

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

Memorandum

AND

Articles of Association

OF

HIMALAYA AGRO CHEMICALS PRIVATE LIMITED



Co. No. 1435

Form I. R.

Certificate of Incorporation

No. 1435 of 1979-80

I hereby certify that HIMALAYA AGRO CHEMICALS 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 Patna this 30th day of January One thousand nine hundred and eighty



P. K. Chatterjee
Registrar of Companies
Bihar, Patna.

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

Memorandum of Association

OF

Himalaya Agro Chemicals Private Limited

1. The name of the Company is "HIMALAYA AGRO CHEMICALS PRIVATE LIMITED".
2. The registered office of the Company shall be situated in the State of Bihar.
3. The objects for which the Company is established are :
 - (A) Main objects to be pursued on incorporation :—
 - (i) To take over and acquire the existing assets, rights and obligations of M/S HIMALAYA AGRO CHEMICALS of Forbesganj (Purnea) a partnership firm, all the partners of which firm are promoters of this Company and which was formed with the object of setting up a factory for manufacturing chemical fertilizers and granulated mixtures.
 - (ii) To establish factories, processing units and centres for manufacturing, processing and dealing in chemical fertilizers of various types including granulated mixtures of different grades, manures, pesticides, insecticides, chemicals, spraying equipments, agricultural implements and components, and also to establish and run service centres, for the same.
 - (iii) To import, export, and otherwise deal in fertilizers, chemicals, equipments and raw materials and allied articles required for manufacturing and processing the aforesaid items and also to obtain and give on lease or hire machinery, equipments and implements for the purpose of development of agriculture, horticulture and cericulture.
 - (iv) To take part in rural development programmes, particularly by organising manufacture of manures by scientific indigenous methods at different places and to supply and provide machinery, agricultural implements and accessories and to maintain training, repairing and service centres.

- (B) Objects incidental or ancillary to the attainment of the main objects :—
- (i) To manufacture, store, buy, hire, let out on hire, sell, alter, exchange, advertise, utilise, improve, indent, place or market, import, export and otherwise deal in and for the purpose of any or all of the foregoing objects and to carry on business in machine tools, small tools, conveyors, haulages, pumps, electrical and scientific, apparatus, mechanical handling equipments, mechanical electrical and scientific appliances, instruments, apparatus and accessories, tools, plants machines as may be conveniently carried on with the main objects of the Company.
 - (ii) To construct, maintain, alter and improve any roads, ways, waterworks ponds, tanks, wells, reservoirs, canals, wharves, furnaces, mills, factories, warehouses, offices, steam-vessels, boats, barges, launches, buildings and works calculated directly or indirectly to advance the interest of the Company and to contribute to the expenses of constructing, maintaining and improving any such works, in Connection with the objects of the Company.
 - (iii) To purchase, take on leave or in exchange, hire or otherwise acquire any movable and 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 lands, buildings, works, easements, machinery, plants, stock-in-trade, rolling stock, wharves, warehouses, offices, and any patents, invention or processes available for use in connection with any of the objects of the Company.
 - (iv) To enter into partnership or into any arrangement for sharing profits, union of interests or co-operation with any person or Company carrying on or about to carry on any business which this Company is authorised to carry on or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company and to take or otherwise acquire and hold shares or stock in any such Company.
 - (v) 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.
 - (vi) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, Government of India and other promissory notes, warrants, debentures and other negotiable or transferable instruments and securities.
 - (vii) To invest the moneys of the Company not immediately required upon such securities as may from time to time be determined.
 - (viii) 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 but particularly to customers of and persons having dealings with the Company and to guarantee the performances of contracts by such persons and members of or persons having dealings with the Company, provided that the Company shall not carry on the business of Banking as defined under the Banking Regulations Act, 1949.
 - (ix) To borrow or raise or secure the payment of money from financial corporation, banks and others in such manner as the Company shall think fit and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future) including its uncalled capital and to mortgage and create charge on the assets of the Company.

- (x) To remunerate any person or Company for services rendered to or to be rendered in formation or promotion of the Company or the acquisition of property by the Company or the conduct of its business.
 - (xi) Subject to provisions of the Companies Act, 1956, to guarantee the payment of money unsecured, or secured by or payable under or in respect of Promissory Notes, Bonds, Debentures, 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.
 - (xii) To establish and support or aid in 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 for any exhibition for any public general or useful object to provisions of section 293A of the Companies Act, 1956.
 - (xiii) To aid, pecuniarily or otherwise any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problem or trouble or the promotion of industry and trade.
 - (xiv) To make donations and contributions for any religious, social, philanthropic, charitable, benevolent, educational, national, or other lawful purposes which the Company may think fit and proper, subject to provisions of section 293A of the Companies Act, 1956.
 - (xv) In the event of winding up, to distribute all or any of the property of the Company amongst the members in species or kind, subject to the provisions of the section 205 of the Companies Act.
 - (xvi) To establish and support laboratory and centres for scientific research and training.
- (C) Other objects not indicated in (A) and (B) above :—
- (i) To carry on the business of dairy farming, agriculture, bee-keeping and to maintain fruit gardens and orchards.
 - (ii) To carry on business of public carriers, transport and to establish and maintain workshops.
4. The liability of the members is limited.
5. The Authorised Share Capital of the Company is Rs. 4,50,000 (four lacs fifty thousand) divided into 4500 Equity Shares of Rs. 100/- each, with power to increase or reduce the Share Capital of the Company and cancel any number of unallotted shares and to divide the shares in the Capital for the time being into different classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined in accordance with the regulations of the Company and the Company may alter the conditions of its Memorandum relating to Share Capital in accordance with section 94 of the Companies Act, 1956.

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 to our respective names.

Names, Addresses and Description of Subscribers	Signature of Subscribers	No. of Equity Shares taken by each Subscriber	Names, Addresses and Description of Witness
<p>1. Kumar Krishna Prakash S/o. Sri Onkarmal Agrawal Raniganj Road, Forbesganj Business.</p>	S/d	1350	<p>Dayanand Prasad S/o. Srichand Ram Village Shorampur Post Shorampur Dist. Patna Occupation : Service</p>
<p>2. Shanti Agrawal W/o. Sri Onkarmal Agrawal Forbesganj Business.</p>	S/d	10	
<p>Declaration : The contents of the Memorandum of Association have been read over and explained to Smt. Shanti Agrawal in Hindi who has signed in Hindi.</p>		1360 (Equity Shares)	
TOTAL		1360 (Equity Shares)	

Dated, the 24th day of January 1980

THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

Articles of Association

OF

Himalaya Agro Chemicals Private Limited

PRELIMINARY

1. In these Articles, unless there be something in the subject or context inconsistent therewith :

- (a) "The Company" means "HIMALAYA AGRO CHEMICALS PRIVATE LIMITED".
- (b) "The Act" means the Companies Act, 1956.
- (c) "The Directors" means the Directors of the Company for the time being.
- (d) "The Board" means the Board of Directors of the Company.
- (e) "The Seal" means the Common Seal of the Company.
- (f) "The Articles" means the Articles of Association of the Company.
- (g) "The Memorandum" means the Memorandum of Association of the company.

2. The regulations contained in Table "A" in the First Schedule to the Companies Act, 1956, so far as they apply to Private Limited Companies, shall apply to this Company, except in so far as, the same are inconsistent with or modified by these Articles.

3. Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or Any statutory modification thereof in force, at the date, at which these Regulations become binding on the Company.

PRIVATE COMPANY

4. The Company is a Private Company within the meaning of section/s 2 (35) & 3 (i) (iii) of the Companies Act, 1956 and accordingly :

- (a) The right to transfer the shares of the Company shall be restricted in the manner and to the extent hereinafter provided ;
- (b) The number of members of the Company shall be limited to fifty, not including—
 - (i) Persons who are in the employment of the Company and
 - (ii) Persons who having been formerly in the employment of the Company, were members of the Company while in that employment and have continued to be members after the employment ceased ; provided that where two or more persons hold one or more shares in the Company jointly, they shall be treated as a single member ;
- (c) No invitation shall be issued to the public to subscribe for any shares in or debentures of the Company.

SHARE CAPITAL

5. The Share Capital of the Company is Rs. 4,50,000/- divided into 4,500 Equity Shares of Rs. 100/- each with power to increase or reduce the Share Capital of the Company and to cancel any number of unallotted shares and to divide the shares in the Capital for the time being into different classes and to attach thereto respectively such preferential, or special rights, privileges or conditions as may be determined in accordance with the regulations of the Company and subject to provisions of sections 80, 100, 106, 107 and other applicable provisions of the Act and the Company may alter the conditions of its Memorandum relating to Share Capital in accordance with section 94 of the Companies Act, 1956.

6. The shares shall be under the control of the Board of Directors who may allot or otherwise dispose of the same to such persons including allotment in joint names, on such terms as the Directors think fit, and to give any person any shares whether at par, at premium or at discount and for such consideration as the Board of Directors may think fit, subject to provisions of sections 78 & 79 of the Act.

7. The Board of Directors may allot and issue shares in the Capital of the Company as payment or part payment for any property, goods or machinery supplied, sold or transferred or for services rendered to the Company.

8. (i) The Board may accept from any member, the whole or a part of the amount remaining unpaid on any shares held by him, although no part of that amount has been called up and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at rates not exceeding six percent per annum, unless the Company in general meeting shall otherwise direct ;

(ii) The member shall not however be entitled to any voting rights, in respect of the moneys so paid by him, until the same would, but for such payment, become presently payable.

9. The Company may pay dividends in proportion to the amount paid up on each share where a large amount is paid up on some shares than on others, if so recommended by the Board.

TRANSFER & TRANSMISSION OF SHARES

10. No transfer of shares shall be made or registered except when the transfer is made by any member of the Company to another member or to the member's spouse, children, sister, brother, son-in-law or parents, or to any other person whom the Board of Directors shall approve of.

11. In case any member desires to sell or transfer any of his shares to person or persons other than specified in Article 10 above, he must notify his intention to the Board of Directors of the number of shares, the fair value and the name of the proposed transferee and the Board must offer to the other shareholders the number of shares offered at the fair value and if the offer is accepted, the shares shall be transferred to the acceptor or acceptors and if the shares or any of them are not so accepted within one month from the date of notice to the Board, the proposing transferor shall at any time within three months afterwards, be at liberty, to sell and transfer the shares to any person at the same or at a higher price. In case of any dispute regarding the fair value of the shares, it shall be decided and fixed by the Board of Directors, whose decision shall be final.

12. The Directors may refuse to register any transfer of shares (1) where the Company has a lien on the shares, or (2) where the shares are not fully paid up shares.

GENERAL MEETING

13. All general meetings other than annual meetings shall be called extraordinary general meetings.

14. (1) The Board may, whenever it thinks fit, call the Annual General Meeting or an extra-ordinary general meeting, subject to the provisions of sections 166 and 169 of the Companies Act, 1956, by giving ten days notice.

(2) If at any time there are not within India Directors capable of acting who are sufficient in number to form a quorum, any Director or any two members of the Company may call an extra-ordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board, subject to the provision of Section 169 of the Act.

PROCEEDINGS AT GENERAL MEETING

15. (1) No business shall be transacted at any general meeting unless a quorum of members is present at the time, when the meeting proceeds to business.

(2) Two members present in person, shall be a quorum.

16. The Chairman, if any of the Board and in his absence Vice-Chairman, if any, shall preside as Chairman at every general meeting of the Company.

17. If there is no such Chairman or Vice-Chairman, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their numbers to be Chairman of the meeting.

18. If at any meeting no Director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their numbers to be Chairman of the meeting.

19. (i) The Chairman may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (iv) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at the adjourned meeting.

20. No member shall exercise any voting right in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid or in regard to which the Company has exercised any right of lien.

21. In the case of an equality of votes, whether on a show of hands or on a Poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.

22. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

23. The business of the company shall be managed by the Directors who may pay all expenses incurred in setting up and registering the company and may exercise all such powers of the company as are not restricted by the Companies Act, 1956 or any statutory modification thereof for the time being in force or by these Articles required to be exercised by the company in general meeting subject, nevertheless to any regulations for these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting. Nothing shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

24. Until otherwise determined by the general meeting the number of Directors shall not be less than two or more than eleven.

The first Directors shall be :—

- (1) Sri Shambhu Goel
- (2) Sri Kumar Krishna Prakash
- (3) Smt. Rukmini Devi

25. The Board may appoint any person or persons as additional directors or alternate directors, subject to the provisions of sections 260 and 313 of the Act.

26. The qualification of a Director shall be the holding of beneficiary in his own right of 50 Equity Shares of the Company.

27. A Director may act before acquiring his qualification within two months after his appointment.

28. Notwithstanding the provisions of Articles 26 & 27 of these Articles.

- (i) any person or persons being nominee or nominees of the Government and or financing bodies may be appointed as Director of the company pursuant to any agreement or arrangement agreed upon by the Board of this company. and

- (ii) any person or persons considered to be useful by the Board on the basis of technical knowledge and skill, experience or reputation, may be appointed as director of the Company.

29. Each Director shall receive out of the funds of Company by way of remuneration for his services a sum not exceeding Rs. 250/- for every meeting attended by him as may from time to time be determined by the Board of Directors. The Directors shall also be paid travelling and other expenses for attending and returning from meeting of the Board (including hotel expenses) and any other expenses incurred by them in connection with the business of the Company.

30. If any Director, being willing, shall be called upon to perform extra services for the purposes of the Company shall remunerate such Director by a fixed sum or percentage of profit, or otherwise, as may be determined by the Board of Directors, and such remuneration may be either in addition to or in substitution for his remuneration above provided, subject to the provisions of section 314 of the Companies Act, 1956.

31. The Board of Directors may appoint any Director as Managing Director, Governing Director or to such other office and fix the terms and conditions and remuneration, in respect of such appointments and may vary the terms from time to time, subject to the provisions of Sections 314 and other applicable provisions of the Act.

32. The first Managing Director of the Company shall be Shri Shambhu Goel for a term of five years which term may be extended, subject to provisions of the Companies Act, 1956. His remuneration shall be fixed by the Board of Directors from time to time.

33. Subject to the supervision and control of the Board of Directors, the Managing Director shall be entrusted with the general conduct, management and superintendence of the business and affairs of the Company and may exercise all such powers and do all such acts and things as may be exercised or done by the Company or by the Board of Directors and are not hereby or by the provisions of Companies Act or by the provisions of any Act or Acts expressly directed or required to be done or exercised by the Board of Directors of the company or by Shareholders in general meeting provided that, no regulation shall invalidate any prior act or acts of the Managing Director which would have been valid if such regulations have not been made. Such Managing Director subject to the control and supervision as aforesaid shall have powers to do all acts, matters and things deemed necessary, proper or expedient for carrying on business of the Company including the power to make such investment of the funds of the Company as he shall think fit and to make and sign all contracts on behalf of the Company and to make sign, accept, endorse, negotiate and discount on behalf of the Company all bills of exchange, bills of lading, cheques, drafts, hundies, promissory notes and all other negotiable and transferable instruments. Subject to the control of the Board of Directors as aforesaid the Managing Director shall have control of books, papers, securities, documents, properties, assets and effects of the Company and shall have powers to let out, mortgage, pledge, hypothecate and create charge upon the properties and assets of the Company and also to employ or engage officers, lawyers, experts and advisors for the Company.

PROCEEDINGS OF DIRECTORS

34. Subject to the provisions of sections 285 and 287 of the Act, the Directors may meet together for the despatch of business, adjourn and otherwise regulate their meeting as they think fit and determine the quorum necessary for the transaction of business and the place and manner in which the meeting shall be called. Two or One-third of total strength of the Board of Directors, whichever is more shall form a quorum, subject to the provisions of the Act, questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes, the Chairman shall have a second or casting vote.

35. The Managing Director may, and on the request of any Director, the Managing Director or Secretary shall at any time summon a meeting of the Board of Directors. A Director who is not in India shall not be entitled to a notice of a meeting of the Board.

36. The Board of Directors may from time to time elect a Chairman and Vice-Chairman, who shall preside at the meeting of the Directors, and determine the period for which he is to hold office, but if no such Chairman and Vice-Chairman be elected or if at any time the Chairman and Vice-Chairman be not present within fifteen minutes after the time appointed for holding the same, the Directors present shall choose some one of their numbers to be the Chairman of such meeting. The Board may fix remuneration for the Chairman, and or Vice-Chairman, subject to provisions of Section 314 of the Act.

37. A resolution in writing signed by the majority of Directors shall be as effective for all purposes as a resolution passed at a meeting of the Board duly convened and held subject to the provisions of sections 289 and 292 of the Act.

POWERS OF DIRECTORS

38. Subject to the provisions of section 292 and section 197A of the Companies Act, 1956, the Board shall have the right to delegate all or any of their powers to such Managing Director, Managers, Committees or other persons as they may deem fit and may at its own discretion revoke such powers.

39. The Board of Directors shall have the power from time to time at their discretion to borrow, raise or secure the payment of any sum of money or to receive money on deposit for the purposes of the Company from any person, firm, Company, Bank, Commercial Banks, other financing bodies and financiers, in such manner and upon such terms and conditions, in all respects as they think fit and in particular, by the issue of debentures or bonds of the Company or by mortgage charged upon all or any of the properties of the Company both present and future including its uncalled capital for the time being subject to provision of the Act.

40. The Board of Directors shall have the power to open Bank Accounts and to authorise any person or persons to sign cheques on behalf of the Company and to operate all banking accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies, bills, etc. or may authorise any other person or persons to exercise such powers, as may be decided by the Board.

ACCOUNTS

41. (i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company or any of them, shall be open to the inspection of members, not being directors.
- (ii) No member (not being a director, shall have any right of inspecting any account book or documents of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

CAPITALISATION OF PROFITS

42. (1) The Company in general meeting may, upon the recommendation of the Board resolve—
 - (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account or otherwise available for distribution ; and

- (b) that such sum be accordingly set free for distribution in the manner specified in clause (2) amongst the members who would have entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied subject to the provision contained in clause (3), either in or towards—
- (i) paying up any amounts for the time being unpaid on any shares held by such members respectively ;
 - (ii) paying up in full, unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportions aforesaid or ;
 - (iii) partly in the way specified in sub-clause (1) and partly in that specified in sub-clause (ii).
- (3) A share premium account and a capital redemption reserve fund may, for the purposes of this regulation, only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares.
- (4) The Board shall give effect to the resolution passed by the Company in pursuance of these regulations.
43. (1) Whenever such a resolution as aforesaid shall have been passed the Board shall—
- (a) make all appropriation of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid bonus shares or debentures, if any ; and
 - (b) generally do all acts and things required to give effect thereto.
- (2) The Board shall have full power—
- (a) to make such provision, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, in the case of shares or debentures becoming distributable in fractions ; and also
 - (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment by the Company on their behalf, by the application thereto of their respective proportions of the profit resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares.
- (3) Any agreement made under such authority shall be effective and binding on all such members.

SECRECY

44. Every Director, Manager, Auditor, Trustee, Member of a Committee, Officer, Servant, Agent, Accountant or other person employed in the business of the Company shall, if so required by the Directors before entering upon his duties, sign declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto, and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by any meeting or by a court of law and except so far any as may be necessary in order to comply with any of the provisions in these presents contained.

INDEMNITY

45. The Chairman, Directors, Auditors, Managing Director and other Officers for time being of the Company and trustees for the time being acting in relation to any of the affairs of the Company and their heirs, executors, administrators shall be indemnified out of the assets and funds of the Company from or against all suits, proceedings, costs, charges, losses, damages, and expenses which they or any of them shall or may incur or sustain by reason of any act done or committed in or about the execution of their duties in their respective offices except those done through their wilful neglect or default. Any such officer or trustee shall not be answerable for acts, omissions, neglects or defaults of any other officer or trustee, subject to the provisions of section 201 of the Companies Act, 1956.

WINDING UP

46. (i) If the Company shall be wound-up the liquidator may with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (iii) The liquidator may with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

47. Every officer or agent for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceeding, whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 633 of the Act in which relief is granted to him by the Court.

THE SEAL

48. (i) The Board shall provide for the safe custody of the common seal.
- (ii) The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a Committee of the Board authorised by the Board in that behalf and except in the presence of at least one director and that director shall sign every instrument to which the Seal of the Company is so affixed in his presence, subject to provisions of Companies (Issue of Share Certificate) Rule, 1960.

We, the several persons whose names and addresses are subscribed are desirous of being formed into a Company in pursuance of this Articles of Association, and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

Names, Addresses and Description of Subscribers	Signature of Subscribers	No. of Equity Shares taken by each Subscriber	Names, Addresses and Description of Witness
<p>1. Kumar Krishna Prakash S/o. Sri Onkarmal Agrawal Raniganj Road, Forbesganj Business.</p>	S/d	1350	
<p>2. Shanti Agrawal W/o. Sri Onkarmal Agrawal Forbesganj Business.</p>	S/d	10	<p>Dayanand Prasad S/o. Srichand Ram Village Shorampur Post Shorampur Dist. Patna Occupation : Service</p>
<p>Declaration : The contents of the Memorandum of Association have been read over and explained to Smt. Shanti Agrawal in Hindi who has signed in Hindi.</p>			
TOTAL		1360 (Equity Shares)	

Dated, the 24th day of January 1980

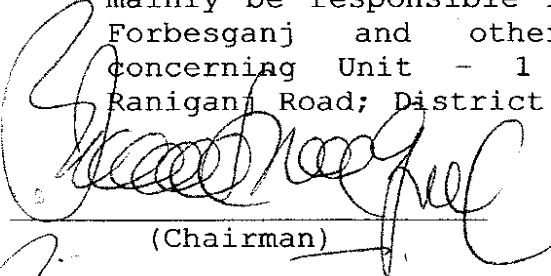
**Excerpts of the Minutes of the Board Meeting of the Company,
Messrs. HIMALAYA AGRO CHEMICALS PRIVATE LIMITED held
at its registered office at Raniganj Road, Forbesganj on the 11th
of January, 2010.**

PRESENT:

Shri Shambhu Goel, Managing Director
Smt. Shanti Devi Agrawal, Director

This meeting has been chaired by Shri Shambhu Goel

1. Resolved that Mr. Samar Goel, S/O. Shri Shambhu Goel has been successfully executing the responsibilities as C.E.O. of the company since 4 years as far as the entire fertiliser business of the Company's Unit - 1 situated at Forbesganj is concerned.
2. Resolved that Mr. Samar Goel after proposal from the board has given his consent for his appointment as full time director in the Company and hence it is decided to appoint Mr. Samar Goel as the Director in the Company.
3. Resolved that the board of Directors approve appointment of Mr. Samar Goel as executive director in the company with atleast 100 shares allotment of value @ Rs.100 per share.
4. Resolved that after appointment of Mr. Samar Goel as director in the Company, he shall as earlier and mainly be responsible for the affairs of the unit at Forbesganj and other ancillary responsibilities concerning Unit - 1 of the Company situated at Raniganj Road; District - Araria; Forbesganj.


(Chairman)

Certified to be a true copy.

For Messrs. HIMALAYA AGRO CHEMICALS (P) LTD.


(Mg. Director)

Resolution No.: HAC-RSTN/09/286/06. (Page 1 of 1)

FORM 32

Particulars of appointment of Managing Director, directors, manager and secretary and the changes among them or consent of candidate to act as a Managing Director or director or manager or secretary of a company and/ or undertaking to take and pay for qualification shares

[Pursuant to sections 303(2), 264(2) or 266(1)(a) and 266(1)(b)(iii) of the Companies Act, 1956]

Note - All fields marked in * are to be mandatorily filled.

1. *This form is for New company Existing company

2.(a) *Form 1A reference number (Service request number (SRN) of Form 1A) or corporate identity number (CIN) of company

U24110BR1980PTC001435

(b) Global location number (GLN) of company

Pre-fill

3.(a) Name of the company

HIMALAYA AGRO CHEMICALS PRIVATE LIMITED

(b) Address of the registered office of the company

RANI GANJ ROAD
FORBESGANJ
ARARIA
Bihar
INDIA
854318

(c) e-mail ID of the company samar_goel007@yahoo.com

4. Number of Managing Director, director(s) for which the form is being filed

1

5. Details of the Managing Director, directors of the company

I. Details of the Managing Director or director of the company

Director identification number (DIN)

02637336

Pre-fill

Name

SAMAR GOEL

Father's name

SHAMBHU GOEL

Present residential address

S/O SHAMBHU GOEL
WARD NO.11, D.D. ROAD
FORBESGANJ
Bihar
India 854318

Nationality

IN

Date of birth

13/08/1988

Appointment Cessation Change in designation

Designation

Director

Date of appointment or change in designation

12/01/2010

Category

Independent

(DD/MM/YYYY)

Whether chairman, executive director, non-executive director

Chairman Executive director Non-executive director

DIN of the director to whom the appointee is alternate

Pre-fill

Name of the director to whom the appointee is alternate

Name of the company or institution whose nominee the appointee is

e-mail ID

In case of cessation

Hereby confirmed that the above mentioned Director Managing Director is not associated with the company

with effect from (DD/MM/YYYY) due to

6. Number of manager(s), secretary(s) for which the form is being filed

7. Details of the manager or secretary of the company

I. Details of the manager or secretary of the company	
Income-tax permanent account number (PAN)	<input type="text"/> <input type="radio"/> Appointment <input type="radio"/> Cessation
Whether the secretary is a member of ICSI	<input type="radio"/> Yes <input type="radio"/> No
Whether associate or fellow	<input type="radio"/> Associate <input type="radio"/> Fellow
Membership number of the secretary	<input type="text"/>
First name	<input type="text"/>
Middle name	<input type="text"/>
Last name	<input type="text"/>
Father's name	
First name	<input type="text"/>
Middle name	<input type="text"/>
Last name	<input type="text"/>
Present residential address	Line I <input type="text"/>
	Line II <input type="text"/>
City	<input type="text"/>
State	<input type="text"/> Pin code <input type="text"/>
ISO country code	<input type="text"/>
Country	<input type="text"/>
Phone	<input type="text"/> Fax <input type="text"/>
Date of birth	<input type="text"/> (DD/MM/YYYY)
Designation	<input type="text"/>
Date of appointment or cessation	<input type="text"/> (DD/MM/YYYY)
e-mail ID	<input type="text"/>

Verification I

- 1. *I confirm that the information given above is true to the best of my knowledge and belief.
- 2. It is also hereby confirmed that the consent of the appointee Managing Director, director(s) has been filed as an attachment to this eForm (applicable only in the case of a public company)

Attachments:

1. Evidence of payment of stamp duty where qualification shares is involved (This will be mandatory only if the director giving consent agrees to pay for at least one share)

2. Consent(s) of the appointee Managing Director, director(s)

3. Declaration regarding qualification shares

4. Evidence of cessation

5. Optional attachment(s) - if any

List of attachments

Appointment Letter Of Samargoel.pdf
ROC-Resolution.pdf

Verification II

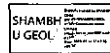
To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

I have been authorised by the Board of directors' resolution number dated (DD/MM/YYYY) to sign and submit this form.

I am authorised to sign and submit this form.

To be digitally signed by

Managing Director or director or manager or secretary of the company (In case of an existing company, person signing the form should be different from the person in whose respect the form is being filed)



*Designation

*Director identification number of the director or Managing Director; or Income-tax PAN of the manager; or Membership number, if applicable or income-tax PAN of the secretary (secretary of a company who is not a member of ICSI, may quote his/ her income-tax PAN)

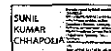
Certificate

It is hereby certified that I have verified the above particulars(including attachment(s)) from the records of

and found them to be true and correct. I further certify that all required attachment(s) have been completely attached to this form.

- Chartered accountant (in whole-time practice) or Cost accountant (in whole-time practice) or
- Company secretary (in whole-time practice)

*Whether associate or fellow Associate Fellow



*Membership number or certificate of practice number

For office use only:

This e-Form is hereby registered

Digital signature of the authorising officer

Himalaya Agro chemicals Private Limited
Raniganj Road
Forbesganj Araria-854318
Bihar

EXTRACT OF THE BOARD MEETING OF HIMALYA AGRO CHEMICALS
PRIVATE LIMITED HELD ON 11th JANUARY 2010 AT 3.00 P.M. IN THE
REGISTERED OFFICE OF THE COMPANY.

“FURTHER RESOLVED that Mr SAMAR GOEL has given his consent for the post of
director of the company, so decided to appoint as director

Sd/-

(Managing Director)

MINISTRY OF CORPORATE AFFAIRS
CHALLAN
G.A.R.7

Civil

Challan No. : A76316553

Challan Date : 12/01/2010

Expiry Date : 19/01/2010

Challan money paid into..... H O P e Bank, Exhibition Road, Patna,.....(BANK)

.....(BRANCH)

By Whom tendered

Name : SUNIL KUMAR CHHAPOLIA
Address : 320,ASHOKA PLACE
EXHIBITION ROAD
PATNA
PATNA,BIHAR,INDIA - 800001

Entity on whose behalf money is paid

CIN : U24110BR1980PTC001435
Name : HIMALAYA AGRO CHEMICALS PRIVATE LIMITED
Address : RANI GANJ ROAD
FORBESGANJ
ARARIA,BIHAR
INDIA - 854318

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form32	Normal	500.00
Total		500.00

Head of Account : 1475001050000: Other general economic services, Regulation of Joint Stock Companies

Accounts Officer by whom adjustable : Pay & Accounts Officer, Ministry of Corporate Affairs, New Delhi

Rupees(In words): Five Hundred only

Mode of Payment: Cash Cheque Demand Draft

Cheque/Demand Draft details: No. : Dated :

Drawn on.....(Bank).....(Branch)

Date: 13.01.2010.....

Signature of the Remitter: Adarsh - Ranjan

Note: Cheque/Demand Draft should be locally payable and drawn in favour of "Pay & Accounts Officer, Ministry of Corporate Affairs, New Delhi"

(For Bank use only)

Received Payment Rupees(words) : Rs. Five hundred only.....

Date: 13.01.2010.....

Bank Officer:.....

(For Office use only)

Received Payment Rupees(words) : Rs. Five hundred only.....

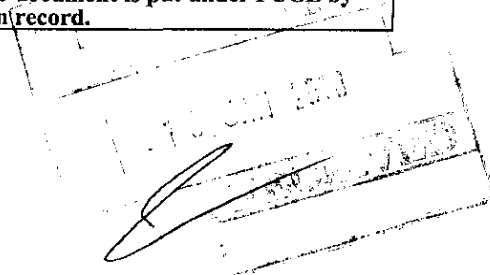
Date: 13.01.2010.....

Cashier:.....

Disclaimer: Payment done at the bank after the EXPIRY DATE shall be rejected and the corresponding service requested shall not be accepted

Note : The defects or incompleteness in any respect in this eForm as noticed by the Registrar shall be placed on the Ministry's website (www.mca.gov.in). In case the eForm is marked as RSUB or PUCL, please resubmit the eForm or file Form 67 (Addendum), respectively. Please track the status of your transaction at all times till it is finally disposed off by the Registrar. (Please refer Regulation 17 of the Companies Regulation, 1956)

It is compulsory to file Form 67 (Addendum) electronically within the due date whenever the document is put under PUCL by the ROC, failing which the system will treat the document as invalid and will not be taken on record.



Dear Sir/Madam,

This is to inform you that the eform Form 32 submitted on the MCA portal in respect of HIMALAYA AGRO CHEMICALS PRIVATE LIMITED vide SRN A76316553 dated 12-01-2010 has been Approved. This is an acknowledgment for the same.

In case of any further query or for all future communication of this request, please use your Service Request Number as the reference.

This is a MCA21 system generated mail for your information and necessary action. Please do not reply to this mail.

Notice: The information contained in this e-mail message and/or attachments to it may contain confidential or privileged information. If you are not the intended recipient, any dissemination, use, review, distribution, printing or copying of the information contained in this e-mail message and/or attachments to it are strictly prohibited. If you have received this communication in error, please notify us by reply e-mail or telephone and immediately and permanently delete the message and any attachments. Thank you

To,
The Managing Director,
Himalaya Agro Chemicals Private Ltd.
Raniganj Road,
Forbesganj, Araria-845318
Bihar

12.01.2010

Sub: Appointment of Director

In reference to the above matter, I accept for offer of appointment of director for above company and to be part of management. So, please accept our acceptance.
Thanking you,

Yours truly,

Sd/-

(Samar Goel)

**EXTRACT OF THE BOARD MEETING OF HIMALAYA AGRO CHEMICALS
PRIVATE LIMITED HELD ON 11 JANUARY 2010 AT 3.00 P.M. IN THE
REGISTERED OFFICE OF THE COMPANY**

The Managing Director laid before the Board that share application from the following person for 100 equity shares of Rs.100/- each totaling Rs.10,000/- have been received. The applicant has requested the company to allot them shares of Rs.100/- each.

The detail of the applicants is mentioned below:

Sl.No.	Applicant's Name	Applicant's Address	Application for equity shares	Amt. Rs.100/- per share
1	Mr. Samar Goel (S/o Shambhu Goel)	Ward. No.-11, D.D. Road, Forbesganj, Bihar, India-854318. (BUSINESSMAN)	100	10000

The matter was discussed in detail and it was "RESOLVED" that 100 equity shares of Rs.100/- each to the following applicant as requested by allotted is, as per details given hereunder:

Sl.No.	Applicant's Name	Application for equity shares	Amt. Rs.100/- per share
1	Mr. Samar Goel	100	10000

Sd/-

Director

FORM 2

Return of allotment

[Pursuant to section 75(1) of the Companies Act, 1956]

Note - All fields marked in * are to be mandatorily filled.

1.(a)* Corporate identity number (CIN) of company

(b) Global location number (GLN) of company

2.(a) Name of the company

(b) Address of the registered office of the company

(c) *e-mail ID of the company

3. Shares allotted payable in cash

Number of allotments

Date of allotment	<input type="text" value="11/01/2010"/> (DD/MM/YYYY)
Kind of Shares <input type="checkbox"/> Preference <input checked="" type="checkbox"/> Equity	
Brief particulars in respect of terms and conditions, voting rights etc. of shares	VOTING RIGHT
Number of shares allotted	100
Nominal amount per share (in Rs.)	100.00
Total nominal amount (in Rs.)	10000
Amount paid per share on application (excluding premium) (in Rs.)	100.00
Total amount paid on application (excluding premium) (in Rs.)	10000
Amount due and payable per share on allotment (excluding premium) (in Rs.)	0.00
Total amount paid on allotment (excluding premium) (in Rs.)	0.00
Premium amount per share due and payable (if any) (in Rs.)	0.00
Total premium amount due and payable (if any) (in Rs.)	0.00
Premium amount paid per share (if any) (in Rs.)	0.00
Total premium amount paid (if any) (in Rs.)	0.00
Amount of discount per share (if any) (in Rs.)	0.00
Total discount amount (if any) (in Rs.)	0.00
Amount to be paid on calls per share (if any) (excluding premium) (in Rs.)	0.00
Total amount to be paid on calls (if any) (excluding premium) (in Rs.)	0.00

4. Shares allotted for consideration otherwise than in cash

Number of allotments

Date of allotment

(DD/MM/YYYY)

Kind of Shares	<input type="checkbox"/> Preference	<input type="checkbox"/> Equity
Brief particulars in respect of terms and conditions, voting rights etc. of shares		
Number of shares allotted		
Nominal amount per share (in Rs.)		
Total nominal amount (in Rs.)		
Amount to be treated as paid-up on each share (in Rs.)		
Premium amount per share (if any) (in Rs.)		
Total premium amount (if any) (in Rs.)		
Amount of discount per share (if any) (in Rs.)		
Total discount amount (if any) (in Rs.)		
The consideration for which such shares have been allotted		
(a) Property and assets acquired		
Description		
Amount (in Rs.)		
(b) Goodwill		
Description		
Amount (in Rs.)		
(c) Services (give nature of services)		
Description		
Amount (in Rs.)		
(d) Other items (to be specified)		
Description		
Amount (in Rs.)		

Whether an agreement or contract is executed in writing for allotting shares for consideration otherwise than in cash

Yes

No

5. Bonus shares issued

- (a) Date of allotment (DD/MM/YYYY)
- (b) Number of bonus shares
- (c) Nominal amount per share (in Rs.)
- (d) Amount to be treated as paid up per share (in Rs.)

6. Capital structure of the company after taking into consideration the above allotment(s)

(a) *Authorised capital of the company (in Rs.)

Break up of Authorised capital

*Number of equity shares	<input type="text" value="75000"/>	Total amount of equity shares (in Rs.)	<input type="text" value="7,500,000.00"/>
Nominal amount per equity share	<input type="text" value="100"/>		
*Number of preference shares	<input type="text" value="0"/>	Total amount of preference shares (in Rs.)	<input type="text"/>
Nominal amount per preference share	<input type="text"/>		
Number of unclassified shares	<input type="text"/>	Total amount of unclassified shares (in Rs.)	<input type="text"/>

(b) *Issued capital of the company (in Rs.)

Break up of Issued capital

*Number of equity shares	<input type="text" value="24600"/>	Total amount of equity shares (in Rs.)	<input type="text" value="2,460,000.00"/>
Nominal amount per equity share	<input type="text" value="100"/>		
*Number of preference shares	<input type="text" value="0"/>	Total amount of preference shares (in Rs.)	<input type="text"/>
Nominal amount per preference share	<input type="text"/>		

(c) *Subscribed capital of the company (in Rs.)

Break up of Subscribed capital

*Number of equity shares	<input type="text" value="24600"/>	Total amount of equity shares (in Rs.)	<input type="text" value="2,460,000.00"/>
Nominal amount per equity share	<input type="text" value="100"/>		
*Number of preference shares	<input type="text" value="0"/>	Total amount of preference shares (in Rs.)	<input type="text"/>
Nominal amount per preference share	<input type="text"/>		

(d) * Paid up capital of the company (in Rs.)

Break up of Paid up capital

*Number of equity shares	<input type="text" value="24600"/>	Total amount of equity shares (in Rs.)	<input type="text" value="2,460,000.00"/>
Nominal amount per equity share	<input type="text" value="100"/>		
*Number of preference shares	<input type="text" value="0"/>	Total amount of preference shares (in Rs.)	<input type="text"/>
Nominal amount per preference share	<input type="text"/>		

7. (a) Date of passing the special resolution authorising issue under section 81 (DD/MM/YYYY)
 (b) Service request number (SRN) of Form 23
8. *Whether complete list of allottees has been enclosed as attachment Yes No
 In case No, then submit the details of all the allottees in a CD seperately

Attachments

1. Copy of the resolution authorising the issue of bonus shares
2. *List of allottees (separate list for each allotment, refer instruction kit for format)
3. Copy of the resolution for the issue of shares at a discount with a copy of the order of the Central Government
4. Copy of the contract or agreement, if any, for allotment of share for consideration otherwise than in cash
5. Copy of Board or shareholders' resolution
6. Optional attachment(s) - if any

List of attachments

Resolution & LIST FO ALLOTEES HIMALAYA

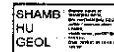
Verification

To the best of my knowledge and belief, the information given in this form and its attachments is correct and complete.

I have been authorised by the Board of directors' resolution number * dated * (DD/MM/YYYY) to sign and submit this form.

To be digitally signed by

Managing Director or director or manager or secretary of the company



*Designation

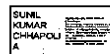
*Director identification number of the director or Managing Director; or Income-tax permanent account number (Income-tax PAN) of the manager; or Membership number, if applicable or income-tax PAN of the secretary (secretary of a company who is not a member of ICSI, may quote his/ her income-tax PAN)

Certificate

It is hereby certified that I have verified the above particulars (including attachment(s)) from the records of

and found them to be true and correct. I further certify that all required attachment(s) have been completely attached to this form.

- Chartered accountant (in whole-time practice) or Cost accountant (in whole-time practice) or Company secretary (in whole-time practice)



*Whether associate or fellow Associate Fellow

*Membership number or certificate of practice number

For office use only:

This e-Form is hereby registered

Digital signature of the authorising officer

MINISTRY OF CORPORATE AFFAIRS

CHALLAN

G.A.R.7

Civil

Challan No. : A77874840

Challan Date : 04/02/2010

Expiry Date : 10/02/2010

Challan money paid into..... HDFC Bank, Exh. Road, Patna.....(BANK)

.....(BRANCH)

By Whom tendered

Name : SUNIL KUMAR CHHAPOLIA
Address : 320,ASHOKA PLACE
EXHIBITION ROAD
PATNA
PATNA,BIHAR,INDIA - 800001

Entity on whose behalf money is paid

CIN : U24110BR1980PTC001435
Name : HIMALAYA AGRO CHEMICALS PRIVATE LIMITED
Address : RANI GANJ ROAD
FORBESGANJ
ARARIA,BIHAR
INDIA - 854318

Full Particulars of Remittance

Service Type: eFiling

Service Description	Type of Fee	Amount(Rs.)
Fee For Form2	Normal	500.00
Total		500.00

Head of Account : 1475001050000; Other general economic services, Regulation of Joint Stock Companies

Accounts Officer by whom adjustable : Pay & Accounts Officer, Ministry of Corporate Affairs, New Delhi

Rupees(In words): Five Hundred only

Mode of Payment: Cash Cheque Demand Draft

Cheque/Demand Draft details: No. : Dated : 05.02.2010.....

Drawn on.....(Bank).....(Branch)

Date:.....

Signature of the Remitter: [Signature]

Note: Cheque/Demand Draft should be locally payable and drawn in favour of "Pay & Accounts Officer, Ministry of Corporate Affairs, New Delhi"

(For Bank use only)

Received Payment Rupees(words) : Five hundred only

Date:..... Bank Officer:.....

(For Office use only)

Received Payment Rupees(words) : Five hundred only

Date:..... Cashier:.....

Disclaimer: Payment done at the bank after the EXPIRY DATE shall be rejected and the corresponding service requested shall not be accepted

Note : The defects or incompleteness in any respect in this eForm as noticed by the Registrar shall be placed on the Ministry's website (www.mca.gov.in). In case the eForm is marked as RSUB or PUCL, please resubmit the eForm or file Form 67 (Addendum), respectively. Please track the status of your transaction at all times till it is finally disposed off by the Registrar. (Please refer Regulation 17 of the Companies Regulation, 1956)

It is compulsory to file Form 67 (Addendum) electronically within the due date whenever the document is put under PUCL by the ROC, failing which the system will treat the document as invalid and will not be taken on record.