

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
THE FRUITION VENTURE LIMITED

- I. The Name of the Company is **“Fruition Venture Limited”**
- II. The Registered Office of the Company will be situated in the State of **Delhi**
- III. The Objects for which the Company is established are:

(A) MAIN OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. To carry on the business of buying, selling reselling and trading of all kinds of Goods finished, semi-finished, raw material items, articles, merchandise, products such as agricultural, industrial, chemical or marine, stones, pieces of arts antiques, handicrafts, machinery, equipment, capital goods and any other items capable of purchasing selling, importing, exporting and trading and to be appointed as agents and/or distributors or commission, allowance, retainer ship, incentive basis.
2. To carry on the business of exporters and importers, selling agents, stockists, merchants and manufactures representatives, dealers of all kinds of consumer durable, consumer or industrial goods, garments engineering goods of any description and nature.
3. To carry on the business of Manufactures, producers, buyers, sellers, importers, exporters, dealers, Agents, and distributors of local and foreign Companies in the following areas:
 - a. Plastic and polymeric materials of all kinds including moulded articles like Furniture, brief/suitcases etc. Monomers, Processed Semi Finished plastic of all kinds, polymeric foams, PET granules of all grades and master Batches for plastic, PVC Materials and other allied products including the manufacture of bottles and other containers of our of PET, PVC an other materials belonging to the same family, including the processing Secondary grade plastic.
 - b. Resins and Compounds, Antifibrillant Master Batch, Colour Master Batches Reinforced Plastics, Engineering Plastics, Reprocessing of plastic, Additives Pigments, Fillers and Chemicals, of Plastics, Polymeric Materials, Processed Semi Finished Plastic of all kind of allied products.
4. To carry in India or elsewhere the business to manufacture, process, produce Formulate, mix, disinfect, clean, wash, dilute, dye, concentrate, compound, Segregate, Pack, repack, add, remove, heat, grade, design, develop, distribute, Display, melt, improve mould blow, extrude, draw, derive, discover, fabricate, treat, Work, manipulate, prepare, promote, supervise, supply, import, export, acquire, Barter, store, forward, buy, sell, turn, to account market, and to act as agent, broker, Representative, concessionaries, consultant, collaborator, franchiser, job worker or

Otherwise to deal in all varieties, characteristics, descriptions, strength, applications, Colour and users of plastic goods and materials including lumps, powders, pipes, Films, tubes, fibers, laminates granules, sheets, blocks, chips, flakes, bars or other Allied goods, articles and things their compounds, by-products, co- products, Formulations, intermediaries, ingredients, residues, mixtures and blends made of PVC, nylon, HDPE, LDPE, LLPDE, polystyrene, polymers, monomers, elastomers, Resins, polyesters and other allied chemicals.

5. To carry or in India or elsewhere the business to manufacture, produce, process, Convert, commercialize, design, develop, display, discover, mould, remould, blow extrude, draw, dye, equip, fitting up, fabricate, manipulate, prepare, promote, remodel, service, supervise, supply, import, export, buy, sell turn to account and to act as agent, broker, concessionaries, consultant, collaborator, consignor, job- worker, export house or otherwise to deal in all shapes, sizes, varieties, colour, capacities, modalities, specification, descriptions & applications of systems, novelties, substitutes, households, kitchenware, sanitary ware, toys, ropes, gift articles, building materials, monofilaments, pipes, furniture, baggage's, hardware's, sheets, films, laminations etc. used in industries, trade, commerce, utilities, hospitals, transports, aviation, defence, entertainment, hotels, house stores, agriculture, packing, electrical & electronics and other allied fields whether made of Plastics, plastics scraps, HDPE, PVC, LDPE, LLPDE, Polymers, co-polymers monomer, Elastomers, resins, polyesters and other allied materials with or without combinations of other ferrous or non-ferrous materials.
6. To Manufacture, buy, sell, export, outsource, or otherwise deal in all kinds of home Appliances, household items, and lifestyle products.
7. To Manufacture, buy, sell, export, import, outsource or otherwise deal wooden/hybrid furniture/construction material of all kinds.
8. To develop a tech platform and engage various Companies, dealers distributors and other stakeholders for business transactions and providing advisory services.
9. To Carry out business or outsourcing of recycling of plastic of all forms

B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS:-

1. To purchase, hire rent, lease , funds on contract or lease or acquire in exchange or in amalgamations, licenses or otherwise solely or jointly with others all such equipment, structures, cranes, vehicles and such other related equipments , required for the purpose of business.
2. To negotiate and/or enter into agreements and contracts with individuals , companies, corporations, and other such organisations in India, or abroad for obtaining or providing technical , financial or any other such assistance , for carrying out all or any of the objects of the Company and also for the purpose of activating , research and Development of manufacturing projects on the basis of know-how and/or financial participation and for technical collaboration and to provide necessary formulae and patent rights for furthering the objects of the Company.

- 3.** To Subsidise , assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any person or companies and in particular customers of the Company or any person or companies with whom the Company may have or intended to have business relations.
- 4.** To adopt such means of making known the main business of the Company as may seem expedient to attend the main objects of the Company.
- 5.** To acquire by purchase , subscription or otherwise and to receive , hold, own , guarantee , sell ,assign , exchange , transfer, mortgage , pledge or otherwise dispose of or deal in and with any of the shares of the Capital Stock or any voting trust certificate in respect of the shares of the capital,stock, script, warrants, rights , bonds, debentures, notes,trusts, receipts and such other securities , obligations, chose in action and evidence of indebtedness or interest issued or created by any corporation, companies, syndicates,associations, firms , trusts or persons, public or private or by the Government or by any state territory , province, Municipally or by any Government agency and as owner thereof to possess and exercise all the rights , powers and privilege of ownership and the right to execute consent and vote thereon and to do any or all acts and things necessary or advisable for the preservation , protection , improvement or enhancement in value thereof.
- 6.** To enter into partnership or into any arrangement for sharing profits or losses or any union of interest , joint venture , reciprocal concessions or co-operation with any persons or persons or company or companies , carrying on or engaged in or about carry on or engage in the main business of the Company.
- 7.** To acquire and take over either the whole or part of business , goodwill , trade marks, patents and property , assets and liabilities of any person or persons , firm or corporation carrying on the main business of the Company.
- 8.** To establish branches and agencies of the Company in India and elsewhere and to discontinue the same whenever necessary.
- 9.** To pay for any property or rights acquired by the Company either in cash or by the issue of fully or partly paid shares or by the issue of the securities or partly in one mode or partly in another and on such terms as may be determined.
- 10.** To open bank accounts with any bank and to pay into and draw money from such accounts.
- 11.** To payout of funds of the Company all costs, charges and expenses which the Company may lawfully pay for the promotion of any project of any nature and payment of technical fees or with respect to the promotion , formation , establishment and registration of any company and/or the issue of its capital or which the Company shall consider to be preliminary, including therein the cost of printing and stationery , brokers, fees and lawyers or any other experts fees and expenses attendant upon the formation of agencies branches and local boards.
- 12.** To procure the registration of the Company in or under the law of any foreign country.
- 13.** Subject to the applicable provisions under the company act, 2013 to amalgamate or merge or to enter into partnership or into any arrangement for sharing profits, union of Interests, co-operation, joint venture of reciprocal concession with any person or persons, partnership firm/firms, or company or companies carrying on or engaged in

any business or transaction which the Company is authorised to carry on or engaged in.

- 14.** To obtain any information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company or may appear likely to be advantageous or useful to the Company and to use , exercise , develop or grant licenses privileges in respect or otherwise turn to account the property rights or information so acquired and to assist , encourage and spend money in making experiments of all inventions, patents and rights which the Company may acquire or purpose to acquire.
- 15.** To adopt such means of making known the business 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.
- 16.** To draw, make, accept, endorse, discount, execute and issue warrants, debentures and such other negotiable or transfereable instruments of all types.
- 17.** To remunerate any person or company for services rendered or to be rendered in acting as trustees for debentures, debenture stock holders or placing or assisting to place or guarantee the placing of any of the shares in the Company's capital or debentures, debenture-stock or other securities of the Company, or in or about the formation or promotion of the Company or to conduct of its main business or for guaranteeing payment of such debentures or such other debenture Stock and Interest.
- 18.** To appoint attorneys and agents whether on commission or otherwise and constitute agencies and sub-agencies of the Company in India or elsewhere.
- 19.** To distribute any of the property of the Company in species or in kind among the members, in the event of winding up, subject to the applicable provisions of the Companies Act, 2013
- 20.** To enter into any arrangements with any Government or any authority, Supreme, Municipal , Local or otherwise that seem beneficial to any of the Company's object and to apply for, promote and obtain any act of parliament privilege , concessions licences, or authorisation of the Government or any other such authority whether local or otherwise for enabling the Company to carry on its objects into effect or for extending any of the powers of the Company and to carry out, exercise and comply with any such act, privilege , concession, license or authorisation.
- 21.** To mortgage, hypothecate, dispose off the whole or any part or parts of the undertaking of the Company or any land other movable property, rights or assets of any kind of the Company or any share or interest therein respectively, in such manner and for such consideration as the Company may deem fit and particular for shares, debentures or securities of any such body corporate having objects altogether or in part similar to those of the Company.
- 22.** To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund and to give or procure the giving of donations , gratuities, pensions,allowances emoluments , bonuses, profit sharing bonus, benefits or any other payment to persons

who are or were at any time in the employment or service of the Company, its predecessors in business or of any Company, which is a subsidiary of the Company, its predecessors in business or of any Company or with any such subsidiary or who are or were at any time Directors or Officers of the Company or any of such other Company as aforesaid and the wives, widows, families, dependents or connection of any such person and to provide for the welfare of all or any of the aforesaid persons from time to time, by subscribing , subsidizing contributing to any institution, association, funds, clubs, trusts, profit sharing or other schemes and by building , contributing towards recreation, hospitals and dispensaries, medical and other attendance and to make payment to or towards the insurance as aforesaid either alone or in conjunction with any such other company as aforesaid.

- 23.** To undertake, carry out, promote and sponsor any programme for promoting the social and economic welfare of the employees of the Company and to incur any expenditure on any programme for welfare of the employees and their development and in order to implement any such programme or scheme of transfer without consideration or at such fair/concessional value any assets of the Company to the welfare body formed for the implementation of welfare programmes for the employees of the Company as the directors may deem fit.
- 24.** To acquire from any person, firm or body corporate whether in India or elsewhere technical information, know-how and operating data, plans, layouts and blue prints useful for the design, erection and operation of plant required for any of the business of the Company and to acquire or grant any license and other rights and benefits in the foregoing matters and things.
- 25.** To enter into collaboration agreement, to acquire technical know-how and/or any financial assistance and/or to acquire any plant or machinery and/or to manufacture and/or fabricate and/or produce and or assemble any plant and/or machinery and/or equipment under any such collaboration agreement.
- 26.** To train or pay for training in India or abroad of any of the Company's employees or any candidate in the interest of or furtherance of the Company's objects.
- 27.** To give credit to such persons or companies and on such basis as may seem expedient and in particular to customers and other having dealings with the company and to guarantee the performance of any contract or obligation and the payment of money of or any such persons or companies and to give guarantee and indemnities.
- 28.** To invest in other than investment in Company's own shares, the surplus funds of the Company, from time to time, in Government securities or in other securities as may from time to time, be determined by the directors and from time to time, to sell or vary all such investments and to execute all assignments, transfers, receipts, and documents that may be necessary in that behalf.
- 29.** To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert or minimise financial disturbances which might affect the Company.
- 30.** To confer upon any encumbrances or trustees for any encumbrances of uncalled capital such powers of making and enforcing calls and voting the transfer of shares not fully paid up as may be thought fit.

- 31.** To issue or guarantee the issue of or the payment of interest on the shares , debentures, debenture stock or other security or obligations of any company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
- 32.** To purchase, take on lease or license or in exchange, hire or otherwise, any real and/or personal property and any rights or privileges and advantages of any kind whatsoever necessary or convenient for the business of the Company or may enhance the value of any other property of the Company and in particular, the land (freehold, leasehold, or other tenure) tenements, buildings , basements , machinery, plant and any such lands to erect buildings, basements , machinery, plant and stock-in-trade and on any such lands to erect buildings , sheds, godowns, or such other structures for the business of the Company and also for the residence and amenity of the employees , staff and other workmen and erect and instal machinery and plant and other equipments which may be deemed necessary or convenient or profitable for the purpose of the Company 's and either to retain any property to be acquired for the purpose of the Company business or to resell, mortgage , let on lease or otherwise deal with and to turn the same to account as may seem expedient .
- 33.** To create any subscription fund, sinking fund, insurance fund or any other special funds whether for repairing, improving, extending, or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company, or the staff or labour or for any development fund.
- 34.** 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 or proposing to carry on any business which this Company is authorised to carry on or possessed of property or rights suitable for any of the objects of the Company , or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the company and to purchase acquire sell and deal in property , shares, stock or debenture stock of any such person, firm or company and to conduct , make or to carry into affect any arrangements in regard to the winding up of the business of any such person, firm or company.
- 35.** To give to any director, officers, servants, or employees of the Company any share or interest in the profits of the Company's business by way of commission or otherwise or any branches thereof and whether carried on by own means or through the agency of any subsidiary company or not, and for that purpose to enter into any arrangements which the company may seem expedient.
- 36.** To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representatives, or between the Company and the third parties, to arbitration in India, or at any place outside India and to observe and perform and to carry out or enforce the awards.
- 37.** To carry on business which this Company is authorised to carry on by means or through the agency of any subsidiary company or companies and enter into any arrangement with any such subsidiary Company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary or

guaranteeing its liabilities or to make any other arrangements. Which may seem desirable with reference to any other business or branch so carried on with power at any time to close any such business or branch either temporarily or permanently and or to appoint directors or managers of any such subsidiary Company.

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

39. To do all event and every things necessary, suitable or proper for the accomplishment of any of the main business or the attainment of any of the main objects of the Company.

40. To import, exchange, buy, wholesale or retail all such goods, articles and things as are necessary or expedient for the conduct of the Company's main business.

IV. The liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs. 4, 00, 00,000/- (Rupees Four Crores Only) divided into 40, 00,000 (Forty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.

We, the several persons whose names and addresses are subscribed hereto 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 our respective names :

Sl. No.	Name, Address, Description and Occupation of each subscriber	No. of Equity shares taken by each subscriber	Signature of Subscriber	Signature of witness with address, description and occupation
1.	Ravinder Kumar Jain S/o Sh. Madan Lal Jain House No. 1363, Bagh Wali Gali, Ludhiana-141008 Business	1000	Sd/-	<p>I hereby-witness the signatures of above subscribers who have signed in my presence.</p> <p>Sd/- (PRADEEP AGGARWAL) M. No. 81984 S/o Dr. M.L. Aggarwal P. AGGARWAL & ASSOCIATES, Chartered Accountants 908, Arunachal, 19, Barakhamba Road, New Delhi-110001</p>
2.	Nitin Jain S/o Narendar Nath Jain 1582, Outram Lane, Arihant Kunj, Delhi Business	1000	Sd/-	
3.	Pooja Jain W/o Mr. Nitin Jain 1582, Outram Lane, Arihant Kunj, Delhi Business	1000	Sd/-	
4.	Narendar Nath Jain S/o Shri Matwal Chand Jain 1582, Outram Lane, Arihant Kunj, Delhi-110009 Business	1000	Sd/-	
5.	Usha Jain W/o Narendar Nath Jain 1582, Outram Lane, Arihant Kunj, Delhi Business	1000	Sd/-	
6.	Arim Jain S/o Sh. Prem Sagar Jain H. N. 431/1, Govt. College Road, Civil Lines, Ludhiana Industrialist	1000	Sd/-	
7.	Ravi Shanker Kapoor S/o Late Daya Shanker Kapoor 15-D, Kamla Nagar, Delhi	1000	Sd/-	
	Total	7000		

Dated : 21-3-94

Place : NEW DELHI.