

THE COMPANIES ACT, 2013
Company Limited by Shares

MEMORANDUM OF ASSOCIATION
OF
ALIROX ABRASIVES LIMITED

- I. The name of the Company is ALIROX ABRASIVES LIMITED.
- II. The Registered Office of the Company will be situated in Delhi.
- III. The objects for which the Company is established are:-

****III(A)** The main objects to be pursued are:

- 1. To acquire Bauxite Mines and mining rights in India and elsewhere and any interest therein.
- 2. To search for, win, get, quarry, reduce, amalgamate, dress refine and prepare for market, Bauxite and other mineral substances and generally to carry on any metallurgical operations which may seem conducive to any of the Company's objects.
- 3. To carry on the trade or business of manufacturers of abrasive in all forms
- 4. To carry on the business of rendering advisory, consultancy and management services, within India and across the world, in all fields and matters, including in relation to administration, organization, commencement or expansion of industry and business (including construction of plants and machineries, buildings and other civil construction, production, purchases, sales, marketing, advertising, publicity, personal, export and import), and of institutions, concerns, bodies, entities, associations (incorporated or unincorporated), departments and services of the Government, public or local authorities, trusts, societies, non-government organizations, scientific research and development centers. To act as a service organization or bureau for providing advice and services of all kinds including in the field of general, administrative, business management, secretarial, consultancy, commercial, financial, legal, economic, labour – recruitment and personnel management, human resource development, industrial public relations, scientific, technical, direct and indirect taxation, statistical, accountancy & cost accounting, quality control and data processing, other technical or non-technical services, to recruit people, resources for all types of posts, positions in all types of industries or offices including providing manpower for any or all positions that may be required, including the procurement of materials, machinery or any other items or things required by any body corporate, authority, firm, society, trusts or association of persons.
- 5. To acquire, by purchase or on lease or otherwise, lands in India or elsewhere and to establish and equip factories on such lands or on any other or any part of or parts thereof together with such gardens or plantations as shall be considered expedient or convenient for the purposes of the Company or irrigate, cultivate, improve, develop any lands and properties, whether belonging to the Company or not, and to develop the resources thereof by clearing, draining, fencing, cultivating, planting, manuring, farming, letting or otherwise, with power to advance money to other persons for any of the purposes aforesaid.

III(B) The objects INCIDENTAL OR ANCILLARY to the attainment of the above main objects are:

Appoint Agents

1. To prospect, examine and explore any territories and places in India and elsewhere, and to employ and equip expeditions, commissions, experts and other agents.

Acquire machinery and material etc

2. To acquire from time to time and to manufacture, buy, sell and deal in apparatus, machinery, materials and articles of all kinds.

Purchase, lease, exchange

3. To acquire by purchase, lease, exchange or otherwise, lands, buildings, and hereditaments of any tenure or description, and any estate or interest therein and any rights ever or connected with land, and either to retain the same for the purpose of the Company's business or to turn the same to account as may seem expedient.

Government concessions

4. To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authority all rights, concessions and privileges which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

Acquire and undertake business

5. To acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business which this Company is authorized to carry on or possess property suitable for the purposes of the Company.

Patents

6. To apply for, purchase or otherwise acquire any patents, brevets d'invention, licences, concessions and the like conferring any exclusive or non-exclusive or 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.

Partnership

7. To enter into partnership or into any arrangement for sharing profits into any union of interests, joint venture, reciprocal concession or co-operation with any person or persons or company or companies carrying on or, engaged in, or about to carry on or engage in or being authorized to carry on or engage in, any business or transaction which this Company is authorized to carry on or engage in or any business or transaction capable of being conducted so as to directly or indirectly benefit this Company.

Loans

8. To lend money, either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit.

Holding shares

9. To take or otherwise acquire and hold shares in any other company or carrying on any business capable of being conducted so as to directly or indirectly benefit the Company.

Promotion

10. To promote any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may seem, directly or indirectly, calculated to benefit this Company.

Investment

11. To invest and deal with the moneys of the Company not immediately required upon such securities and in such securities and in such manner as may from time to time be determined.

Guarantee

12. To guarantee the payment of moneys unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instruments, and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any contracts or obligations.

Publicity

13. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.

Labour problems

14. To aid, pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.

Provident Institutions

15. To establish and support, or aid in the establishment and support of associations, institutions, funds, trusts and convenience calculated to benefit employees of the Company or its predecessors in business or the dependent 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 for any public, general or useful objects.

Borrowing

16. 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 charged upon all or any, of the Company's property (both present and future), including its uncalled capital and to purchase, redeem and pay off any such securities.

Remuneration

17. To remunerate any persons or company for services rendered, or to be rendered, in placing or assisting to place, or guaranteeing the placing of, any shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the company or the acquisition of property by the Company or the conduct of its business.

Negotiable instruments

18. To draw, make, accept, discount, execute and issue bills of exchange, and other promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.

Trusts

19. To undertake and execute any trust, the undertaking of which may seem to the company desirable, and either gratuitously, or otherwise.

Sell undertaking

20. 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.

Sell Company's Property

21. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Company.

Distribution in specie

22. To distribute all or any of the property of the Company among the members in specie or kind.

Trustee and agency

23. To do all or any of the above things, either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees, or otherwise, and either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment of the above objects.

And it is hereby declared that the word 'Company' save when used in reference to this Company, in this clause, shall be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and wherever domiciled.

****IV.** The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

***V** The Authorized Share Capital of the Company is INR 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakhs only) Equity Shares of Rs. 10/- each.

* Amended vide Ordinary Resolution dated 30th September, 2023 by increasing Authorized Share Capital from INR 1,00,00,000/- to INR 25,00,00,000/-

**Amended as per special resolution passed through Postal Ballot dated 05.02.2016

Name, address, description and occupation of the subscribers.	Number of Shares taken by each subscriber	Names, address, occupation and description of witness
<p>A. F. T. CAMBRIDGE Scindia House, New Delhi. Merchant.</p> <p>W. A. H. Heath Scindia House, New Delhi. Merchant.</p>	<p>One</p> <p>One</p>	<p>T.N.V. Iyer. C/o Govan Bors. Ltd. New Delhi. Asst. Secretary</p>

Dated the 27th day of MARCH 1944.