

(THE COMPANIES ACT 2013)

(COMPANY LIMITED BY SHARES INCORPORATED UNDER THE COMPANIES ACT, 1956)

MEMORANDUM OF ASSOCIATION

OF

DIGIFLEX (INDIA) LIMITED

- I. The Name of the Company is **DIGIFLEX (INDIA) LIMITED**
- II. The Registered Office of the Company will be situated in the **National Capital Territory of Delhi.**
- III. **(A) THE MAIN OBJECTS TO PURSUED BY THE COMPANY ONITS INCORPORATION ARE : -**
1. To carry on the business of manufacturers, processors, importers, exporters of all types of gloves, sheets, aprons, condoms made of rubber, latex and any other polymer.
 2. To carry on the business of manufacturers, processors, dealers, importers, exporters of all types of rubber, latex, polymers and allied product thereof.
- (b) The matters which are necessary for furtherance of the objects specified in clause III(a) are:**
1. To transact such other business as may be proper, necessary and desirable for or in connection with the objects of the Company or any of them.
 2. To set up, erect, construct, purchase, run, operate and administer places to carry on all such functions and business as are necessary and incidental to meet the objectives of the Company
 3. To transact or carry on all kinds of agency commission, and contract business in particular in relation to industry, and to act as agents of any person, firm, company, Government or local authorities, but not to act as managing agent.
 4. 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.
 5. To establish research and development centers to perform such research and development as the Company may deem advisable or feasible.

6. To train personnel and workers, both in India and abroad, to obtain technical proficiency in various specialties connected with the objectives of the Company.
7. To apply for, purchase or otherwise acquire any patents, brevits 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.
8. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal concession, with any person or company, local or foreign, carrying on or engaged in any business or transaction which this Company is authorized to carry on or be engaged in, or otherwise assist any such person or company, and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue with or without guarantee, or otherwise deal with the same, except doing business as an investment company.
9. To take, or otherwise acquire, and hold shares in any other company, having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company, but not to act as an investment company.
10. To enter into arrangement with any Government or authorities, supreme, national, municipal, local, railway, or otherwise, public or quasi-public bodies, or with any other persons, in any place where the Company may have interest that may seem conducive to the objects of the Company or any of them and to obtain form any such Government, authorities or persons any rights, privileges and concessions which the Company may think fit to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
11. To establish and support or aid in the establishment and support of associations, institutions, funds, and conveniences calculated to benefit employees of the Company or the dependants or connections of such persons, and to grant pensions and allowances, and to make payments towards their insurance.
12. To amalgamate with any other company whose objects are and/or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertakings, subject to the liabilities of this or any such other company as aforesaid, with or without winding up or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid or by partnership or any arrangement of the nature of partnership, or in any other manner.
13. 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.
14. To purchase, take on lease or in exchange, hire or otherwise acquire, any movable or immovable property, and any rights or privileges which the Company may think necessary or convenient for the purpose of its business and, in particular, any land, buildings, easement, machinery, plant and stock-in-trade.

15. To construct, maintain and alter any buildings or works, necessary or convenient for the purposes of the Company.
16. To construct, improve, maintain, develop, work, manage, carry out, or control any manufactories, warehouses, shops, stores, and other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests.
17. To invest and deal with the money of the Company, not immediately required, in such manner as may from time to time be determined, but not to act as an investment, finance, or banking company.
18. To advance money to such persons or companies and on such terms as may seem expedient and, in particular, to customers and others having dealings with the Company, but not to act as an investment, finance, or banking Company.
19. To borrow or raise funds by means of loans or secure the payment of money from shareholders, directors, commercial banks and government approved agencies in such manner as the Company shall think fit for its manufacturing, trading and allied business and, in particular, by the issue of debentures or debenture-stock, perpetual or otherwise, charged upon all or any of the Company's property and other assets, both present and future, including its uncalled capital, and to purchase, redeem, or pay any such securities, but not to act as an investment, finance, or banking company.
20. To guarantee the performance of contracts, agreements, obligations or discharge of any debt of the company or on behalf of any company or person in relation to the payment of any financial facility including but not limited to loan, advance, letter of credit or other obligations through creation of all types of mortgages, charges, pledges, hypothecation, on execution of the usual banking documents/instruments or otherwise encumbrance on any or all of the movable and immovable properties of the company, either present or future or both and issuance of any other securities or sureties by any other means in favour of banks or any financial institutions and to borrow money for purposes of the company on such terms and conditions as may be considered proper.
21. To open, close and operate banking accounts of the Company with any banker.
22. 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, but not to act as an investment or banking company.
23. To adopt such means of making known the products of the Company as may seem expedient, including, in particular, by advertisement in the press, circulars, purchase and exhibition of works of art or interests, publication of books and periodicals, and grant of prizes, rewards and donations.
24. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, technical, national, public, or any other institutions, for its objects or purposes or for any exhibition.
25. To apply for and obtain any provisional order or Act of legislature or any consents, permissions and licences from the Government, central or provincial, and any agencies of the Government for enabling the Company to carry on any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem expedient, and to oppose any proceeding or application which may seem calculated, directly or indirectly, to prejudice the Company's interests.

26. To sell any patent rights or privileges belonging to the Company or which may be acquired by it, or any interest in the same, and to grant licences for the use and practice of the same or any of them and to let or allow to be used or otherwise deal with any inventions, patents or privileges in which the Company may be interested, and to do all such acts and things as may be deemed expedient for turning to account any inventions, patents and privileges in which the Company may be interested.
27. To extend money on experimenting upon and testing and improving or securing any process or processes' patent, or protecting any invention or inventions which the Company may acquire or propose to acquire or deal with.
28. To distribute among the members of the Company, in kind or otherwise, any property of the Company and, in particular, any shares, debentures or securities of other companies belonging to this Company, or of which this Company may have the power of disposing.
29. To create any reserve fund, sinking fund, insurance fund or any other special fund, whether for depreciation or for repairing, insuring, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interests of the Company.
30. To apply for purchase or otherwise, acquire any patents, and concessions conferring any exclusive or non - exclusive or limited rights to use any information as to any invention which may seem capable of being used for objects 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 licenses or the property rights or information so acquired.
31. To acquire, purchase or import all machineries, plants, stocks - in - trade, trademarks and other movable and immovable properties of any description, to achieve any of the main objects of the Company.
32. To acquire by concessions, grants, purchase licenses or otherwise, lands, buildings and/or machinery, farms, water - rights and other works, privileges, rights and hereditaments of all types in connection with main business of the company.
33. To erect upon the lands belonging to the Company and upon any other such lands or property which may be taken on rent or license by the company, buildings, houses and super structure as may be required for carrying out the objects of the Company and in particular, equip the said buildings with machinery in connection with the main business of the Company.
34. To improve, manage, develop exchange, mortgage, enfranchise, and dispose of all or any of the property and rights of the Company.
35. To pay for any lands and immovable or movable estates and/or properties or assets of any kind acquired by the Company or for any services rendered or to be rendered to the company in connection with the main business and to pay or discharge any consideration to be paid or given by the Company in money or in shares whether fully paid - up or partly paid - up or debentures or obligations of the Company, or partly in one and partly in another or otherwise however, with power to issue any shares either as fully paid - up or partly paid - up for such purposes.

36. To enter into any contracts, agreements with any Government or Governmental Authority, Municipal, Revenue, Local or otherwise which may seem conducive to any of the objects of the Company and obtain from any such Government or Authority any rights, privileges, and concessions which may appear desirable to be obtained and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.
37. To purchase, take on rent, or otherwise acquire in the Union of India or elsewhere any real or personal property estates, plantations and other such lands whether freehold, or such other tenure of all types for the purposes of the Company's main business.
38. To enter into partnership or any agreement for sharing profits, reciprocal concession, amalgamation or cooperation with any person or persons, corporation or company, carrying on or about to carry on, or engaged in any business or transaction which this Company is authorized to carry on or to engage in any business or transaction capable of being conducted so as to benefit this company directly or indirectly and to take or otherwise acquire and hold stocks or securities and to subsidize or otherwise assist any such company and to hold, reissue with or without guarantee or with such shares or securities; and to form constitute or promote any other such company or companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other such purpose which may seem directly or indirectly calculated to benefit the Company.
39. To draw, accept, endorse or negotiate promissory notes, bills of exchange of such other negotiable instruments drafts, charter parties, bills of lading and warrants of all types in connection with the objects with the objects of the Company.
40. To amalgamate with or dispose of or exchange any of the business or undertakings, properties or rights of the Company in consideration of shares, debentures, or such other securities of all types and to enter into any agreement or arrangement with other companies firms or individuals for joint working in business or for sharing of profits in any other such company, firm or person if such acts are advantageous to this Company.
41. To dispose of, transfer, exchange and mortgage all business, undertaking, properties or rights of the company or any part thereof for any consideration which the company may deem fit to accept in connection with its main business.
42. To aid pecuniarily or otherwise any association, body or movement having its object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotions of industry and trade.
43. To make pecuniary grants by way of donations, subscription, allowances, gratuity guarantee or otherwise for the benefit to persons who are or have been employed by the Company and widows, orphans and dependents of any such persons.

44. To subscribe, contribute or guarantee money for any national, charitable, benevolent, public, general or useful object of funds or for any exhibition.
45. To undertake and execute any trusts the undertaking whereof may seem desirable either gratuitously or otherwise in connection with the main business of the Company.
46. To establish and support or provide 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 relations or such persons and to grant pensions and allowances and to make payments.
47. To take up the management of any Company situated in the Union on India engaged in similar business for furthering the main objects of the Company.
48. To procure the Company to be registered legalized, domiciled in the recognized in any country or place and to procure its incorporation in a like character as a society or otherwise in any country or place and to carry on its business or any portion of its main business or objects in any country or place.
49. To pay all or any costs, charges or expenses, whatsoever preliminary, Incidental or relating to the promotion, formation, registration or establishment to this or any other such company.
50. To layout, advance the Company's money with such persons or companies and in or upon such securities in such manner as may be expedient to attain the objects of the Company.

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

V) The Authorized Share Capital of the Company is Rs. 8,25,00,000/- (Rupees Eight Crore Twenty-Five Lacs Only) divided into 1,65,00,000 (One Crore Sixty-Five Lacs) Equity shares of Rs. 5/- each.

With power to increase or reduce the capital to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential or special rights, privileges or conditions as may be determined by or in accordance with the act for the time being in force and the regulation of the company and to modify or abrogate any such privileges or conditions in such manner.

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 respectively agree to take the number of shares in the Capital of the Company set against our respective names: -

S. No.	Name, addresses, Descriptions and Occupations of subscribers	Number of Shares taken by each subscriber	Signature of Subscriber	Signature Name Addresses, Description and occupation of witness
1.	Arun Khanna S/o Col. Anand Kanwar Khanna Address: A-90, Nizamuddin East, New Delhi-110013 Service	10(Ten) Equity Shares	Sd/-	I Witness the signatures of all the seven subscribers Sd/- Vipin Aggarwal S/o Sh. R. G. Aggarwal Chartered Accountant, M. No. 86419 3198/1, Sangtarashan Pahargan, New Delhi-110055
2.	Suman Khanna W/o Arun Khanna Address: A-90, Nizamuddin East, New Delhi-110013 Service	10(Ten) Equity Shares	Sd/-	
		20 (Twenty)		

Place: New Delhi

Dated: 16th day of August, 1988