

THE COMPANIES ACT, 1956

**A COMPANY LIMITED BY SHARES
MEMORANDUM
AND
ARTICLES OF ASSOCIATION**

OF

INDOBELL INSULATIONS LIMITED



सत्यमेव जयते

Form I. R.

CERTIFICATE OF INCORPORATION

No. 28352 of 1972

I hereby certify that Indo-Bell-Insulations
Private Limited

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

Given under my hand at Calcutta

this twelveth day of May

One thousand nine hundred and seventy two.

Seal

P. R. Mukhopadhyay
Registrar of Companies
West Bengal

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, पश्चिम बंगाल

लिमिटेड कम्पनी के रूप में परिवर्तित होने के परिणामस्वरूप, कम्पनी के नाम में परिवर्तन का नया
निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U26102WB1972PLC028352

मैसर्स INDOBELL INSULATIONS PVT LTD

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

INDOBELL INSULATIONS PVT LTD

जो मूल रूप में दिनांक बारह मई उन्नीस सौ बहत्तर को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स

INDOBELL INSULATIONS PVT LTD

के रूप में निगमित की गई थी, और उसके द्वारा कम्पनी अधिनियम, 1956 की धारा 44 के साथ पठित धारा 31/21 की शर्तों के अनुसार विधिवत
आवश्यक विनिश्चय दिनांक 01/08/2012 को पारित किया है, उक्त कम्पनी का नाम परिवर्तित होकर आज मैसर्स

INDOBELL INSULATIONS LTD

हो गया है तथा यह प्रमाण-पत्र उक्त अधिनियम की धारा 23(1) के अनुसरण में जारी किया जा रहा है।

यह प्रमाण-पत्र, आज दिनांक चार सितम्बर दो हजार बारह को कोलकाता नगर में जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, West Bengal

Fresh Certificate of Incorporation Consequent upon Change of Name on
Conversion to Public Limited Company

Corporate Identity Number : U26102WB1972PLC028352

In the matter of M/s INDOBELL INSULATIONS PVT LTD

I hereby certify that INDOBELL INSULATIONS PVT LTD which was originally incorporated on Twelfth day of May
Nineteen Hundred Seventy Two under the Companies Act, 1956 (No. 1 of 1956) as INDOBELL INSULATIONS PVT
LTD having duly passed the necessary resolution on 01/08/2012 in terms of Section 31/ 21 read with Section 44 of the
Companies Act, 1956; the name of the said company is this day changed to INDOBELL INSULATIONS LTD and this
Certificate is issued pursuant to Section 23(1) of the said Act.

Given at Kolkata this Fourth day of September Two Thousand Twelve.

Registrar of Companies, West Bengal

कम्पनी रजिस्ट्रार , पश्चिम बंगाल

*Note: The corresponding form has been approved by DEBASISH BANDOPADYAY, Registrar of Companies and this certificate has been
digitally signed by the Registrar through a system generated digital signature under rule 5(2) of the Companies (Electronic Filing and
Authentication of Documents) Rules, 2006.

The digitally signed certificate can be verified at the Ministry website (www.mca.gov.in).

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

INDOBELL INSULATIONS LTD

88 C LAKE VIEW ROAD, KOLKATA - 700029,

West Bengal, INDIA



THE COMPANIES ACT, 1956

A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

INDOBELL INSULATIONS LIMITED

- I.** The name of the company is **Indobell Insulations Limited**.
- II.** The Registered Office of the Company will be situated in the State of West Bengal.
- III. (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

- 1.** *To Carry on Business as Manufacturer; Supplier, applicator, Supervision, and Consultancy provider, designers of Thermal Insulation for various Industrial and commercial purposes.
- 2.** To Calcine, Crust, dress, refine, smelt, asbestos, fibres, graphite, mica, and mineral, substances of various kinds and manufacture prepare for market thermal and accoustic insulations and to carry on any other metallurgical operations which may seem conducive to any of the objects of the company.
- 3.** To carry on the business of miners. exporters, merchants and producers respectively of coal, ores, graphite, rubbet, mica, manganese, asbestos or any other minerals and to manufacture, prepare for the market, import, export, buy sell or otherwise deal in the same.
- 4.** Carry on the business of real estate developer and to purchase, sell, build, operate, transfer, develop, construct, maintain, repair, manage or to deal with land, properties, buildings, flats and all types of movable and immovable properties, residential, individual, commercial complexes, multiplexes or allied business activities.

(B) Objects incidental of ancilliary to the attainment of the main objects-

- 1.** To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property (particulars of any land, building casement, plant and machinery, book debts, stocks) and any right or privileges where the company may think necessary or convenient for the purposes of its business.
- 2.** To manufacture and/or deal in Machines, Tools, Implements, Appliances, Instruments and Accessories for domestic, industrial, agricultural and other uses.
- 3.** To lend money not amounting to banking to such persons and on such terms as may seem expedient and in particular to customers and others having dealing with the company and to guarantee performances of contracts by any such persons.
- 4.** Subject to the provisions of the Act to borrow or raise or secure the payment of money in such manner as the company may think fit, and in particulars by the issue of debentures perpetual or otherwise, charged upon all or any of the company's property (both present or future) including its uncalled capital and to purchase, redeem or pay off any such securities.

****Passed in terms of the Special Resolution at the Extra Ordinary General Meeting held on Wednesday, 16th August, 2023***

5. To receive money on deposit not amounting to banking with or without allowance of interest thereon.
6. Subject to the provision of the Act to subscribe or otherwise aid benevolent charitable, national, or other institutions or objects of public character or which bear any moral or other claims to support or aid by the company by reason of its locality or its operations or otherwise.
7. To apply for purchase or otherwise acquire any patents inventions licences. concessions and the like conferring any exclusive or nonexclusive or limited rights to use any secret or other information as to any invention which may seem capable of convenient for the purpose of bring 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 or develop or grant licence in respect of otherwise turn to account the property rights or information so acquired.
8. Subject to the provisions of the Act to acquire, take over, amalgamate carry on manage or control any other business whether manufacturing or otherwise which may seem to the company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly, enhance the value of or render profitable any of the Company property or titles.
9. Subject to the provisions of the Act to enter into partnership or into any other arrangement for sharing profits, union of interest, cooperation, joint ventures, reciprocal concession, or otherwise with any person or persons carrying on, or engaged in, any business or transaction capable of being conducted so as directly or indirectly to benefit this company.
10. 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 and rights suitable for the purpose of the company.
11. 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 the company.
12. 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.
13. To invest and deal with the moneys of the company not immediately required upon such shares and securities and to deal with the same in such manner as may from time to time be determined.
14. To enter into any arrangement with any Government of Authority supreme, municipal, local or otherwise, that may stem conducive to the company's objects or any of them and to obtain from any such Government or Authority all. rights privileges and concessions which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
15. Subject to the provisions of the Act to remunerate any person at company for services rendered or to be rendered in placing or assisting to place or guaranteeing the places of, any shares in the company's capital any debenture or other securities of the Company or in or about the formation or promotion of the company or the conduct of its business.
16. Subject to the provision of the Act to draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lending warrants, debentures and other negotiable or transferable instruments or securities.

(C) OTHER OBJECTS :

1. To carry on the business of iron foundries, metal moulders, steel makers, steel rollers, mechanical engineers, manufacturers of machinery and implements, of all kinds, tool makers, brass foundries, boiler makers, mill wrights, iron steel converters, smith wood makers and to carry on any other business manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with the above or otherwise.
2. To carry on the business of builders, painters, metallurgist, electrical engineers, water works engineers, manufacturers and suppliers of gas generators, farmers, printers, carriers and to buy, sell manufacture, repair, convert, alter, let or hire and deal in machinery, implements, rolling stock and hardware of all kinds and to carry on any other business which may seem to the company capable of being conveniently carried on in connection with the above or otherwise calculated directly or indirectly to enhance the value of any of the company's property and the right for the time being.
3. To manufacture, import, buy, sell, let or hire exchange, alter, improve, manipulate, prepare for market and/or otherwise deal in or distribute all kinds of plants, machineries, machine parts, tools, apparatus, utensils, raw materials and substances necessary or convenient for carrying on any of the specified business or any other marketable commodities whatsoever in which the Company is authorised to carry on business.
4. To carry on the business of manufacturers of and dealers in Mill Machine Parts, valves, cocks, pulleys, rope pulleys pipes and fittings, G. I. and steam pipe fittings. carriage and wagon fittings, M. S. Shafts. milling cut pinions C. I. and M. S. machines parts, elevator bucket.
5. To carry on the business of manufacturers of and dealers in all kinds of pumps, steam traps and boilers mouldings, spun cast, phosphor, bronze, solid brass and steel wires of all descriptions.
6. To finance the purchase, hire purchase, or sale of any machines or their accessories and manufacturing, assembling or dealing in the same on the basis of payment by installments.
7. To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market, and otherwise deal in all kinds of plant machinery, apparatus, tools, utensils and things necessary or convenient for carrying on any of the above business or usually dealt in by persons engaged in the like business.
8. To carry on the business of extracting, pumping and drawing, transporting and purifying and dealing in petroleum and-other mineral oils.
9. To carry on the business of manufacturers and wholesale and retail dealers of leather goods, household furniture, fittings and utensils, ironmongery, ornaments stationery, fancy goods, perfumery, soap, bicycles, tricycles, motor cars, tractors, lorries and taxicabs.
10. To carry on the business of manufacturers of and dealers in tobacco, cigars, cigarettes, match lights, pipes and any other articles required by or which may be convenient to smokers and snuff merchants and box merchants and to deal in any other articles or things commonly dealt in by tobacconists.
11. To advance and lend money on assets of all kinds upon such terms as may be arranged and negotiate loans.
12. To facilitate and encourage the creation issue or conversion of debentures, debenture stocks, bonds, obligations, shares, stocks and securities, and to act as trustees in connection

with any such securities and to take part in the conversion of business concerns and undertaking into Companies.

13. To take part in the formation supervision, or control of the business or operations of any Company or undertaking and, for that purpose, to appoint and remunerate any directors, accountants, or other experts or agents.
14. To employ experts to investigate and examine into the condition prospects, value, charter, and circumstances of any business concerns and undertakings and generally of any assets, property or rights.
15. To transact or carry on all kinds of agency business in which the company is authorised to carry on business particular in relation to the investment of money, the sale of property and the collection and receipt of money.
16. To give any guarantee in relation to the payment of any debentures, debenture stock, bonds, obligations, or securities and to guarantee the payment of interest thereon on any stock or shares of any Company.
17. To carry on any other business (whether manufacturing or otherwise) 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.
18. To 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 lend money to, guarantee the contracts of, 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, reissue, with or without guarantee, or otherwise deal with the same.
19. To promote any Company or companies for the purpose of acquiring all pr 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.
20. 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.
21. To construct, maintain and alter any buildings, or works, necessary or convenient for the purpose of the Company.
22. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
23. To borrow or raise or secure the payment of money for the purposes of the Company's business in such manner and on such terms and with such rights, powers and privileges as the Company shall think fit and in particular by the issue of or upon bonds debentures, bills of exchange, promissory notes or other obligations or securities of the Company and with a view thereto to mortgage and charge the undertaking and or all any of the immovable and movable property present or future and all or any of the uncalled capital for the time being of Company, and to purchase, redeem or payoff any such securities.
24. To sell or dispose of the undertaking of the Company or any property thereof for such consideration as the Company may think fit, and in particular for shares, debentures,

securities of any other Company having objects altogether or in part similar to those of this Company.

25. To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose off, turn to account, or otherwise deal with all or any part of the property and rights of the Company.
26. To draw, accept, endorse, discount, buy, sell and deal in Bills of exchange, Promissory Notes, Bonds, Debentures, Coupons and other negotiable instruments and securities.
27. To seek and secure openings for the employment of capital in India and elsewhere with a view thereto to prospect, enquire, examine, explore and test and to despatch and employ expeditions commissioners, experts and other agents.
28. . To carry on business as spinners of cotton, flax, hemp and jute and as manufacturers of textile goods and as yarn merchants bleachers and dyers, makers of bleaching and dyeing materials and to purchase, comb, prepare, spin and deal in hemp, jute wool, cotton, silk, and other fabrics.
29. To receive money on deposit and interest or otherwise and to lend money on mortgage of immovable property or by hypothecation or pledge of movable property or without any security to such persons and on such terms as may seem expedient and in particular to customers and persons having dealings with the Company.
30. To purchase for investing or resale, and to traffic in land and house and other property of any tenure and may interest therein and to create sell and deal in free-hold and lease-hold ground rents and to make advances upon the security of land or house of other property.
31. To carry on business as timber merchants, saw-mill proprietors and timber growers, and to buy, sell grow, prepare for market, manipulate, import, export and deal in timber and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used.
32. To pay for any property or rights required by the Company, either in cash or by the allotment of fully or partly paid shares of this Company with or without preferred in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue, or partly in one mode and partly in another and generally on such terms as the Company may determine.
33. 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.
34. To buy, sell, barter, exchange, pledge, hypothecate, make advances upon and otherwise deal in all kinds of jute, hessian gunny, silver, gold, shellac, cloth, yam and ferrous and non-ferrous metals and to enter into any ready or forward contractors in respect of the above and to effect any settlement thereof.
35. To carry on business of, and to work as merchants, traders, commission agents, underwriters, money lenders, brokers, share brokers, and dealing in shares, debentures and stock banians, contractors, other suppliers, selling agents, engineers, shipowners, mechanics, exporters, importers, manufacturers, dealers, workers, and financiers, in all kinds of goods and merchandise raw or manufactured of any description, quantity, kind and variety whatsoever in which the Company is authorised to carry on business.
36. To establish, maintain, and carry on the business of growers, cultivators, producers, refiners, buyers, sellers, exporters, importers of and dealers in jute, hemp, cotton, sugar

cane, tea wheat, linseed and other seeds, vegetable products, plants, rice, dal, oil, seeds and other food grains.

37. To subscribe, contribute or guarantee money for any national, charitable, religious benevolent, public, general or useful object to political parties or for any exhibition or for any purpose which in the opinion of the Board of Directors may be likely directly or indirectly to further the objects of the Company or the interests of its members.
38. To distribute among the members in specie any assets or property of the Company subjects to the provisions of the Companies Act.
39. To buy, sell, manufacture, and deal in minerals, plants, machinery, implement, conveniences, provisions and things capable of being used in connection with metallurgical operations, or required by workmen and others employed by the Company.
40. To provide for the welfare of Directors or employers or ex-employers of the Company or its predecessors in business and the wives, widows, and families or the dependents or connections of such persons by building or contributing or the building of houses or dwellings or quarters or by grants of money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or any other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds, profits sharing or other schemes, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
41. To do all or any of the above things in any part of the world and 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.

IV) The liability of the members is limited

V) *Capital Clause:

The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore) divided into 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of Rs. 10/- each.

** Altered from Rs 7 crore to Rs 15 crore vide Ordinary Resolution passed in the Annual General Meeting of members of the company held on 30th September 2026*

** Altered from Rs 6 crore to Rs 7 crore vide Ordinary Resolution passed in the Extra-Ordinary General Meeting of members of the company held on 15 July 2024.*

** Altered from Rs 2.5 crore to Rs 6 crore vide Ordinary Resolution passed in the Extra-Ordinary General Meeting of members of the company held on 30th October 2023.*

** Altered from Rs 1 crore to Rs 2.5 crore vide Ordinary Resolution passed in the Extra-Ordinary General Meeting of members of the company held on 12th September 2012*

** Altered from Rs 25 lakhs to Rs 1 crore vide Ordinary Resolution passed in the Extra-Ordinary General Meeting of members of the company held on 1st August 2012.*

** Altered from Rs 10 lakhs to Rs 25 lakhs vide Ordinary Resolution passed in the Extra-Ordinary General Meeting of members of the company held on 19th January 2012.*

** Altered from Rs 5 lakhs to Rs 10 lakhs vide Ordinary Resolution passed in the Extra-Ordinary General Meeting of members of the company held on 17th May 2003.*

We the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in accordance with these Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Name, addresses and description of subscribers	Number of equity shares taken by each subscriber	Names, addresses and description of witnesses.
VIJAY BURMAN 110 LAKE TERRACE CALCUTTA - 29 S/o SRI B. L. BURMAN ENGINEER	1250	Sri Debi Das Chatterjee S/o Sri Narendra Nath Chatterjee 142, Rash Behari Avenue Calcutta - 700 029 For DABUR (Dr. S. K. Burman) (P) Ltd. S/d DD. Chatterjee Manager
B. L. BURMAN 110, LAKE TERRACE CALCUTTA - 29 S/o SRI B. S. BURMAN SERVICE	1250	Sri Debi Das Chatterjee S/o Sri Narendra Nath Chatterjee 142, Rash Behari Avenue Calcutta - 700 029 For DABUR (Dr. S. K. Burman) (P) Ltd. S/d DD. Chatterjee Manager
MRS. SARASWATI DEVI BURMAN 110, LAKE TERRACE CALCUTTA - 29 W/o SRI B. L. BURMAN HOUSE WIFE	1250	Sri Debi Das Chatterjee S/o Sri Narendra Nath Chatterjee 142, Rash Behari Avenue Calcutta - 700 029 For DABUR (Dr. S. K. Burman) (P) Ltd. S/d DD. Chatterjee Manager
TOTAL	3750	

Dated this 9th day of May 1972.