

THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

LA OPALA RG LIMITED

(INCORPORATED UNDER THE COMPANIES ACT, 1956)

1. The name of the Company is “**LA OPALA RG LIMITED**”.
2. The Registered Office of the Company will be situated in the State of West Bengal.
3. The objects for which the company is established are:
(A) The Main Objects to be pursued by the company on its Incorporation: -
 1. To establish and carry on the business of manufacturing, buying, selling, importing, exporting and otherwise dealing in all types of glass, glassware, glass bottles, levelled and unlevelled silvered sheet, curved or flat laminated and safety glass, toughened glass, fibre glass, welding glass, silver glass, coloured glass, float and plate glass, lead mirror, gold mirror, decorative glass, ice-flowered glass, doors and fittings, phials, glass globes, shells, headlight covers, glass marbles and other items made of glass.
 2. To generate electrical power by conventional, non-conventional methods including coal, gas, ignite, oil, bio-mass waste, thermal, solar, hydel, geo-hydel, wind and tidal waves.
 3. To promote, own, acquire, erect, construct, establish, maintain, Improve, manage, operate, alter, carry on, control, take on hire/lease power plants, co-generation power plants, energy conservation projects, power house, transmission and distribution systems for generation, distribution, transmission and supply of electrical energy and buy, sell, supply, exchange, market, function as a licensee and deal in electrical power, energy to the State Electricity Board/State Government, appropriate Authorities, Licences, specific industrial units and other consumers for industrial commercial, agricultural, household and any other purpose in India and elsewhere in any area to be specified by the State Government, Central Government, Local Authority, State Electrically Boards and any other competent authority in accordance with the provisions of Indian Electricity Act, or any statutory modifications or reenactment thereof and rules made thereunder.
 4. To establish captive power plants on a co-operative basis for a group of Industrial and other consumers and supply power to the participants in the co-operative effort either directly or through the transmission lines of the State Electricity Boards or other authorities by entering into appropriate arrangements.
 5. To carry on the business of electricians, electrical manufacturing and consulting engineers, manufacturers and suppliers of electricity for the purpose of light, heat, motive power or otherwise and manufacturers of and dealers in machinery, apparatus, instruments and things required for or capable of being used in connection with the generation, distribution, supply, accumulation, employment and use of electricity galvanism, magnetism or otherwise.
 6. # To carry on the business of providing information technology, data processing support service for software and hardware, support service for storage, disaster recovery and enterprise resource planning.

As amended vide Special Resolution passed through Postal Ballot dated 01.04.2020.

(B) Matters which are necessary for furtherance of the objects specified in clause 3(A) are:

1. Construct and superintend buildings, offices, structures

To purchase, acquire, build, construct, alter, maintain, enlarge, equip, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, laboratories, shops, machinery, equipment, apparatus, engines, roads, ways, trolley ways, reservoirs, watercourses, electric works and other works and conveniences which may seem calculated directly or indirectly to advance the main objects of the Company and to join with any other person or body-corporate in doing any of these things.

2. Import and purchase of machinery, development of lands

To Import and purchase any machinery, Implements, apparatus, equipment, materials, articles, and stores and to do all things for developing the property and resources of the estates and lands in such manner as the Company may think best.

3. Purchase, lease, exchange of property etc.

To purchase, take on lease or tenancy or in exchange, hire, take options over to otherwise, acquire for any estate or Interest whatsoever and/or hold, develop, plant, Improve, work, cultivate, deal with and turn to account concessions, grants, decrees, licences, privileges, claims, options, leases, concessions, grants, decrees, licences, privileges, claims, options, leases, property, real or personal, or rights or power of any kind which may appear to be necessary or convenient for attaining the main objects of the Company and to purchase, charter, hire, build or otherwise acquire crafts, cars, vans, or vehicles of any description and to employ the same in the business of the Company.

4. Technical Information and know-how

To acquire from any person, firm or body corporate or unincorporate, whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs and blue prints useful for the design, erection and operation of plant, machinery or apparatus required for attaining the main objects of the Company and to acquire any grant or licence and other rights and benefits in connection therewith.

5. Carrying on of other business

To do such things in connection with the main objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights which it may be advisable to undertake with a view to Improving, developing, rendering valuable or turning to account any property, real or personal, belonging to the Company or in which the Company may be interested and to do all or any of the above things, 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.

6. Disposal of Undertaking and property of Company

The sell, exchange, mortgage, let-on-lease, royalty or tribute, grant licences, easement, options and other rights over and in other manner deal with or dispose of the whole or any part of the undertaking property assets rights and elects of the Company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid up, or securities of any other company.

7. Payment for property and service

To pay for any rights or property acquired by the Company and to remunerate any person, firm, or body-corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full or in part or otherwise.

8. Advances, deposits and loans

To lend and advance money, either with or without security and give credit to such persons (including Government) and upon such terms and conditions as the Company may think fit.

9. Financial and Commercial obligations

To undertake financial and commercial obligations, transactions and operations for achievement of the main objects of the Company.

10. Guarantee and surety

To guarantee the performance of any contract or obligations of and the payment of money unsecured or secured of, and interest on, any debenture. debenture-stock, securities of any company, corporation, firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the main objects of the Company and in the above context to act as sureties.

11. Investment

To invest any surplus moneys of the Company in such investments (other than shares or stock in the Company) as may be thought proper and hold sell or otherwise deal with such investments.

- 12.** Subject to the provisions of law in force for the time being, to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, or debenture-stock (perpetual or otherwise) and to secure the repayment or any money borrowed, raised or owing by mortgage, charge of lien upon all or any of the property or assets of the Company (both present and future) Including its uncalled capital, and also by a similar mortgage. charge or lien to secure and guarantee the performance by the Company. or any other person or company or any obligation undertaken by the Company or any other person or company or any obligation undertaken by the Company or any other person or company as the case may be.

13. Negotiable Instrument

To draw, make, accept, endorse, discount, negotiate execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instrument or securities.

14. Patents etc.

To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents patents, rights, patent revels invention, trade marks, designers, licences, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention, process or privileges which may seem capable of being used or any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences or privileges in respect of or otherwise tum to account, the property, rights and information so acquired.

15. Improvement of patents and other rights

To expend money in experimenting on and testing and in improving or seeking to improve any patents, rights, Invention, discoveries process of information of the Company or which the Company may acquire or propose to acquire.

16. Research laboratories, colleges and provisions of lectures

To establish, provide, maintain and conduct research and other laboratories, training colleges, schools and other Institutions for the training, education and institution of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures. demonstrations, exhibitions, classes, meetings and conferences in connection therewith.

17. Acquire and undertake business

To acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which this Company is authorised to carry on or possessed or property, suitable for the purposes of the Company or which can be carried on in conjunction therewith or which capable of being conducted so as directly or indirectly to benefit the Company.

18. Registration of Company outside India

To procure the registration or recognition of the Company in or under the laws of any place outside India and to open branches of the Company at any place whether in India or outside India.

19. Promotion

To form, incorporate or promote any company or companies, whether in India or elsewhere, having amongst its or their objects, the acquisition of all or any of the assets or control or development of the Company or any other object or objects which in the opinion of the Company could or might directly or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the Company and to pay all of the costs and expenditure incurred in connection with any such promotion or Incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered.

20. Amalgamation and Partnership

Subject to the provisions of the Companies Act. 1956 or any re-enactment thereof for the time being in force, to amalgamate or to enter into partnership or into nay arrangement for sharing profits, union of interests, co-operation, Joint-ventures or reciprocal concession with any person or persons or company or companies carrying on or engaged in, or about to carry on or engage in, or being authorised to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in 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.

21. Government and other concession and to promote and oppose legislation

To enter into any arrangements and to take all necessary or proper steps with Government or with other authorities, supreme, national, local, municipal or otherwise or any place in which the Company may have interests and to carry on any negotiations or operations for the purpose or directly or indirectly carrying out the objects of the Company or effecting any modifications in the constitution of the Company or furthering the Interests of its members and to oppose any such steps taken by any other company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the Interest of the Company and to resist whether directly or indirectly, any legislation which may seem disadvantageous to the Company and to obtain from any such Government authority or any company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think fit desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.

22. Publicity

To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press or any other media by purchase, exhibition or reproduction of works of art of Interest, by publication of books, pictures and periodicals and by granting prizes, rewards and donations or in such other manner as the company may deem desirable.

23. Trusts

To undertake and execute any, trust the undertaking of which may seem to the Company desirable, and other gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company, and with or without any declared trust in favour of the Company.

24. Establishment of associations connected with Company or for benefit of employees of Company

To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade, including any association, institution or fund for the protection of the interest of masters, owners and employers against loss by bad debts, strikes, combinations, fire accidents or otherwise or for benefit of any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes or persons and in particular or friendly, co-operative and other societies, refectories, dining and recreation rooms, churches, chapels, temples, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscriptions for any purpose whatsoever.

25. Aid to labour and other industrial associations

To aid peculiarly or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.

26. Donations

Subject to the provisions of the Companies Act, 1956 to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition subject to the compliance of Central and State laws.

27. Provident institutions

To establish and maintain or procure the establishment and maintenance of any contributory, non-contributory pension or super-annuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or is allied to or associated with the Company or with any such subsidiary Company, or who are or were at any time Directors or officers of the Company or of any such other Company as aforesaid and the wives, widows, families and dependents or any such persons, and also establish and subsidize and subscribe to any institutions, associations, clubs or funds considered to be for the benefit of or to advance the interests and well-being of the company or of any such other company as aforesaid, and make payments to or towards the Insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other Company as aforesaid, subject to the compliance of Central and State laws.

28. Distribution in specie

Subject to the provisions of any law for the time being in force, to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, in the event of winding-up.

29. Programme for rural development, social and economic welfare etc.

To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of, or the uplift of the people in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "Programme of rural development" shall also include any programme for promoting the social and economic welfare of, or the uplift of the people in any rural area which the Directors consider is likely to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural area under the Income Tax, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think it and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institution or Trust or Fund as the Directors may approve.

30. Promotion and growth of national economy etc.

To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what Directors may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the people or any section of the people and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake carry-out, promote and sponsor any activity for publication of any books literature, newspapers etc. or for organising lectures or seminars likely to advance these objects or for giving merit awards, scholarships, loans or any other assistance to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust etc. having any one of the aforesaid objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public institution or Trust or Fund as the Directors may approve.

31. To do all things incidental

To buy, sell, manufacture, repair, improve, exchange, let out on hire, import, export and deal in all factories, works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in army business which this Company is competent to carry on or required by any customers of or persons having dealing with the Company or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with In connection therewith and to manufacture, experiment with, render marketable and deal in all products or residual and by-products incidental to or obtained in any of the business carried on by the Company and to do all such other things as may be deemed incidental or conducive to the attainment of the main objects of the Company of any of them.

4. The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
5. The authorized share capital of the Company is Rs. 22,20,00,000 (Rupees Twenty-Two Crore Twenty Lakh only) divided into 11,10,00,000 (Eleven Crore Ten Lakh only) Equity Shares of face value of Rs. 2/- (Rupees Two) each with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach there to respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulation of the Company, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulation of the Company.

As amended vide Special Resolution passed through Postal Ballot dated 13.03.2018