the Company may think fit.
24. To issue or allot fully or partly paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any service rendered to the Company.
25. To produce gas and generate electricity necessary for the purposes of the business of the Company and to process or deal with all products resulting from or ancillary to such production.
26. To refer all questions, disputes, or differences arising between the Company and any other person other than a Director of the Company in connection with or in respect of any matter relating to the business or affairs of the Company to arbitration in such manner and upon such terms as the Company and such other person may mutually agree upon in each case and such reference to arbitration may be in accordance with the provisions of the Arbitration act 1940 (10 of 1940) and the Rules of the International Chamber of Commerce relating to arbitration, and to institute legal proceedings or defend and proceedings and to appoint Advocates, consultants or Advisors in this behalf.
27. To create any depreciation fund, reserve, reserve fund, sinking funds, insurance fund, or any special or other fund whether for repayment of redeemable preference shares, redemption of debentures or debenture stock, for dividends, for equalising dividends, for repairing, improving, extending and maintaining any part of the property of the Company.

(C) THE OTHER OBJECTS NOT INDICATED IN (A) AND (B) ABOVE ARE:

1. To purchase or otherwise acquire, lease, underwrite, subscribe for and deal in real and personal property of all kinds, and in particular lands, buildings, hereditaments, business concerns and undertakings, mortgages, charges, patents, licenses, concessions, produce, book debts, claims and any interest in real or personal property, and any claims against such property or against any persons or company, and to carry on any business concern or undertaking so acquired.
2. To carry on business as producers or manufacturers of and dealers in any metal, alloy and metallic compounds, and of and in provisions, processed foodstuffs, drugs, chemicals *and* other articles and commodities of industrial, household or general use, ornaments or consumption and, generally, of and in all manufactured goods, materials and produce.

3. To carry on the business of restaurant keepers, hotel keepers, wine and spirit merchants, proprietors and managers of place of amusement, recreation, sport and entertainment and caterers for public amusement generally.
4. To carry on the business of manufacturing, preparing, importing, exporting, buying, selling, supplying, distributing, storing, stocking, maintaining and or otherwise dealing in all kinds and varieties of medical, bio-medical and 'surgical apparatus instruments, equipment dressings.
5. To carry on the business of purchasing and letting on lease or hire in any part of India or abroad all kinds of machinery, plants, tools, jigs and fixtures, agricultural machinery, ships, trawlers, vessels, barges, automobiles and vehicles of every kind and description, computers, office equipment of every kind, construction machinery of all types and descriptions, air conditioning plants, air crafts and electronic equipment of all kinds and descriptions.
6. To carry on business as producers, manufacturers or dealers in Engineering goods.

IV. The liability of the Members is limited.

V. The Authorized Share Capital of the Company shall be Rs. 20,15,00,000/- (Rupees Twenty Crores and Fifteen Lakhs only) divided into 4,03,00,000 (Four Crores and Three Lakh) equity shares of Rs.5/- (Rupees Five) each, with the rights, privileges and conditions in attaching thereto as are provided by the regulations of the Company for the time being with powers to increase or reduce the Capital for the time being into several classes, and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the company to vary, modify or abrogate, any such rights, privileges or conditions in such manner as may for the time being be provided for by the regulations of the Company.

Amendment in Capital Clause on account of Sub division/ split of equity shares of the Company approved by the Shareholders at the 29th AGM held on Wednesday, 18th September 2024

We, the several persons, whose names and addresses are subscribed, hereto 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.

Sl No	Signature, Names, Addresses Descriptions and Occupations of the Subscribers	No. of Equity shares Taken by each Subscribers	Signature, Name, Address, Description and Occupation of the Witness
1.	Sd/- RAMESHWAR DAYAL BANSAL S/o Late N.P. Bansal L/136 Anna Nagar, Madras - 600102 Business	100 (One Hundred)	All the subscribers have signed before me at Madras Sd/- N. RAVICHANDRAN S/o K. Narayanasamy 1/63, Kannadappa Nagar Madras - 600 051 Business
2.	Sd/- MANJU BANSAL W/o Anil Kumar Bansal L/136 Anna Nagar, Madras - 600 102 Business	100 (One Hundred)	
3.	Sd/- NEELAM BANSAL W/o Sumit Kumar Bansal L/136 Anna Nagar, Madras - 600 102 Business	100 (One Hundred)	
4.	Sd/- DEVAKAR BANSAL S/o R.D. Bansal 5 th Cross, Saihya Nagar Extn Pondicherry - 605 013 Business	100 (One Hundred)	
5.	Sd/- PAWAN BANSAL S/o R.P. Bansal S-3/301, Sunder Nagar Malad (West) S.V. Road, Bombay Business	100 (One Hundred)	
6.	Sd/- ANIL KUMAR BANSAL S/o R.D. Bansal L/136 Anna Nagar, Madras - 600 102 Business	100 (One Hundred)	
7.	Sd/- SUNIL KUMAR BANSAL S/o R.D. Bansal L/136 Anna Nagar, Madras - 600 102 Business	100 (One Hundred)	
8.	Sd/- RAJENDRAPRASAD BANSAL S/o R.D. Bansal S-3, 301, Sunder Nagar Malad (West), S.V. Road Bombay - 400 064 Business	100 (One Hundred)	
9.	Sd/- G. AVINASH S/o Gopalakrishnan Plot No: 1787 1 Block, Anna Nagar, Madras - 600 040 Business	100 (One Hundred)	
	TOTAL	900 (Nine Hundred)	

Place: Madras

Date: 17.02.1995