



C. No - 21-42782

नाम में तब्दीली के परिणामस्वरूप निबोधन के दिने गवा प्रमाण-पत्र  
FRESH CERTIFICATE OF INCORPORATION CONSEQUENT  
ON CHANGE OF NAME

कम्पनी के रजिस्टार के कार्यालय में.....  
[ कम्पनी अधिनियम, 1956 ( 1956 का 1 ) के अधीन ]  
In the Office of the Registrar of Companies..... West Bengal,  
[ Under the Companies Act, 1956 ( 1 of 1956 ) ]

IN THE MATTER OF..... Essels Tea Exports Limited.....

में यस्तद्वारा प्रमाणित करता हूँ कि.....परिचीनित विज्ञान विभाग मूतनः 19.....के.....के  
.....दिन हूँ.....अधिनियम के अधीन और.....परिचीनित  
नाम द्वारा किया गया या कम्पनी अधिनियम 1956 की धारा 21/22 (1) (क)/22 (1) (ख) के निबंधनों के अनुसार  
आवश्यक संकल्प पारित कर चुकी है और इसकी बाबत केन्द्रीय सरकार की लिखा अनुमति कम्पनी कार्य विभाग द्वारा  
प्रदान कर दी गई है।

I hereby certify that Essels Tea Exports Limited, which was originally incorporated on 17th Oct 95  
at Calcutta under the Companies Act, 1913 under the name of Essels Tea Exports Ltd  
..... Limited having duly passed the necessary resolution in terms of section 21/22(1)(a)/  
22(1)(b) of Companies Act, 1956, and the approval of the Central Government signified in writing  
having been accorded thereto in the Department of Company Affairs.

उद्योग निदेशक के तारीख.....19.....के पत्र सं०.....द्वारा प्राप्त हो  
बाद पर उक्त कम्पनी का नाम इस दिन.....परिचीनित में तब्दील कर दिया गया है और यह  
प्रमाण पत्र अधिनियम की धारा 23 (1) अनुसारक में जारी किया जाता है।  
Regional Director..... letter No..... dated.....  
the name of the said company is this day changed to Essels Tea Exports Limited  
Limited and this certificate is issued pursuant to section 23(1) of the said Act.

मेरे हस्ताक्षर से यह तारीख.....  
को दिया गया।  
Given under my hand at Calcutta this day of 12th October 95  
(One thousand nine hundred.....).

[Signature]  
.....  
Registrar of Companies.....  
.....

\*यहां पर कम्पनी का वह नाम लिखिए जो कि तब्दीली से पूर्व था।  
\*Here give the name of the Company as existing prior to the change.  
†यहां पर अधिनियम (अधिनियमों) का नाम लिखिए जिनके अधीन कम्पनी का मूतनः रजिस्ट्रीकरण और निगमन किया गया था।  
†Here give the name of the Act(s) under which the Company was originally registered and incorporated  
से० यस्तद्व सं०-7  
J. S. C.-7





सत्यमेव जयते

**Form I. R.  
CERTIFICATE OF INCORPORATION  
No. 42982 of 1987**

**I hereby certify that Bansions Beverages  
Private Limited is this day incorporated under the Companies Act  
1956 (No 1 of 1956) and that the Company is limited.**

**Given under my hand at Calcutta this Eight day of  
September One thousand nine hundred and Eighty-Seven**

SEAL

**(K. K. Dhar)  
Registrar of Companies**

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

## MEMORANDUM OF ASSOCIATION

OF

# BANSISONS TEA INDUSTRIES LIMITED

- I. Name of the Company is **BANSISONS TEA INDUSTRIES LIMITED**.
- II. The Registered Office of the Company will be situated in the State of West Bengal.
- III. The object for which the Company is established are :
  - A. **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION SHALL BE FOLLOWING :**
    1. To undertake and acquire by purchase of or otherwise or to establish works for the business of brewers, distillers and manufacturers of and merchants and dealers in beer, wines, spirits aerated waters and liquors of every description whether intoxicating or not and to carry on the business of bottlers, canners, preservers, scoopers, dehydrators, malters, manufacturers, dealers, merchants of fruit herbs, vegetable, plants and liquors of every description including India made foreign liquors, country liquors by products there from tonics, vitamin beverages, flavoured drinks, nectors, punch, vinegar, acetic acid, glucose, porter, malts, hops, carbonic acid gas, mustard, pickles, sauces and all or any other commodity and things which may be conveniently used or manufactured in conjunction with any of the above business.
    2. To carry on the business as manufacturers, purchasers, sellers or otherwise dealers of jars, masks, corks, bottles, crates and other packing material used in the Industry and purchase take on lease or otherwise acquires land, buildings, vineyards, gardens and other places for growing, keeping, brewing, preparing and storing of land, products, plants or other things as may be requisite for carrying on the said business.
    3. To commence and carry on the business of planters growers, producers, curors, manufacturers, merchants and exporters of tea, coffee, pepper and other produce and derivativer of soil and to do agricultural, seri cultural, horticultural, social forestry and nursery business and for the same cultivate lands, estates and render marketable the produce any products of any estates, lands or properties of the Company and to turn such produce, products, estate, land and/or properties to account.

9. To take or otherwise acquire and hold shares in any other Company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
10. Subject to the provisions of Act to amalgamate with any other Company having objects altogether or on part similar to those of this Company.
11. To promote any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may directly or indirectly be calculated to benefit this Company.
12. To enter into partnership or into any arrangement for sharing profits, union of interests, cartels, co-operation, joint venture, reciprocal concession or co-operation with any person or Company carrying on or engaged in or about to be carried on or engaged in any business or transact on capable of being carried on or conducted so as directly or indirectly to benefit this Company and to lend money to guarantee the contracts of or otherwise assist or subsidize any such Company or person and to take or otherwise acquire shares and securities of any such Company and to sell, hold, reissue with or without guarantee or otherwise deal with the same and to give to any person or special rights or privileges in connection with control over such Company.
13. To enter into agreement with any Governments of authorities municipal, local or otherwise to any person of any Company, that may seem conducive to the objects of the Company or any of them and to obtain from any such Government, authority, person or Company any rights, privileges, charters, contracts licences and concessions which the Company may think it desirable to obtain and to carry out exercise and Company therewith.
14. To vest any real or personal property, rights or interest acquired or belonging to the Company in any person or Company on behalf of for benefit of the Company and with or without any declared trust in favour of the Company.
15. To invest and deal with the surplus money's of the Company in such manner as may from time to time be determined and to vary such investment from time to time as may be thought fit.
16. To pay for any property or rights acquired by the Company either in cash or by the allotment of fully or partly paid up shares of this Company or otherwise or partly in one mode and partly in another and on such terms as the Company may determine.
17. To sell, lease, surrender, hypothecate, mortgage, pledge, underwrite, redeem, dispose, exchange or otherwise deal with all or any part of the property assets, rights or undertaking of the Company on any terms and conditions which may be considered expedient or desirable and 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 and to hold deal with or dispose of any consideration so received.

thereof either in cash or shares, fully or partly paid up or partly in one way and partly in other and for that purpose to enter into any suitable arrangements.

26. To pay all or any costs, charges, expenses, preliminary and incidental to the promotion Formation establishment and registration of the Company or which the Company shall consider to be in nature of preliminary expenses including therein printing expenses.
27. To appoint agents and constitute branches and agencies of the Company in India or in any part of the World in the matters and for the purposes aforesaid and to act solely or jointly with any other persons company corporation or body as the circumstances may require.
28. To distribute amongst the members or any class or classess of the members of the company in pacle may assets or property of the Company in the event of winding up but so that no distribution amounting to reduction in capital shall be made without the sanction if any for the time being required by law.
29. To improve manage develop, enfranchise, exchange, lease, mortgage dispose of true to account or otherwise deal with all or any part of the property and rights of the Company.
30. To procure the Company to be registered or recognised in any foreign place or country.
29. To improve manage develop, enfranchise, exchange, lease, mortgage dispose of true to account or otherwise deal with all or any part of the property and rights of the Company.
30. To procure the Company to be registered or recognised in any foreign place or country.
31. To do all any of the above things in any part of the world as principals, agents, trustees, contractors or otherwise by or through agents, attorney, brokers, contractors or otherwise and either alone or in conjunction with others.
32. To do all such other things in any part of the worked as principals, agents, trustees, contractors or otherwise by or through agents, attorney, brokers, contractors or otherwise and either alone or in conjunction with others.
33. To do all such other things as are incidental or as the company may think conductive to the attainment of the above objects or any of them.
34. To promot form or acquire any company and to take purchase or acquire shares or interest in any company and to transfer to any such company and property of this company and to take or otherwise acquire hold and dispose of or otherwise deal in and invest in shares debentures and other securities in or any of company or companies either out of its own funds or out of funds that it may borrow by issue of debentures or from bankers or otherwise howsoever of any other manner whatsoever and to subsidise or otherwise assist at any such Company.

7. To carry on business as timber merchants and timber grower and buy and sell, grow, prepare for market manipulate import, export and deal timber teak, plywood firewood and wood of all kinds and to manufacture and deal in plywood or other wood and to buy clear plant and work timber essamble.
8. To produce refine prepare, process, sell, import, export or generally deal in bricks and, stone, marbles, tiles, refractories, china wares sanitare materials, pipes tubes, tubular, storage paints adhesives sheets roofing glass, furniture fittings, electricals, water supply or shortage equipments floor polish, concrete mixers, elevators and any other building or decorative material made of cement stone clay timber teak, Boardriper paper, glass, rubber plastic or other natural or synthetic substances or chemicals.
9. To carry on business of manufactures fabricators, procassors, producers, growers, makers, importers, exporters, buyers sellers suppliers stockists agents, merchants, distributors and concesstoners of and dealers in synthetic rubber, synthetic reslus carbon black rubber latex, plastic latex and formulation, carbon block, rubber latex, plastic latex and formulation thereof including reclaimed rubber and plastic resins compounds and other reproducts sports goods, toys petro chemicals, calcium carbide, styrene butaniene, wthyen ethylalcohol, hydrocarbon, petroleum fractions and other synthetic chemicals substances basis intermediate or otherwise.
10. To carry on business as dealers distributors, stocklest, buyers, sellers, cleaners, stores, importers, exporters or agent of motor car, trucks, lorries and carriage motor cycles, scooters or bycycles, tractors earth moving equipments, trallers and other vehicles, agricultural implements, pumps and machineries and spare parts, engine motors accessories, components, tools, batteries glass panels and sheets apparatus fitting furnishing material tyre tubes, paints, lubricants fuel oil gas or other materials used or required for such vehicles implements or machines and to act as transporters of goods and passengers travelling or cleaning agents and to let out hire or licence on hire purchase system or other automobile and other vehicles, implements, machines and of the aforementioned products or things.
11. To establish maintain install weigh bridges and to carry on the business of weighting of materials of outside parties.
12. To carry on the business of manufacturers, fabricators, processors, producers growers, makers, importers, exporters, buyers, sellers, suppliers, stockists agents, merchants, distributors and concessionalaires of and dealers in connection of all or any of the following kinds :
  - a) Ammonium sulphate, ultra (double salt) ammonium nitrate, calcium ammonium nitrate (nitrotine stone) ammonium chloride superphosphate, urea and other types of fertilisers of synthetic or natural origin containing nitrogen phosphates or other compounds soda ash pesticides. D.D.T. Seeds processed seeds concentrate for cattle or poultry feed.
  - b) Drugs, medicines, chemicals, mixtures, powder, tablets capsules injection oils compounds cements, paints, creams, scents, soaps, lotions, billets goods pigments and all kinds pharmaceutical cosmetic and medicinal preparation required or used

16. To assemble hire, import, export, buy, sell, let on hire' after, exchange, manipulate, prepare the market and otherwise deal in or distribute all kinds of plants, machineries spare parts and accessories of any such machinery and plants tools implements apparatus hardware, utensils, substance raw materials, provisions and things necessary or convenient for the purpose of Company or required by the workmen engaged by the Company or any person engaged on such operations and to erect own acquire maintain work and manage workshop foundry and factory for the above purposes and for repairs and maintenance of the machinery and plants required for the purpose of the business of the Company.
  17. To manufacture, import export buy and sell and deal in voltaic battery cells power pack or shortage battery and battery maintainers and eliminators of different types required for or used in domestic household industrial commercial agricultural mining hospital surgical or scientific appliances machinery, appliances machinery apparatus or accessories and railways tramways, automobile and other vehicles, air crafts, boats, ships, defence establishments army navy and airforce for wireless ratios torches toys electronic equipments or otherwise and also torches toys personal aids and other applicances working on such batteries and such item goods which may be useful skin or otherwise connected with any or more of the aforesaid items of products.
  18. To carry on business as manufacturers products growers or dealers in exporters importers stockist agents distributors of ice candy ice cram and other ice products carbonated accrued or mineral waters fruit juice, wines liquors and other alcoholic, non alcoholic or synthetic brinks, oils seeds and other from agricultural or food products.
  19. To carry on business as manufacturers, producers, dealers traders importers, exporters stockists distributors or agents of GLS lamps electric bulbs miniature bulbs, tubeslights flood light flash lights mercury vapour bulbs and other type or types of bulbs lamps or tubes required or used for lighting or for industrial domestic, electronics transport vehicles or commercial purposes and glass sheels, fittings, tubes, filaments, tungsten, inolybde num wires caps and other materials, machineries accessories and spares required or used for manufacture of bulbs, lamps and tubes.
- IV. The liability of the members is limited.
- V. Authorised Share Capital of the Company is Rs. 6,50,00,00 (Rs. Six crores fifty lacs) divided in to 65,00,000 (Sixty five lacs) Equity Shares of Rs 10/- (Rs. Ten) each with power to subdivide, consolidated and increase or decrease and with power from time to time issue any shares of the original capital or any new capital with and subject to any preferential qualified or special rights privileges or conditions as may be thought fit and upon subdivision of a share to apportion the right to participate in any manner as between the shares resulting from such sub division.

THE COMPANIES ACT, 1956

COMPANY LIMITED BY SHARES

## ARTICLES OF ASSOCIATION

OF

# BANSISONS TEA INDUSTRIES LIMITED

1. The Regulation contained in Table "A" in the First Schedule of the Companies Act, 1956 (hereinafter referred to as Table "A") shall apply to the Company except in so far as they are not modified or abrogated in these Articles.

### SHARE CAPITAL AND ALLOTMENT

2. The Authorised Share Capital of the Company is Rs. 6.5 Crore divided into 65 Lakhs Equity Shares of Rs. 10/- each with powers to increase or decrease the share capital.
3. Subject to the provisions of these articles the Shares shall be under the control of the Board who may allot or otherwise dispose of the same to such persons, on such terms and conditions at such times either at par or at a premium and for such considerations as the Board thinks fit. Provided that where at any time (after expiry of two years from the formation of the Company or at any time after the expiry of one year from the allotment of shares then subject to the provisions of Section 8 (1A) of the Companies Act, 1956 the Board shall issue shares in the manner set out in Section 81(1) of the said Act, save that the Board may determine whether or not any person concerned to renounce all or any of the shares offered to him in favour of any other person. Option or right to all of Share shall not be given to any person without the sanction of the Company in General Meeting.
4. Subject to the provisions of the Companies Act, 1956, the Company shall have power to issue Preference Shares carrying a right to redemption out of the profits which would otherwise be available for dividend or out of the proceeds of a fresh issue of shares made for the purpose of such redemption or liable to be redeemed at the option of the Company and the Board may subject to provisions of Section 80 of the Act, exercise such power in such manner as may be provided in these Articles.
5. The Company may exercise the powers of paying commission conferred to by Section 76 of the Companies Act, 1956 and in such case shall comply with the requirements of that Section Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid share of partly in one way and partly in the other. The Company may also on any issue of Shares or debentures pay such brokerage as may be lawful.

### **BORROWING POWER**

10. The Board may, from time to time at its discretion subject to the provisions of Section 292, 293 and 370 of the Companies Act, 1956 raise or borrow either from the Directors or from elsewhere and secure the payment of any sum or sums of money for the purposes of the Company, provided that the Board shall not without the sanction of the Company in general meeting, borrow any sum of money which together with moneys already borrowed by the Company (apart from temporary loans, obtained from the Company's bankers in the ordinary courses of business) will exceed the aggregate for the time being of the paid up capital of the Company and its free reserve.

### **GENERAL MEETING**

11. In addition to any other meeting, general meetings of the Company shall be held with such intervals as are specified in Section 166(1) of the said Act at such times and place as may be determined by the Board. Each such General Meeting shall be called as "Annual General Meeting" and shall be specified as such in the notice convening the meeting. Any other meeting of the Company shall be called an Extra ordinary General Meeting.

### **PROCEEDINGS AT GENERAL MEETING**

12. The ordinary business of an Annual General Meeting shall be to receive and consider the Profit and Loss account, the balance sheet and the Report of the Directors and of the Auditors to elect Directors in the place of those retiring by rotation to appoint Auditors and fix their remuneration and to declare dividends. All other business transacted at an 'Annual General' Meeting and all business transacted at any other General Meeting shall be deemed special business.
13. (a) The Chairman of the Board shall be entitled to take the chair at every General Meeting. If there be no such Chairman or at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act the members present shall choose another Director as Chairman and if no Director be present or if all the Directors present decline to take the chair, the members present shall on a show of hands or on a poll, if properly demanded, elect one of their members being a member entitled to vote to be the Chairman.  
(b) Every question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of vote both on a show of hands and a poll the Chairman of the meeting shall have a casting vote in addition to the vote to which he may be entitled as a member.

### **VOTE OF MEMBERS**

14. (1) Save as hereinafter provided on a show of hands every member present in person and being a Equity Shares shall have one vote and every person present wither as a General Proxy on behalf of a holder of Equity Shares if he is not entitled to vote in his own right or as a duly authorised representative of a body corporate being a holder of Equity Shares shall have one vote.

once for so long as the relative loan, assistance contract or arrangement as the case may be subsists.

19. (a) The board of Directors may appoint to Alternate Director to act for a Director (hereinafter called the original Director) during his absence for a period of not less than three months from the state in which the meeting of the Board ordinarily held.
  - (b) An alternate Director appointed under sub-clause (a) above shall vacate office if and when the Original returns to the State in which the meeting of the Board are ordinarily held.
  - (c) If the terms of office of the original Director are determined before he so returns to the State aforesaid any provision for the automatic re-appointment of the Retiring Director in default of another appointment shall apply to the original and not to the Alternate Director.
  - (d) An alternate Director shall in the absence of a direction to the contrary in the instrument appointing him so entitled to receive notice of and to vote at General Meeting of the Company on behalf of his appointer and generally to represent his appointer in the same manner as if he had been appointed a general proxy under the provisions of the Articles.
20. Any casual vacancy occurring among the Directors may be filled up by the Directors but any person so chosen shall retain his office so long only as the vacating Directors would have retained the same if no vacancy has occurred provided that the Directors may not fill a casual vacancy by appointing any person who has been removed from the office of a Director of the Company under the Article 27.
21. Every Director who is in any way whether directly or indirectly concerned or interested in a contract or arrangement entered into or to be entered into by or on behalf of the Company not being a contract of arrangement entered into or to be entered into between the Company and any other Company where any of the Directors of the Company holds or more of them together hold not more than two percent of the paid up share capital in the other Company shall disclose the nature of his concern or interest at a meeting of the Board as required by Section 299 of the Act a general notice renewable in the last month of each financial year of the Company that a Director is a Director or a member of any specified body corporate or is a member of any specified firm and is to be regarded as concerned or is interested in any subsequent contract or arrangement with the body corporate or firm shall be sufficient disclosure of concern or interest in relation to any contract or arrangement with such body corporate or firm provided such general notice is given at a meeting of the Board of Directors and the Director concerned takes reasonable steps to ensure that it is brought up and read at the first meeting of the Board after it is given. Every Director shall be bounded to give and from time to time renew a general notice as aforesaid in respect of all bodies corporate of which he is a Director or member and of firms of which he is a member.
22. Subject to the provision of Section 316 and 317 of the Act :

### **ROTATION OF DIRECTOR**

24. At every Annual General Meeting one third of the Directors shall retire from office. The Director to retire in every year shall be one who has been the longest in office since his last election but as between persons who became Directors on the same day, the Directors to retire shall (unless the otherwise agreed among themselves) be determined by lot.
25. The retiring Directors shall be eligible for re-election. ;
26. The Company in General Meeting may from time to time by Ordinary Resolution increase or reduce the number of the Directors within the limit fixed in this behalf of these presents.
27. The Company may by any Ordinary Resolution remove any Director before the expiration of the period of office and appoint another qualified person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held the same if he had not been removed but he may be eligible for re-election.
28. The board shall have power at any time and from time to time to appoint a person as an additional director who shall hold office only upto the date of the next following general meeting. Such person shall however be eligible for re-appointment by the Company at the general meeting as a Director provided that the number of directors and additional directors together shall not exceed the maximum strength fixed for the board by these Articles of Association.
29. Unless otherwise determined by the Company in general meeting, a Director shall not be required to hold any shares in the Capital as his qualification.

### **POWER OF DIRECTORS**

30. The control of the Company shall be vested in the Director and the business of the Company shall be managed by the Directors who in addition to the powers and authorised by these presents or otherwise expressly conferred upon them may exercised or done by the Company and are not here by or by any statute or law expressly directed or required to be exercised or done by the Company in General Meeting.
31. Subject to the provisions of Section 297, 299 and 302 of the Act, the Directors (including a Managing Director) shall not be disqualified by reason of his or their office as such from contracting with the Company either as vendor purchaser, lender agent, broker, lessor or lessee or otherwise nor shall any such contract or arrangement entered into any or on behalf of the Company with any Director or with any company or partnership firm in which any director shall be a member or a partner or otherwise interested be voided nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by such contract or arrangement by reason only of such Director holding that office or of the fiduciary relation thereby established but the nature of the interest must be disclosed by him or them the meeting of Directors at which the contract or arrangement is determined if the interest then exists or in any other case at the first meeting of the Directors after the acquisition of the interest.

