

**THE COMPANIES ACT, 2013  
(Company Limited by Shares)**

(Incorporated under the Companies Act, 1956)

**MEMORANDUM OF ASSOCIATION**

**OF**

**\* Kingfa Science & Technology (India) Limited**

- \* I. The name of the company is **Kingfa Science & Technology (India) Limited**.
- II. The registered office of the company shall be situated in the State of Tamil Nadu.
- @ III.(A). **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**
  - 1. to carry on the business of producing, refining, modifying, developing, manufacturing, buying, selling-including exporting from and importing into India-supplying and otherwise dealing in all kinds of plastics and resins including compounds, intermediates, derivatives and by-products thereof;
  - 2. to carry on the business of producing, refining, developing, manufacturing, buying, selling-including exporting from and importing into India-supplying and otherwise dealing in all kinds of moulding compounds of plastics and resins of every description;
  - 3. to carry on the business of designing, developing, manufacturing, buying, selling including exporting from and importing into India, supplying and otherwise dealing in, and the provision of services with regard to all kinds of products made from resins, plastics and moulding compounds;
  - 4. to design, develop, manufacture, buy, sell including exporting from and importing into India, supply, exchange, alter, manipulate and otherwise deal in plastic processing equipments including components, sub-assemblies and spares;
  - 5. compounding of all types of plastic including the manufacture of, buying of, selling of, supplying of and otherwise dealing in, and the provision of services with regard to, all kinds of plastic alloys;
  - 6. to carry on the business of designing, developing, manufacturing, buying, selling including exporting from and importing into India, supplying and otherwise dealing in, and the provision of services with regard to master-batches for all applications;
  - \$ 7. to carry on the business of designing, developing, manufacturing, buying, selling including exporting and importing, supplying, trading and dealing in, all kinds of Masks, all types of personal protective equipment's, melt blown and its fabrics, environmental safety products, medical and non-medical Masks and its allied services and by-products for industrial use and healthcare.

\* *Name Changed from Hydro S & S Industries Limited vide Special Resolution passed by the Members through Postal Ballot / E-Voting and the Results were declared on February 01, 2016.*

\$ *Inserted vide Special Resolution passed by the Members through Postal Ballot through remote E-Voting on [●].*

**@ III.(B). MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III.(A) ARE:-**

1. to pay either in cash or otherwise as the company deems fit-all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the company or which the company shall consider to be in the nature of preliminary expenses;
2. to adopt and carry into effect, with or without modification, all or any of the arrangements or agreements made, for the purpose of achieving any of the company's objects mentioned in clause III hereof;
3. to purchase, take on lease, or otherwise acquire for the purposes of the company any estates, lands, buildings, easements or other interests in real estate, and to sell, let on lease, or otherwise dispose of or grant rights over any real property belonging to the company;
4. to purchase, take on lease or otherwise acquire, erect, maintain, reconstruct, and adapt any offices, factories, sheds, workshops, mills, plant, machinery and other things found necessary or convenient for the purposes of the company;
5. to purchase or otherwise acquire all or any part of the businesses, properties and liabilities of any company, society, partnership or person, formed for all or any part of the purposes within the objects of this company, and to conduct and carry on, or liquidate and wind up any such business;
6. to promote any other company or companies for the purpose of acquiring or taking over all or any of the properties, rights and liabilities of the company, or for any other purpose which may seem directly or indirectly calculated to benefit the company;
7. to enter into any arrangements with any Government or authority that may seem conducive to the company's objects or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the company may think fit desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
8. to amalgamate or enter into partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint adventures, reciprocal concession, or otherwise, 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 any business or transaction capable of being conducted so as directly or indirectly to benefit the company;
9. to acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the company is authorized to carry on, or possessed of property suitable for the purposes of the company;
10. to enter into arrangements or agreements with any other person for the carrying out by such other person on behalf of the company, of any of the objects of the company;

11. to apply for, purchase or otherwise acquire any patents, patent rights, copyrights, trademarks, formulas, licences, concessions and the like, conferring any exclusive, non-exclusive of limited right to 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;
12. to enter into collaboration agreement(s) with any person(s) including government(s) or any other authority within or outside India-whether the nature of the agreement is financial, technical or otherwise-on such terms and conditions as the company deems fit;
13. to import into and export from India the technology in respect of the products mentioned in clauses III.(A)and III.(B) hereof on such terms and conditions as the company deems fit;
14. to carry on research and development work and experiments in connection with the businesses of the company;
15. to let on lease or on hire or otherwise the whole or any part of the real and personal properties of the company on such terms as the company shall determine;
16. to issue shares, debentures, debenture stock or other securities on such terms and conditions as the company shall determine and to purchase, redeem, pay off or convert into equity any such securities on such terms and conditions as the company shall determine;
17. to pay underwriting commission and brokerage in connection with the company's shares, debentures, debenture stock and other securities;
18. to borrow, raise money(s) or secure obligations (whether of the company or any other person) in any manner and subject to such terms and conditions including the payment of guarantee commission to persons including the directors of the company, as the company shall determine;
19. to advance and lend money(s), with or without security, and on such terms and conditions as the company shall determine;
20. to invest and deal with the money(s) of the company in such manner as the company shall determine;
- @ 21. subject to the relevant provisions of the Companies Act, 2013 and the rules framed thereunder in consultation with the Reserve Bank of India, to receive money(s) on deposit, on such terms and conditions as the company shall determine, without carrying on banking business within the meaning of the Banking Regulations Act, 1949 and also to pay brokerage on such deposits;
22. to subsidise, assist and guarantee any payment of money by, or the performance of any contract, engagement or obligation by, any person;
23. to draw, accept and make and to endorse, discount and negotiate bills of exchange, promissory notes and other negotiable instruments;
24. to adopt such means of making known and advertising the business and products of the company as may seem expedient to the company;

25. to transfer, sell or otherwise dispose of all or any of the businesses, properties and undertakings of the company for any consideration which the company may deem fit to accept;

<p>Substituted in place of Existing Clause III B(25) of Memorandum of Association of the company at the General Meeting held on 3<sup>rd</sup> January, 1986 by way of Special Resolution and duly confirmed by Company Law Board by their Order dated 4<sup>th</sup> January, 1988</p>	<p>“To sell, exchange, mortgage, lease, grant licences, Easements, and other rights with respect to or dispose of the undertaking, property and assets of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares of any other company.”</p>
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26. to establish agencies and to regulate and discontinue the same and to pay such remuneration to agents as the company shall determine;
27. to open, maintain and close branches and depots;
28. to establish, promote and otherwise assist any person including individuals, proprietorship concerns, partnership firms, associations, bodies corporate including companies or corporations for the purpose of acquiring any of the property or furthering any of the objects of the company;
29. to do all or any of the matters hereby authorized (in any part of the world) either alone or in conjunction with, or as factors, trustees or by or through any factors, trustees or agents;
30. to do all such things as are necessary for the company or its nominee(s) to become members or to be otherwise associated with national and international associations; institutes or other organisations, so as to promote or strengthen the company's interests on such terms and conditions as may be determined by the company;
31. (a) to undertake, carry out, promote and sponsor rural development including any programmes for the social and economic welfare of the public in any rural area;
- (b) to incur any expenditure on the aforesaid development and programmes and to otherwise assist in the execution and promotion thereof, either directly or indirectly;
- (c) without prejudice to the generality of the foregoing, 'Programme of Rural Development' shall also include any programme for the social and economic welfare of the public in any rural area in such manner as the company thinks fit, and 'rural area' shall include all areas that can be regarded so under the provisions of the Income Tax Act or any other law-relating to rural development in force from time to time;
- (d) in order to achieve any of the foregoing, the company may divest without consideration or at such fair or concessional rates as it thinks fit, or otherwise transfer any properties or goods of the company to or in favour of any public or local body or authority, central or state government, governmental agencies, public institutions, trusts or funds recognized or approved by the Central Government or State Governments or by any authority specified for the purpose by such Government(s);

32. (a) to undertake, carryout, promote, sponsor or to otherwise assist any activity for the promotion and growth of national economy and for what the company may consider to be its moral or social responsibility to the public or a section thereof, or what the company considers likely to promote national welfare or social, economic or moral uplift of the public or any section thereof, in such manner as the company thinks fit;
  - (b) without prejudice to the generality of the foregoing, the company may undertake, carry out, promote and sponsor any activity in connection with the publication of any books, literature, newspapers or other documents, or organizing lectures or seminars for advancing the said objects or giving merit awards, scholarships, loans or any other assistance to deserving persons directly or through an institution, fund or trust;
  - (c) in order to achieve any of the foregoing, the company may divest without consideration or such fair or concessional rates as it thinks fit or otherwise transfer any properties or goods of the company to or in favour of any public or local body or authority, Central or State Government, Governmental agencies, Public Institutions, trusts or funds recognized or approved by the Central Government or State Governments or any authorities specified for the purpose by such Government(s);
33. subject to the provisions of the Act, to subscribe or undertake or contribute or otherwise assist any national, charitable, benevolent, religious, public, scientific, rural, general or other useful object or institution as the company deems fit;
  34. to provide for the welfare of persons in the employment of the company, or formerly in the employment of the company or its predecessors in business, and the wives, widows and families of such persons by grants of money, pensions or otherwise including medical facilities, superannuation, gratuity, insurance, bonus or otherwise;
  35. to establish and maintain or procure the establishment and maintenance of any non-contributory or contributory provident, pension or superannuation funds and give and procure the giving of donations, gratuities, pensions, allowances or other amounts to any persons who are or were at any time in the employment or service of the company;
  36. to establish, undertake and execute or procure the establishment, undertaking or execution of any trust, either gratuitously or otherwise;
  37. to procure the company to be registered or recognized in any foreign country; and
  38. to distribute any of the properties of the company in specie among the shareholders at the time of winding up.

39. to carry on the business of manufacturers, producers, refiners, developers and dealers in all kinds of metals, materials, minerals, chemicals, substances and products including raw-materials for production of all types of plastics, whether natural or artificial, including in particular, but without limitation, plastics, resins and products, goods and articles made from the same, and compounds, intermediates, derivatives and by-products thereof;
40. to carry on the business of designing, developing, manufacturing, buying, selling including exporting from and importing into India, supplying and otherwise dealing in, and the provision of services with regard to synthetic resin-coated fabrics;
41. to carry on the business of designing, developing, manufacturing, buying, selling including exporting from and importing into India, supplying and otherwise dealing in, and the provision of services with regard to foamed products;
42. to carry on the business of designing, developing, manufacturing, buying, selling including exporting from and importing into India, supplying and otherwise dealing in, and the provision of services with regard to synthetic films, coated papers, decorative papers and laminates;
43. to provide consultancy services in regard to the manufacture and use of all products and things incorporated in clauses III.(A) and III.(B) hereof;
44. to carry on the business of designing, developing, manufacturing, buying, selling including exporting from and importing into India, supplying and otherwise dealing in, and the provision of services with regard to industrial and decorative high pressure laminates; flexible insulation; insulating varnishes, enamels, small motors for industry, appliances and transportation, aircraft equipment systems, generators, motors and control apparatus;
45. to carry on the business of contractors, builders, estimators, planners, designers, research workers and dealers in civil, electrical mechanical, automobile and railway equipment and to undertake and execute contracts for works involving the supply, erection, testing and the use of materials and machinery in all branches of engineering;
46. to undertake and execute job works in relation to, and/or to give others job works in respect of, any of the businesses covered by the company's objects mentioned in clause III hereof;
47. to carry on the business of designing, developing, manufacturing, buying, selling, including exporting from and importing into India supplying and otherwise dealing in all kinds of machinery, engines, equipments, machine-parts, tools and implements relating to plastic, chemical, electrical and electronic industries;

48. to carry on the business of iron-founders, tool makers, brass founders, aluminum founders, metal workers, boiler makers, mill-wrights machinists, iron and steel converters, smiths, wood-workers, builders and painters;
49. to carry on the business of civil engineers, mechanical engineers, maintenance engineers, electrical engineers, electronic engineers and consulting engineers;
50. to grant and take up agencies in India and elsewhere in the world and to remunerate any person in connection with the granting of such agencies upon such terms and conditions as the directors may think fit;
51. to carry on the business of machinery and equipments leasing in all its branches;
52. to establish, acquire and run service and training centres in respect of any of the businesses set out in clause III hereof;
53. to enter into any arrangement(s) and/or agreement(s) with any individual(s), firm(s), company / companies, corporation or others for giving loan to them investing in their shares or other securities where applicable and for the provision of any services whatsoever in connection with the manufacture by them of fibre glass, plastics, synthetic resins including products thereof and associated products on such terms and conditions as the company deems fit, without violating any applicable laws in force from time to time; and
54. to purchase for investment or resale, and to traffic in land and house and flats and other profits of any tenure and any interest therein, and to create, build, sell and deal in freehold and leasehold grounds and to make advances upon the security of land or house, or other property or any interest therein, and generally to deal in, traffic by way of sale, lease, exchange or otherwise with land and house property and flats and tenements and colonies and any other property whether real or personal.

# IV. 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.

@ *The heading and paragraphs under Object Clause have been amended / altered / inserted and paragraphs 1 to 16 in Clause III C has been merged with Clause III.(B) and consequently numbered as paragraphs 39 to 54 and the heading Clause III C has been deleted vide Special Resolution passed by the Members through Postal Ballot through remote E-Voting on [●].*

# *The liability clause has been amended vide Special Resolution passed by the Members through Postal Ballot through remote E-Voting on [●].*

Amendment carried out to the Memorandum of Association of the Company in the General Meeting held on 3 <sup>rd</sup> January, 1986, by way of Ordinary Resolution	V. The Authorised Share Capital of the Company is Rupees Two Crores divided into Twenty lakh Equity Shares of Rs. 10/- Each.
Substituted in place of Clause V of the Memorandum of Association of the Company at the Annual General Meeting held on 16 <sup>th</sup> September'91 by way of Special Resolution	V. The Authorised Share Capital of the Company is Rs. 3,00,00,000/- (Rupees Three Crores only) divided into 30,00,000 Equity Shares of Rs. 10/- each.
Substituted in place of Clause V of the Memorandum of Association of the Company at the Extraordinary General Meeting held on 20 <sup>th</sup> December'91 by way of Special Resolution	V. The Authorised Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 Equity Shares of Rs. 10/- each
Substituted in place of Clause V of the Memorandum of Association of the Company at the Annual General Meeting held on 1 <sup>st</sup> September'94 by way of Special Resolution	V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 Equity Shares of Rs. 10/- each
Substituted in place of Clause V of the Memorandum of Association of the Company at the Annual General Meeting held on 4 <sup>th</sup> September'95 by way of Special Resolution	V. The Authorised Share Capital of the Company is Rs. 13,00,00,000/- (Rupees Thirteen Crores only) consisting of Rs. 10,00,00,000/- (Ten Crores only) divided into 1,00,00,000 Equity Shares of Rs. 10/- each and Rs. 3,00,00,000/- (Rupees Three Crores only) divided into 3,00,000 Redeemable Preference Shares of Rs. 100/- each
Substituted in place of Clause V of the Memorandum of Association of the Company at the Annual General Meeting held on 16 <sup>th</sup> September 2008 by way of an Ordinary Resolution	V. The Authorised Share Capital of the Company is Rs.21,00,00,000/- (Rupees Twenty One Crores only) divided into 1,80,00,000 (One Crore Eighty Lacs only) Equity Shares of the face value of Rs.10/- each, amounting to Rs.18,00,00,000/- (Rupees Eighteen Crores Only) and 3,00,000 (Three Lacs only) Redeemable Preference Shares of the face value of Rs.100/- each, amounting to Rs.3,00,00,000/- (Rupees Three Crores only).



We, the several persons, whose names, addresses and descriptions are subscribed hereto, are desirous of being formed into a company in pursuance of this Memorandum of Association and respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Sl. No.	Names, addresses, description occupations and signatures of Subscribers	No. of Equity Shares taken by each Subscriber	Name, address, description occupation and signature of the witness
1.	V. SRINIVASAN 'Srinidhi' 2, Satyanarayana Avenue, MADRAS – 600 028 S/o. Madura Rajagopala Venkatraman Industrialist	100 (One Hundred)	
2.	Mrs. VIDYA SRINIVASAN W/o. V. Srinivasan, 2, Satyanarayana Avenue MADRAS – 600 028 House Wife	100 (One Hundred)	
3.	Dr. R. GUNASEKARAN S/o. T.S. Ramachandran, 22, III Main Road, MADRAS – 600 035 Registered Medical Practitioner	100 (One Hundred)	
4.	S.K. MOHANDASS S/o. R. Krishnasamy, 444-A, Palghat Road, COIMBATORE – 641 008 Industrialist	100 (One Hundred)	
5.	L.M. SUNDARAM S/o. Lokanatha Iyer, 9, Balaji Nagar, 2 <sup>nd</sup> St., MADRAS – 600 014 Engineering Consultant	100 (One Hundred)	
6.	V.P. APPADURAI S/o. V. Ponnurangam Mudaliar 36, 4 <sup>th</sup> Main Road, MADRAS – 600 020 Ex-Chairman, Electricity Board, Tamil Nadu	100 (One Hundred)	

A.C. KESAVAN  
Advocate.  
S/o. Mr. R. Srinivasan,  
No. 2, Third Street,  
Balaji Nagar,  
MADRAS – 600 014

Sl. No.	Names, addresses, description occupations and signatures of Subscribers	No. of Equity Shares taken by each Subscriber	Name, address, description occupation and signature of the witness
7.	S. NARAYAN S/o. P.S. Subramanyan, 'Om Sai', 24, Karnan St., Murugesu Naicker Colony, MADRAS – 600 024 Company Executive	100 (One Hundred)	
8.	S. VENKATRAMAN S/o. V. Srinivasan, 2, Satyanarayana Avenue, MADRAS – 600 028 Student	100 (One Hundred)	A.C. KESAVAN Advocate. S/o. Mr. R. Srinivasan, No. 2, Third Street, Balaji Nagar, MADRAS – 600 014
9.	K. SRIRAM S/o. T.A.G. Krishnan, 12, Rajan Street, MADRAS – 600 017 Company Executive	100 (One Hundred)	
	Total	----- 900 (Nine Hundred) -----	

Dated this 8<sup>th</sup> day of October, 1983.