

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF**

**BALMER LAWRIE AND COMPANY
LIMITED**

CIN : L15492WB1924GOI004835



Since 1867

Registered and Incorporated as a Private Company on
18th February, 1924

Converted into a Public Company on 3rd January, 1936.

CERTIFICATE OF INCORPORATION
COMPANY NO. 4835

I hereby certify that M/S BALMER LAWRIE AND COMPANY PRIVATE LIMITED was incorporated on the Eighteenth day of February, One thousand nine hundred and Twenty-Four under the Indian Companies Act, 1913 and that the company is limited.

Subsequently the company converted into a 'Public Limited Company vide Special Resolution passed and confirmed on 19.12.1935 and 3.1.1936 and it was taken on record on 6.1.1936.

Issued at Calcutta this the Seventeenth day of November, One thousand nine hundred and Ninety-Two.



S. Chaw
Asst. Registrar of Companies
West Bengal/West Bengal

No. 6148.

Certificate for Commencement of Business.

CERTIFIED TO BE A TRUE COPY

[Signature]
Notary Public
Calcutta
23.10.92.



(Pursuant to section 103 (2) of the Indian Companies Act, 1913.)

I hereby certify that the Balmer Lawrie
and Company Limited. x x x x

x x x x x x x x
which was incorporated under the Indian Companies
Act, 1913, on the eighteenth
day of January 1924, and which has this
day filed a duly verified declaration in the
prescribed form that the conditions of section
103 (1) (a) to (d) of the said Act have been
complied with, is entitled to commence business.

Given under my hand at Calcutta
this sixth day of January
one thousand nine hundred and thirty

[Signature]

Asst Registrar of Joint Stock Companies

[Signature]

**ABSTRACT
OF
MEMORANDUM & ARTICLES OF ASSOCIATION
OF
BALMER LAWRIE AND COMPANY LIMITED**

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**MEMORANDUM OF ASSOCIATION OF
BALMER LAWRIE AND COMPANY LIMITED**

1. The name of the Company is "BALMER LAWRIE AND COMPANY LIMITED."
2. The registered office of the Company will situate in the Province of Bengal.
3. The objects for which the Company is established are
 - (a) To acquire and take over as a going concern as on and from the 1st day of January, 1924, the business of merchants and agents now carried on in the Empire of India by James Nicholson Stuart and others under the style or form of Balmer Lawrie & Co. Ltd. and all or any of the assets and liabilities of the proprietors of that business, and with a view thereto to enter into the agreement referred to in Clause 4 of the Company's Articles of Association.* and to carry the same into effect, with or without modification.
 - ** (aa) To carry on in India or elsewhere the business of manufacturing, producing, assembling, repairing, altering, fabricating, converting, re-converting, conditioning, reconditioning, erecting, improving, handling, filling including bitumen emulsion filling, storing, buying, selling, transporting, importing, exporting and dealing with all types and kinds of drums, barrels, packages, packaging materials including industrial packaging, tanks, boxes, cans, bottles, receptacles, and containers of every description including Intermediate Bulk Containers (I BC) from steel and other metals and of such substances as may furnish materials for such manufacture including alloys, plastic, plastic materials, boards including cardboards and plywoods and all medium of storage for petroleum products, gases, cylinders, cans, etc., in all its branches and the business of buyers and sellers of and dealers in the aforesaid products and to set up plants for manufacture of the above or parts thereof and also to undertake toll manufacturing of barrels whether alone or jointly with any other company and for the purpose to form any joint venture company whether in India or abroad.
 - (b) To carry on and conduct in all its branches, in India or abroad, all the businesses contained in Clause 3 of this Memorandum and to develop and extend the same.
 - (c) To carry on all or any of the businesses of general merchants and agents in all their branches, factors, managing agents for commercial firms and companies, commission agents, insurance agents and brokers, produce brokers, shipowners, shippers, shipbrokers, carriers by land and water and air, warehousemen, wharfingers, barge owners, lightermen, forwarding agents, Custom House Agency, import & export consolidation, ice manufacturers and merchants and refrigerating store keepers, and manufacturers of paulins, tarpaulins and other waterproof material.
 - (d) To import, export, buy, sell, pledge, make advances upon or otherwise traffic or deal in goods, wares, merchandise, manufactured and unmanufactured articles, machinery, raw materials, produce, licences, concessions, patents, policies, stocks, shares, bonds, choses in actions, undertakings, privileges and other property and rights of every description.

Altered on 14
January 2010
by a special
Resolution

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January 2010
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* Clause 4 referred to has since been deleted.

** Pursuant to Orders of Amalgamation F. No. 24/7/75. CL III dated 9th August. 1976 issued by the Company Law Board.

- (e) To undertake and transact every kind of trust or agency business which an individual person may lawfully undertake or transact.
- (f) To purchase, build, hire, charter including charter of air-craft, ships and other vessels or otherwise own, hold, use and dispose of steam and other ships and vessels, and their appurtenances.
- (g) To carry on business as bankers, capitalists and financiers, and to undertake, carry on and execute all kinds of financial, commercial, trading and other operations, except the issuing of policies of assurance on human life; to advance or lend money to such persons and on such terms as may seem expedient; to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable or transferable securities or documents; to guarantee or become liable for the payment of money or for the performance of any obligations; and generally to transact all kinds of guarantee business.
- (h) To carry on the business of spinners, weavers, manufacturers, balers and pressers of jute, jute, cuttings, jute rejections, hemp, cotton, silk, wool, rhea and any other fibrous materials and the cultivation thereof, and the business of buyers and sellers of and dealers in jute, jute cuttings, jute rejections, hemp, cotton, rhea, and any other fibrous materials, hides, skins, oil seeds, and any other seeds and produce and goods or merchandise made thereof, to purchase and vend the raw materials, and articles manufactured thereout, and to transact all manufacturing, curing and preparing processes and mercantile business that may be necessary or expedient.
- (i) To grow, cultivate, produce, manipulate, manufacture, render marketable, buy, sell and deal in tea, coffee, cocoa, cinchona, rubber, sugar, Indigo, flax, cotton, jutes, grains, pepper, gums, tobacco, nuts, timber, seeds and every other kind of produce of the soil and products of agriculture or husbandry, and to enter into arrangements with growers for the supply of the same.
- (j) To purchase, take on lease, or otherwise acquire, clear, lay out, plant, cultivate, irrigate, develop, build, erect, equip, maintain and work plantations, farms, forests, lands, factories, sawmills, timber works, refineries, mills, kilns, works, buildings, plant, machinery, railways, canals, wharves, roads, bridges, aqueducts and conveniences of every description.
- (k) To carry on the business of seed crushers, oil extractors by crushing, chemical or any other processes, oil refiners, manufacturers of and dealers in oilcake and meal, cattle food, and feeding and fattening preparations, refiners and manufacturers of sugar and all the products of sugar, and oil merchants.
- (l) To carry on the business of millers, buyers and sellers of and dealers in rice and garin of all kinds, rice merchants, grain merchants, flour merchants, and straw and fodder merchants.
- (m) To carry on the business of timber growers, timber merchants and sawmill proprietors, and to grow, prepare for market, manipulate and deal in timber, wood, wood pulp, bamboo pulp and fuel of all kinds, and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used, including the manufacture and sale of tea boxes and other articles.
- (n) To breed, rear, farm, buy, sell and deal in livestock of any kind, and to prepare and manufacture animal produce and manures of every kind, and to sell, dispose of or otherwise turn to account any such produce or manures either in their prepared or raw state.

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- (o) To purchase, take on lease, or otherwise acquire any mines, metalliferous lands, mining rights, oilfields or quarries in any part of the world, and to search for, raise, win, get, quarry, crush, melt, manufacture, produce, distil, refine, blend, treat, purchase, store, or prepare and make marketable, coal, oil, petroleum, including all varieties of greases and lubricants, lubricating oil products and other oils and lubricants of every description whether manufactured or in raw state, consumable or non-consumable lubricators, appliances for lubricating engines and machinery of every description, all kinds of additives for lubricating oils, chemicals limestone, chalk, sand, gravel, brick earth, bricks, tiles, pipes, fire and other clays, cement and other minerals and substances and any other substance treated or dealt in connection with or in addition to any of the substance or articles mentioned herein, and to process /toll blend products on behalf of different Companies whether in the public sector or otherwise and to utilize and deal in all or any of the by-products of such manufacturers, and to improve, sell, buy, export, import, dispose of and deal in the same, either in a manufactured state or otherwise and any materials or substances resulting from or to be obtained in the process of melting, refining, crushing or manufacturing the same.
- (p) To carry on, in India and elsewhere, the business of an electric light and power company in all its branches, to construct, lay down, establish, fix and carry out all necessary buildings, machinery, mains, cables, wire lines, accumulators, lamps and appliances and to generate, accumulate, distribute, and supply electricity and to light streets, markets, buildings and places, both public and private.
- (q) To procure licenses and other authorities and concessions for or in relation to the supply of energy and to undertake, assist, promote, developmental, scientific, technical, engineering, research activities associated with the generation, transmission and distribution of power derived from conventional or non-conventional sources of energy including hydro-electric, thermal, turbine, hydrogen fuel cell technology, solar energy, wind energy, tidal energy from biomass or from products, by-products of refinery operation like petroleum coke, vacuum residue pitch, hydrogen which is produced by the Company or obtained from any party or from liquefied natural gas and other petroleum products or by-products and to take over any licenses or concessions held by any person, firm or company.
- r) To carry on the business of paper and pulp makers, printers, publishers and newspaper proprietors.
- (s) To carry on business whether in India or abroad as engineers, project consultants, iron and brassfounders, boiler makers, wire drawers, tool makers, machinists, millwrights, lead workers, pattern makers, iron and steel converters, metal workers, metallurgists, jappers, galvanisers, annealers, mechanical, structural, electrical and general engineers, consulting engineers, environment and energy engineers, manufacturers of machinery, plant and implements of all kinds, builders and contractors; to buy, sell, manufacture, repair, convert, alter, let on hire and deal in furnaces, machinery, implements, rolling stock, engines, bridges, and plant of every description and to undertake and execute building and engineering contracts and works of all kinds, including setting up, re-setting up of factory, undertaking projects on a turnkey basis and to enter into any contract in relation to and to supervise the carrying out and/or to treat, construct, maintain, alter, repair, composite repair pull down and restore factories whether in India or abroad, buildings, roads, structures,

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dome roofs , internal floating roofs, earthing and overfill protection etc. either alone or jointly with any other person(s) work of all descriptions including wharves, steel plants, docks, piers, railways, tramways, waterways, roadways, engines, machinery etc, and/or to carry on the business of Hydro-carbon recovery, vapour recovery and sludge cleaning activities through such operation and/or methodology, including operation through licensing arrangement with inland and/or overseas Parties, as the Company may deem fit and convenient and generally to purchase, sell or deal in all forms of input materials including cement.

- (t) To carry on the business of producers, manufacturers and dealers in biograph, kinemacolor and cinematograph picture and films.
- (u) To tan, cure and otherwise prepare for the market, skins, hides and all other animal products.
- (v) To carry on the business of fishermen and to win, capture, cure and deal in all live or dead products of the sea.
- (w) To subscribe for conditionally or unconditionally, to underwrite, issue on commission or otherwise, take, hold, deal in and convert stocks, shares and securities of all kinds; and to promote, and assist in promoting, form or organise companies, syndicates or partnerships of all kinds for the purpose of acquiring all or any of the property and liabilities of this Company, or of advancing, directly or indirectly, the objects thereof, or for any other purpose which may be thought expedient.
- (x) To carry on any other business, whether manufacturing or otherwise, and whether wholesale or retail, which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (y) 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 authorised to carry on or possessed of property suitable for the purposes of this Company.
- (z) To amalgamate or enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, 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 this company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company, and to take or otherwise acquire shares and securities of any such company, to sell, hold, re-issue, with or without guarantee or otherwise deal with the same.
- (a1) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, and to grant pensions and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

Re-numbered
on 14 January
2010 by a
Special
Resolution

- (a2) To carry on the business of manufacturers, traders, buyers, sellers, importers, exporters, agents, brokers, stockists, dealers, suppliers (including re-branding, relabeling etc.) of all kinds of chemicals, chemical products, leather chemicals, acids of all types, alkalis, salts, solvents, minerals, pigments, methanol and chemicals of any other nature whether organic or inorganic for industrial products and as synthetics tanning agents, finishes, beam house chemicals, construction chemicals and chemicals of every other nature. Inserted on 14 January 2010 by a special Resolution
- (a3) To carry on the trade and business of stevedores, receivers, charterer of air-crafts, general carriers, Containers Freight Stations, Internal Container Depots Terminal, Port operators including development thereof, transporters, haulers, aggregation of long distance cargo, clearing and forwarding agents of all kinds of moveable properties and goods by rail, road, sea and air and to undertake the packing, storage, warehouse and bonded warehousing of goods and articles, chattels of every description, transloading and transshipment operation, transportation to and from ports of India or abroad, agency work, trading activities incidental services related to cargoes, custom house clearing agents and also to carry on the business as logistics solution provider, charterers, buyers, agents and related job handling of all kinds of merchandise, industrial and commercial goods, equipments, containerized cargo on door delivery basis or for trading and vessels of every description. Inserted on 14 January 2010 by a special Resolution
- (a4) To carry on in India or elsewhere the business of establishing, setting, arranging, training, consulting, undertaking, managing, planning, designing, promoting, organizing, conducting, observing, controlling, customizing, providing, installing, maintaining, producing, modifying, evaluating/selecting activities of all description pertaining and relatable to information technology, including application and specification of hardware/software solution, procuring, developing, patenting, implementing, managing and hosting complete information technology infrastructures, information technology solution, management information system, multi-media advertising campaigning, audio-video content, training content and other information technology services including establishing and managing/maintaining data centre, training centre servers, acting as certificating authority, utilize, net-work and security solution, multi-media studio services, call centre services, BPO services, knowledge management services, business process management services, information technology consulting services, change management services, web designing services, web based information services, Client's server application, enterprise resources planning, net-work managing services. Inserted on 14 January 2010 by a special Resolution
- (a5) To carry on the business of leasing, hiring, selling, letting and letting on hire, hire purchase and also as a hire purchase finance company carrying on as its business in hire purchase transaction or the financing of such transactions and an equipment leasing company carrying on the business of leasing equipment or the financing of such activity and to acquire, provide or lease or on hire-purchase or deferred payment or on other similar basis all types of plants and machineries, industrial and office equipments, appliances, vehicles, land and building, real estates, moveable and immoveable properties and all other assets required for manufacturing, processing, mining, transportation, electricity generation, shipping, construction, fire fighting, water and waste treatment, pollution, environment control, medical, energy savings, commercial, trading and for other activities. Inserted on 14 January 2010 by a special Resolution
- (a6) To provide Accounting, Taxation, Secretarial, Management and Technical Services, etc. to others. Inserted on 14 January 2010 by a special Resolution

- (bb) Generally to purchase, take on lease or in exchange, hire or otherwise acquire, any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business, and in particular any land, buildings, easements, machinery, plant and stock-in-trade.
- (cc) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
- (dd) To lend money to such persons and on such terms as may seem expedient, and in particular to customers and others having dealings with the company, and to guarantee overdrafts and loans made to any such persons by their bankers and generally the performance of contracts by any such persons.
- (ee) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property, both present and future, including its uncalled capital, and to purchase, redeem, or pay off any such securities.
- (ff) To remunerate any person or company 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, debenture stock or other securities of the Company, or about the conduct of its business.
- (gg) 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.
- (hh) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company.
- (ii) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account, or otherwise deal with, all or any part of the property and rights of the Company.
- (jj) To procure the Company to be registered or recognised in any part of the world.
- (kk) To distribute any of the property of the Company in specie among the members.
- (ll) To do all or any of the above things in any part of the world, and as principals, agents, contractor, trustees or otherwise, and by or through! trustees, agents or otherwise, and either alone or in conjunction with others.
- (mm) To do all such other things as are incidental or conducive to the attainment of the above object.

And it is hereby declared that the word "company" in this clause shall be deemed to include any partnership, or other body of persons, whether incorporated or not incorporated, and whether domiciled in India or elsewhere and the intention is that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent main objects and be in no way limited or restricted by reference to or inference from terms of any other paragraph or the name of the Company.

(nn) To carry on the business of travel agencies, tour operators, tourist agents, contractors and the business of money changing activities, and to act as foreign exchange dealer and to buy, sell or otherwise deal in all kinds of transactions and to transact for itself and/or behalf of any person, body corporate, company, corporation, society, firm or association of persons whether incorporated or not, all kinds of transactions whether or not involving foreign currency, and arranging for passport, visa, insurance, hotel, cars etc. to clients and to undertake any trust or take up any agency business including to act as travel agents to facilitate travelling and to provide tourists and travellers conveniences of every kind by providing air chartering through aircrafts of various airlines, transport services, sleeping cars, berths, reserved places, hotel and lodging accommodation, guides, escorting services, safe deposits, inquiry, bureaus, libraries, meeting rooms, baggage, issuing air and railway tickets, cruise and any other mode of transport and also to act as transport agents, railway agents, air-lines agents, insurance agents and bankers inter-alia for receiving loyalty bonus, arranging bookings, reservation and issuing railway tickets, air tickets for clients, organizing all kinds of tour packages, tours whether local or foreign, organize meetings, incentives, conferences, exhibitions for clients and conducting and organizing Event Management Programmes and Cultural Programmes.

4. The liability of the members is limited.
5. The Authorised Share Capital of the Company is ₹ 1,20,00,00,000 (Rupees One Hundred and Twenty Crore only) divided into such Number of Equity and Preference Shares of the face value of ₹ 10/- each as would not exceed the total capital amount of ₹ 1,20,00,00,000 (Rupees One Hundred and Twenty Crore only) with such rights, privileges and conditions attaching thereto as are provided by the regulation of the Company for the time being with power to increase and reduce the capital of the Company and to attach thereto such preferential rights, privileges or conditions as may be deemed fit by the Members of the Company in accordance with the regulation of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulation of the Company.

Altered on 22 September 2016 by a special Resolution

- Notes :** (a) By Resolutions Passed at an Extraordinary General Meeting of the Company held on 21st September, 1954 -
- (i) the 25,000 Deferred Shares of Rs. 40 each were converted into 10,000 ordinary shares of Rs. 100 each.
 - (ii) the Authorised Capital of the Company was increased from Rs. 60,00,000 to Rs. 1,00,00,000 by the creation of 40,000 ordinary shares of Rs. 100 each.
- (b) By a Special Resolution passed at an Extraordinary General Meeting held on 10th October, 1966 the Authorised Capital of the Company was increased from Rs. 1,00,00,000 (Rs. One Crore only) to Rs. 3,00,00,000 (Rs. Three Crore only) by the creation of 2,00,000 ordinary shares of Rs.100 each.
- (c) By a Special Resolution passed at an Annual General Meeting held on 25th September, 1985 the Authorised Capital of the Company was increased from Rs.3,00,00,000 (Rs. Three Crore only) to Rs. 5,00,00,000 (Rs. Five Crore only) by the creation of 2,00,000 ordinary shares of Rs. 100 each.
- (d) By a Special Resolution passed at an Annual General Meeting held on 23rd September, 1988 the Authorised Capital of the Company was increased from Rs. 5,00,00,000 (Rs. Five Crore only) to Rs. 8,00,00,000 (Rs. Eight Crore only) by the creation of 3,00,000 Equity Shares of Rs. 100 each.
- (e) By a Special Resolution passed at an Extraordinary General Meeting held on 31st March, 1989 the ordinary shares of Rs.100 in the Share Capital of the Company was sub-divided into 10 ordinary shares of Rs.10 each.

- (f) By a Special Resolution passed at an Extraordinary General Meeting held on 3rd July, 1989 the Authorised Capital of the Company was increased from Rs.8,00,00,000 (Rs. Eight Crore only) to Rs.15,00,00,000 (Rs. Fifteen Crore only) divided into 1,50,00,000 Equity Shares of Rs. 10 each by the creation of 70,00,000 Equity Shares.
- (g) By an Ordinary Resolution passed at the Annual General Meeting of the Company held on 28th September, 1993 the Authorised share Capital of the Company was Increased from Rs.15,00,00,000 to Rs.30,00,00,000 divided into 3,00,00,000 Equity Shares of Rs. 10 each by the creation of 1,50,00,000 Equity Shares of Rs. 10 each.
- (h) By an Ordinary Resolution passed at the Annual General Meeting of the Company held on 25th September, 2000, the composition of the Authorised Share Capital was changed from Rs. 30,00,00,000 divided into 3,00,00,000 Equity Shares of Rs. 10 each to Rs. 30,00,00,000 (Rupees Thirty crore only) divided into such number of Equity and Preference Shares of the face value of Rs. 10 each as would not exceed the total Capital amount of Rs. 30,00,00,000 (Rupees Thirty crore only).
- (i) By a Special Resolution passed at the Annual General Meeting of the Company held on 24th September, 2013, the Authorised Share Capital of the Company was increased from Rs. 30,00,00,000 to Rs.60,00,00,000 divided into such number of Equity and Preference Shares of the face value of Rs.10 each as would not exceed the total Capital amount of Rs. 60,00,00,000 (Rupees Sixty crores only).
- (j) By a Special Resolution passed at the Annual General Meeting of the Company held on 22nd September,2016, the Authorised Share Capital of the Company was increased from Rs.60,00,00,000 to Rs. 120,00,00,000 divided into such number of Equity and Preference Shares of the face value of Rs. 10 each as would not exceed the total Capital amount of Rs. 120,00,00,000 (Rupees One Hundred and Twenty crores only).

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 of our respective names.

| Names, Addresses and Description of Subscribers. | | | Number of Shares taken by each subscriber |
|--|--------------------------|----------|---|
| 1 | HUBERT WINCH CARR | Merchant | One |
| 2 | JOHN MICHAEL CHISHOLM, | Merchant | One |
| 3 | JOHN ALEXANDER GEMMELL, | Merchant | One |
| 4 | ATHERLEY RENFREW MELLS. | Merchant | One |
| 5 | WILLIAM BENJAMIN MONAIR, | Merchant | One |
| 103. Clive Street. Calcutta | | | Five |

Dated this 18th day of February, 1924

Witness to the above Signatures -

A.E. MITCHELL.

Solicitor,
Calcutta