

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
BIOTIC WASTE LIMITED

- I. The Name of the Company is **BIOTIC WASTE LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Haryana.
- III. The objects for which the Company is established are :-
 - (A) **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**
 1. To acquire and takeover of partnership firm run under the name and style of M/s Vulcan Waste Management Company situated at 1046, Sector-31, Gurgaon (Haryana)-122002 along with all of the assets and liabilities of that firm on such terms and conditions as may be mutually agreed upon. The said firm shall cease to exist after such takeover by the company after incorporation thereof.
 2. To establish, provide solution and maintain facilities for management and treatment of bio-medical waste, hazardous waste, construction and demolition waste, e-waste, slaughterhouse waste, biodegradable waste, non-biodegradable waste, plastic waste, rubber waste, waste to energy, waste to gas and waste water treatment and provide manpower services for the collection, transportation of biomedical waste in healthcare facilities and to provide/offer software and consultancy service in designing, erection and commissioning of pollution control system and waste treatment system in healthcare facilities globally.
 3. To establish, set up, run, maintain, supervise, organize, consult on, train, manage bio medical waste plants for treatment, conversion, disposal destruction thereof and maintain facilities for air, water and noise pollution control and provide solution for biological waste handling, sewage handling.
 4. To⁴ design, develop, manufacture, assemble, process, produce, manipulate, remold, alter, prepare for market, buy, sale, resale, import, export, trade in, act as agents for or otherwise deal in all types of bags, boxes and other biomedical waste consumables.

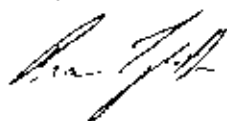


(B) THE OBJECT INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE :-

1. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
3. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
4. To vest any movable or immovable property, rights or interests required by or received 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.
5. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labor lines, and houses, warehouses, and such other works and conveniences necessary for carrying on the business of the Company.
6. To undertake or promote scientific research relating to the main business or class of business of the Company.
7. To acquire and takeover the whole or any part of the business, goodwill, trade marks properties and liabilities of any person or persons, firm, companies or undertaking either existing or new, engaged in or carrying on or proposing to carry on the business this Company is authorized to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, financial or any other such assistance for carrying out all or any the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulas and patent rights for furthering the main objects of the Company.



9. Subject to Section 231 and 232 of the Act, to amalgamate with any other Company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
10. Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
11. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent-rights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes know-how and other information, designs, patterns, copyrights, trade-marks, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
12. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or authorization of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the Company.
13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, license and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
14. To procure the Company to be registered or recognized in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Account of any type and to operate the same in the ordinary course of the Company.
16. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to invest and deal with the money of the Company not immediately required, in or upon such



investments and in such manner as, from time to time, may be determined, provided that the Company shall not carry on the business of banking as provided in the Banking Regulations Act, 1949.

17. Subject to Section 73, 74 and 179, 180, 185 & 186 of the Act and the Regulations made there under and the Directions issued by the Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner and at such time or times as the Company thinks fit and in particular by the issue of debentures, debentures-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets or revenues and profits 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 of any obligation undertaken by the Company or such other person or Company to give the lenders the power to sale and such other powers as may seem expedient and purchase redeem or pay off any such securities.
18. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
19. To establish, or promote or concur in establishing or promote any company for the purpose of acquiring all or any of the properties, rights and liabilities of the Company.
20. To sell, lease, mortgage, exchange, grant license and other rights improve, manage, develop and dispose of undertakings, investments, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
21. Subject to the provisions of Section 66 of the Act, to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
22. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares subject to the provisions of Section 63, Section 123-127 of the Companies Act 2013.
23. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company purpose to acquire.



24. To accept gifts, bequests, devises or donations of any movable or immovable property or any right or interests therein from members or others.
25. To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
26. Subject to the provisions of Section 179, Section 180 and Section 183 of the Companies Act, 2013 to subscribe , contribute, gift or donate any money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or donations of money or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.
27. To establish and maintain or procure the establishment and maintenance of any contributory or non- contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities pensions, allowance, bonuses or emoluments of any person who are or were at any time in the employment or service of the 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 any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidies and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
28. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
29. To pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the Company either in cash or fully or partly- paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the Company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the Company may determine, Subject to the provision of section 314 of the Act.
30. To pay out of the funds of the Company all costs, charges and expenses of and incidental to the formation and registration of the Company and any company promoted by the Company and also all costs, charge, duties, impositions and expanses of and incidental to the acquisition by the Company of any property or assets.



31. To send out to foreign countries, its director, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the Company and to pay all expenses incurred in the connection.
32. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013 or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
33. To agree to refer to arbitration any disputes, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
34. To appoint agents, sub-agents, dealers, managers canvassers, sales representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.
35. To acquire, establish, construct, provide and maintain facilities for management and treatment of Bio-medical waste, solid waste, hazard waste & waste water treatment and provide consultancy in designing, erection & commissioning of pollution control system and waste treatment system.
36. To acquire, establish, construct, provide and maintain facilities for air, water and noise pollution control.
37. To provide services for biological waste handling, solid waste handling, sewage & effluent handling.
38. To procure the company to be registered or recognized in or under the laws of any place outside India and to do all acts necessary for carrying on in any foreign country the main business of the Company.
39. To Carry on the business of a holding company and to establish or promote any company or companies for the purpose of taking over, acquiring or working any of the property, rights and liabilities of the Company, or for the purpose of carrying on any business which the Company is authorized to carry on, or for any other purpose which may seem to the Company or its directors directly or indirectly calculated to benefit or to advance the objects or interests of the Company or the interests of its members, with power to assist such company or companies in every way, especially by taking shares, stocks and securities thereof, providing capital and paying preliminary expenses.



40. To employ the funds of the Company in the development and expansion of the business of the Company and in any other company whether now existing or hereafter to be formed engaged in any like business to the business of the Company or in any other industry ancillary thereto or which can in the opinion of the Company or its directors conveniently be carried on in connection therewith and to invest money of the Company in any investments and to carry on the business of a property company.
41. To act as secretaries, managers, registrars or transfer agents or to appoint directors, secretaries, manages, registrars of transfer agents of/to any subsidiary company or of/to any company in which the Company is or may be interested or of/to any other company and to take part in the management, supervision and control of the business or operations of any company or undertaking, and for that purpose to appoint and remunerate any directors, managers, trustees, solicitors, accountants, actuaries, architects, valuers, surveyors, or other experts or agents.
42. To issue and allot, credited as paid up in full or in part or otherwise, shares, debentures or other securities of the Company for cash or in payment or part payment for any heritable or movable, real or personal property purchased or otherwise acquired by the Company or for any services rendered to the Company or in satisfaction of any obligation or liability undertaken or agreed to be undertaken by the Company or for any other purpose.
43. To carry on the business as manufacturers of and dealers in or as stockiest, importers, and exporters of plastic, synthetic resins, polymer products and chemicals required for the manufacture, processing and fabrication of plastics and similar other such products, tubes pipes, sheet films whether moulded extruded casted, formed or foamed.
44. To carry on the business as importers, export agents, distributors, stockiest, Contractors, suppliers, dealers of any kind and to act as manufactures, representatives, agents, brokers, Commission agents and merchants of commodities, articles, products and merchants of any kind or nature.
- IV. The liability of the Members is Limited and this liability is limited to the amount unpaid,if any,on the shares held by them.
- V. **THE AUTHORIZED SHARE CAPITAL OF THE COMPANY IS RS. 10,00,00,000/- (RUPEES TEN CRORE) DIVIDED INTO 100,00,000/- (ONE CRORE) EQUITY SHARES OF RS.10/- (RUPEES TEN) EACH.**

