



प्रारूप० आई० आर०

FORM I. R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता०..... का सं०.....

No. 3871 of 1980

मैं एतद्वारा प्रमाणित करता हूँ कि आज

कम्पनी अधोनियम 1956 (1956 का1) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I here by certify that KARNATAKA SOAPS AND DETERGENTS LIMITED

is this day incorporated under the Companies Act, 1956 (No 1 of 1956) and that the company is limited.

मेरे हस्ताक्षर से आज ता०..... को दिया गया।

Given under my hand at BANGALORE this NINETH

day of JULY One thousand nine hundred and EIGHTY.

ald.



(P.T. GAJWANI)

कम्पनियों का रजिस्ट्रार

Registrar of companies Karnataka, Bangalore.

**MEMORANDUM OF ASSOCIATION
OF**

KARNATAKA SOAPS AND DETERGENTS LIMITED

(Limited by shares and incorporated under the Companies Act, 1956)

I. The name of the Company is KARNATAKA SOAPS AND DETERGENTS LIMITED.

II. The Registered Office of the Company will be situated in the State of Karnataka.

III. The objects for which the Company is established are :

(A) Main Objects to be Pursued on Incorporation of the Company

1. To acquire and take over as going concerns the business of manufacturing of Soaps, Detergents and Sandalwood Oil now carried on, at Bangalore, under the name and style of 'Government Soap Factory' and at Mysore and Shimoga under the name and style of 'Government Sandalwood Oil Factory', by the Government of Karnataka, with all or any of the assets and liabilities of the same together with all or any pending contracts, service personnel and the like.

2. To carry on the business as manufacturers and/or processors and dealers in, and importers and exporters of all varieties of essential oils, solvent extracted products, de-oiled cakes, cattle feed, and allied products, soaps, medicated soaps and soap products, synthetic detergents, surfactants, cosmetics and beauty aids, creams and vanishing creams, nail sticks, hair oils, shampoos, talcum powder, tooth paste, perfumes and flavours, toilets of all kinds and descriptions, by-products and allied products of soaps, detergents, essential oils, fatty acids, perfumes and flavours and the like, agarbathis, aromatics, isolates, chemicals, phyta chemicals and all chemicals allied to fatty acids, essential oils, perfumes and flavours and soaps and detergents, hydrogenation of fatty acid and vegetable oils, glycerine and allied products and all other like products.

3. To act as consultants, technical advisers and specialists in the manufacture of detergents, soaps, cosmetics and allied products.

4. To carry on the business as contractors, manufacturers, service engineers in respect of the manufacture of machinery required for the manufacture of soaps, detergents, cosmetics and allied products.

(B) Objects Incidental or Ancillary to the Attainment of the Main Objects

To do or perform all or any of the following operations, acts or things which are necessary or incidental to carry on the above objects ;

5. To enter into agreements and contracts with Indian or Foreign individuals, companies or other organisations for technical, financial or any other assistance for carrying out all or any of the objects of the Company.

6. To advertise, exhibit, broadcast and adopt means of making known the business activities of the Company or any articles or goods traded or dealt in by the Company in any way as may be expedient including postings of bills in relation thereto and the issue of circulars, books, pamphlets and price lists and the conducting of competitions, exhibitions and the giving of prizes rewards and donations.

7. To apply for, purchase or otherwise acquire and protect, prolong and renew trade marks, trade names, designs, secret processes, patents, patent rights, "BREVETS D'INVENTION" licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to spend money in experimenting and testing and improving or seeking to improve, any patents, inventions or rights, which the Company may acquire or propose to acquire or develop

8. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, firm 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 undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the Company ; and to lend money, to guarantee the contracts of or otherwise assist any person, firm or Company and to take or otherwise acquire and hold shares or securities of any such person, firm or Company and to sell, hold, reissue with or without guarantees or otherwise deal with such shares and securities.

9. To enter into any arrangement with any Government or State, Municipal or Local authority, or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government, State or Authority any rights, privileges and concessions which may seem conducive to the Company's objects or any of them.

10. To purchase or otherwise acquire and undertake the whole or any part of the business, property rights and liabilities of any person, firm or

Company carrying on any business, which this Company is authorised to carry on and to purchase, acquire, apply for, hold, sell and deal in shares, stock debenture-stock of any such person, firm or Company and to conduct, make or carry into effect any arrangement in regard to the winding up of the business of any such person, firm or Company.

11. To construct, acquire, establish, provide, maintain and administer factories, estates, railways, buildings, water reservoirs, sheds, channels, pumping installations, generating installations, pipelines, garages, storages and accommodation of all descriptions in connection with the business of the Company.

12. To apply for, tender, purchase or otherwise acquire any contracts and concessions for or in relation to the construction, erection, equipment, improvement, management, administration or control of works and conveniences and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

13. To buy, obtain on lease, or otherwise acquire lands, buildings and other immovable properties and to sell, lease, mortgage or hypothecate or otherwise dispose of all or any of the properties and assets of the Company on such terms and conditions as the Company may think fit.

14. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.

15. To pay all the costs, charges and expenses of and incidental to the promotion, and formation, registration and establishment of the Company and issue of its capital including any underwriting or other commission, broker's fee and charges in connection therewith including costs, charges, expenses of negotiations and contracts, and arrangements made prior to and in anticipation of the formation and incorporation of the Company.

16. To remunerate or make donations (by cash or other assets or by the allotment of fully or partly paid shares or by call or option on shares, debentures, debenture-stock or securities of this or any other Company or in any other manner) whether out of the Company's capital, profits or otherwise to any person or firm or Company for services rendered or to be rendered in introducing any property or business to the Company or placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stock or other securities of the Company or for any other reason which the Company may think proper.

17. To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise.

18. To draw, make, issue, accept and to endorse, discount and negotiate, promissory notes, hundies, bills of exchange, bills of lading, delivery orders,

warrants, warehouse keeper's certificates and other negotiable or commercial or mercantile instruments connected with the business of the Company.

19. To open accounts with any individual, firm or Company or with any bank or banks and to pay into and to withdraw moneys from such account or accounts relating to business of the Company.

20. Subject to the provisions of the Companies Act, 1956, to invest, apply for and acquire or otherwise employ moneys belonging or entrusted to or at the disposal of the Company upon securities and shares or without security upon such terms as may be thought proper and from time to time vary such transactions in such manner as the Company may think fit.

21. To lend or deposit moneys belonging or entrusted to the Company to such persons or Company and in particular to customers and others as are having dealings with the Company with or without security, upon such terms as may be thought proper and guarantee the performance of contracts by such person or Company but not to do the business of banking as defined in the Banking Regulation Act, 1949.

22. To make advance upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company.

23. To borrow or raise money with or without security or to receive money on deposit at interest or otherwise in such manner as the Company may think fit and in particular by the issue of debentures or debenture-stock, perpetual or otherwise including debentures or debenture-stock convertible into shares of this or any other Company and as security of any such money so borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital and to purchase, redeem or pay off any such securities.

24. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertakings or properties of the Company or any part thereof, whether moveable or immoveable for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any other Company having objects altogether or in part similar to those of this Company.

25. To improve, manage, work, develop, alter, exchange, mortgage, lease, turn to account, abandon or otherwise deal with all or any part of the properties, rights and concessions of the Company.

26. To provide for the welfare of the employees or ex-employees of the Company and the wives, widows, families or dependents or connections of

such persons by building or contributing to the building of houses, dwellings or by grant of money, pensions, gratuity, bonus, payment towards insurance or other payment; or by creating from time to time, subscribing or contributing to, adding or supporting provident funds or trust or conveniences and by providing or subscribing to recreations, hospitals and dispensaries, medical and other attendances and other assistance as the Company shall think fit.

27. Subject to the provisions of the Companies Act, 1956, and the Constitution of India to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or subjects or any public or general or useful objects.

28. To distribute any of the properties of the Company amongst the members in specie or kind upon the winding up of the Company.

29. To establish or promote or concur in establishing or promoting any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of any such other Company,

(C) Other objects of the Company not included in (A) & (B) above

1. To carry on the business as manufacturers of and dealers in vegetable oils and fats of all kinds and descriptions including solvent extraction, refining of oils, oil cakes, cattle feed and allied products.

2. To carry on the business as manufacturers of and dealers in cattle feeds, protein foods, food grade oils and the like.

3. To carry on the business of agricultural farming required for the manufacture of essential oils, vegetable oils and fats.

4. To act as stockists, commission agents, manufacturers' representatives or agents, selling and purchasing agents, distributors, brokers, trustees, attorneys and subject to the provisions of Companies Act, 1956, transfer agents for any other Company, firm, corporation or person.

5. To engage either on its own or as agents of Government of India *and/or Government of Karnataka or any firm, company, corporation* institution or manufacturers of soaps and detergents, in the production, purchase, processing, storage, transport, distribution and sale of soaps, detergents and like products and machinery equipment and such other allied commodities as it may choose and to provide assistance, advise and services thereof, including capital resources, technical, managerial and other resources.

6. To enter into contracts with and to take up indents from Government of India, State Government/s, Companies, local bodies, co-operative societies and other individuals for the supply of soaps, detergents, chemicals, equipments, and to arrange for the performance of such contracts and indents by sub-contracting them to, or placing orders in respect thereof with others for the transportation of soaps, detergents, and like products for the construction of factories or other necessary buildings or for the assembly or supply of such goods, raw materials, articles or equipment or plants thereof, or servicing or processing in connection therewith, or such educational or technical services as may be necessary for the due performance of such contracts.

7. To carry on the business of agencies in all its branches and kinds.

8. To acquire, equip and establish fatty acid or fat splitting plant or plants with Hydrogenation unit or units for captive consumption in their soap manufacturing products or the like, which can also manufacture fats from mutton tallow.

9. To hold, cultivate and raise essential oil-bearing plants and acquire either by sale or on lease lands in suitable area or areas for the purpose.

10. To establish oil expellers and solvent extraction plants for the manufacture of edible, non-edible, rice bran, minor seeds and other oils which can be used for manufacture of soap.

11. To establish ancillary industries in small scale sector for manufacturing soaps, detergents, essential oils, chemicals and the like and to provide financial, technical and marketing assistance to them.

12. To establish and maintain any agencies in India or any part of the World for the conduct of the business of the Company or for the sale of any materials or things for the time being or the disposal of the Company for sale.

iv) The liability of the members limited.

v) The Authorised share capital of the Company is Rs. 20,00,00,000/- (Rupees twenty crores only) divided in to 2,00,000 (two lakhs only) equity shares of Rs. 1,000/- (Rupees one thousand only) each.

(As amended in the II nd AGM held on 30-12-1982)

We, the several persons whose names and address are subscribed below 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. | Names, addresses, descriptions & occupations of the subscribers | No. of shares taken by each subscribers | Signatures of subscribers |
|-----------------------------------|---|---|---------------------------|
| 1. | S. K. WARRIOR S/o N. K. WARRIOR "CHANDRIKA" Kumarakrupa Road, II Cross Madhav Nagar, Bangalore Govt. Service | 1 (ONE) | Sd/- |
| 2. | N. K. PRABHAKARA RAO S/o Late Sri N. D. KRISHNA RAO No. 62/2, Coles Road Bangalore-560 005 Govt. Service For and on behalf of Govt. of Karnataka | 10 (TEN) | Sd/- |
| 3. | N. VISWANATHAN S/o N. P. R. NALGAMU CHETTIAR B-18, Jeevan Bheemanagar Bangalore-560 075 Govt. Service | 1 (ONE) | Sd/- |
| Total number of shares subscribed | | 12 (TWELVE) | |

Dated this 27th day of JUNE 1980

Witness for the above signatories ;

M. C. KONNUR
S/o C. B. KONNUR
Advocate
49-A, Shankarmutt Road
Bangalore-560 004