THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF
#CELLO WORLD LIMITED

1 #The name of the company is CELLO WORLD LIMITED.

2 *The Registered Office of the company will be situated in the Union Territory of Daman and Diu.

3 (a) The objects to be Pursued by the Company on its incorporation are;

1. To carryon business of manufacturing, processing, assembling, exporting, importing, buying, selling, dealing as agents, distributors and dealers in Plastic Thermoware Articles, vacuum flasks, glasses, plastic household articles, household stainless steel articles and domestic electrical and electronics appliances to be used by consumers, industrial, Government for commercial and household purposes.

2. To carryon business of manufacturing, processing, extrusionioning, moulding, colouring, dipping, assembling, exporting, importing, buying, selling, dealing as agents, distributors and dealers in plastic materials, articles, goods, product substances, appliances, apparels, containers, packing materials, toys, bottles, footwears, furnitures, pipe and fittings, bangles, storage tanks made from plastic, plastic materials, resins, rubber materials including polythelene, cellulose, acetate moulding powder, polysterene, PET polyvinyl chloride polycarbonate, polysterene, polypropylene and copolymer epoxy resins composites, thermoseting, thermoplastic materials polyol, isocyanate or from other materials or combination of the same and to be used by the consumers, industrial, household, government, commercial, railway or for defence need and purposes.

**Alteration of clause 2 for Shifting of Registered Office from Mumbai in the State of Maharashtra to Daman in the Union Territory of Daman & Diu by passing special resolution on 22nd October, 2019 subject to confirming by the Central Government.*

 # Alteration of clause 1 for change in name from Private Limited to Limited upon conversion from Private to Public Limited Company by passing special resolution on June 12, 2023 subject to confirmation by the Central Government.

3 (b) Matter which are necessary for furtherance of the object specified in clause 3(a) are:

1. To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of the objects for which the Company is formed.

2. To establish construct, improve, maintain, develop, manage, work, control, carry out, and superintend, bonded warehouses, warehouses godowns, stores, shops, offices, flats, houses, buildings and other works and conveniences of all kinds which may seem calculated directly or indirectly to advance the Company's interests or conductive to the attainment of the main objects of the Company, and to contribute or otherwise assist to take part in the construction, maintenance, development, management, carrying out, working, control and superintendence thereof.

3. To employ experts to investigate and examine into the condition, prospects, value To collaborate with foreign firms for acquiring or offering technical knowhow or to employ foreign technicians or experts or advisers on a contract basis or otherwise and to loan on suitable terms the Company's technicians, experts and others to other parties in or outside India for developing allied industries and to send out to foreign countries the Company's own technicians, plant and machinery, tools for developing industries in foreign countries on a joint venture basis or otherwise and to send out Company's men to foreign countries for further training.

4. To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees, or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with other or others.

5. To enter into contracts or arrangements or other dealings for more efficient To acquire, and undertake the whole or any part of the business, property, and liabilities of any person, firm or company carrying on any business which the Company is authorized to carryon, or possessed of property suitable for the main objects of this Company.

6. To lease, sub-lease, hire, purchase, license or otherwise acquire and/or sell, dispose of, To enter into partnership or into any arrangement for sharing profits, union of interests, corporation, joint adventure, reciprocal concession, or otherwise with any person or company carrying on or engaged in, or about 10 carry on or engage in, any business or transaction, which this Company is authorized to carryon or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.

7. To establish and support or aid in the establishment and support of associations, schools, institutions, funds, trusts and conveniences calculated to benefit officers and other employees or ex-employees of the Company or the dependents or connections of such persons, and to grant pensions, gratuities, bonuses and allowances, and to make payments towards insurance, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object.

8. To do all such other things as are incidental or conductive to the attainment of the above objects or any of them and to the carrying out of the business of Company.

9. To remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital, or any debentures, debentures stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business.

10. To pay for all or any part of the property, rights or interest of any kind purchased or acquired by the Company either in shares or in cash or partly in shares or partly in cash, or in any other manner.

11. To obtain all orders powers and authorities necessary for enabling the Company to carry out any of its objects into effect, or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient, and to oppose any proceedings, or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

12. To procure the Company to be recognized in any country or place outside India.

13. To act as trustees and agents for the loan, payment, transmission, and collection of money, and for the purchase, sale, improvement, development and management of property Including business concerns and undertakings, and generally to transact and undertake all kind of agency business, whether in respect of commercial, or financial matters, and to guarantee and become liable for the payment of money or for the performance of any obligations, and to transact, all kinds of agency business, either gratuitously or otherwise.

14.To apply for and to obtain assistance from Government or any other organizations; companies, firms, individuals for developing all or any of the business of the Company.

15. To apply for membership or become member of any company, association, society or body corporate having any objects similar to or identical with those of the Company, or likely directly or indirectly to promote the Interest of the Company.

16. To establish, run conduct and administrate training centre training school, training college or training institutions to import knowledge regarding all aspects of data processing, data processing systems, computer systems, computer systems, application and system software, process control system, computers typesetting, computer maintenance and all the branches of computer science In India and abroad.

17. To act as technical and management consultants in relation to all aspects of data processing, data processing systems, computer systems, Application and system software's, process control system computer, Typesetting, Printing and all the branches of computer science in India and abroad and further to act as agents for Indians and International Firms companies providing the equipment and service in the area of Management Science and Computer Science and to buy, sell, import, export, hire, lease, install, maintain and use equipment and accessories, know-how and services, software and hardware related to all the aspects of management services and computer services.

18. To identify projects, project ideas, To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or any other useful institutions in their objects or purposes or for any exhibitions but not for political objects.

19. To appoint representatives, distributors, stockiest dealers consignment agents or agents and constitute agencies of the company in any part of the world.

20. To apply for, tender, purchase or otherwise acquire any contracts, subcontracts, licenses and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.

21. To provide for the welfare of Director's, employees, or ex-employees of the Company and wives, widows and families of the dependents or connection of such persons by building or contributing for the building, houses, dwelling or quarters, or by grants of money, pensions, gratuities, allowance, bonus, profit sharing bonus or benefits or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds profit sharing or other scheme or trust and by providing or subscribing, or contributing towards places of instruction and recreation, hospitals and dispensaries medical and other attendants, and other assistance as the Company shall think fit.

22. To aid monetarily or otherwise, any association, body or movement having similar object, the solution, settlement or labour problems or the promotion of industry or trade.

23. To vest any movable or immovable 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. To pay all preliminary expenses of any company promoted by the Company or any company in which this company is or may contemplate being interested including in such preliminary expenses all or any part of the cost and expenses of owners of any business or property acquired by the Company.

25. To procure the incorporation, registration or other recognition of the Company in any country, state or place outside India and to establish and maintain local registers and branch places of business in any part of the world subject to law in force.

26. Subject to the provision of the Companies Act, 2013 to place to reserve or to distribute as dividends or bonus share among the members or otherwise to apply any money received by way of premium on shares or debentures issued at a premium by the Company and any money received in respect of dividends accrued on or arising from the sale of forfeited shares.

27. To take part in the management, supervision and control of the business or operation of any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, trustees, accounts, or other experts.

28. Subject to the provisions of the Act, to pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in shares and partly in

cash or otherwise.

29. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in the securities of other Company (ies) or Fixed Deposit with Banks or other financial institutions or in other movable or immovable property with or without security upon such terms and in such manner as may be thought proper from time to time or in any such manner as Board may think fit subject to the provisions of the Companies Act 2013.

30. To purchase or otherwise acquire, protect, prolong and renew any rights, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account the same and to grant licence or privileges in respect of the same.

31. To search for and to purchase, protect, prolong, renew or otherwise acquire from any Government, state or authority any, protections, licences, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned, to account to work develop, carry out, exercise and turn to account the same.

32. To furtherance of the aforesaid objects of the Company to enter into negotiations with and enter into arrangements and contracts and conclude the same with foreign and for Indian parties and other persons for obtaining by grant, license, and for on other terms, formulate rights and other rights and benefits, and to obtain technical and engineering information assistance and service knowhow and expert advice, and to pay for technical Know-how, technical and engineering assistance and information and/or service rights or privileges acquired by the Company either in shares of the Company or partly in cash or otherwise and to pay to promoters such remuneration and fees and otherwise recompense them for their time and for the service rendered by them.

33. To undertake and execute any trusts for the benefit of employees and also to undertake and execute the offices of Executor of the will of any deceased person, administrators of any deceased persons, trusties for debenture-holders or debenture-stock holders of any company and to appoint trustees to hold securities on behalf and to protect the interest of the company.

34. To act as principal or agent to do above things as may be incidental or conducive to the attainment of above objects, as principals and as or through agents, brokers, trustees, contractors, either alone or in partnership or in conjunction with others.

35. To enter into any agreements and to take all necessary or proper steps with the Governments or with other authorities imperial, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of carrying out the objects of the Company directly or indirectly or effecting any modifications in the constitution of the Company or furthering 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 interest 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 interests of the Company and to oppose and resist, whether directly or indirectly, any legislation which

may seem disadvantageous to the Company.

36. To indemnify members, officers, directors, agents and employees of the Company against proceedings, cost, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or any loss, damage or misfortune whatsoever which, shall happen in the execution of the duties of their offices or in relation thereto.

37. Subject to the provisions of the Act, the company shall have power to borrow any sum or sums of money for the purpose of the company on such terms and conditions and from such person or persons, firms, bank or any such financial institution or any governments or semi-government corporation as the company may deem fit.

38. To receive, raise or borrow money from time to time for any of the purposes of the Company by bonds, debentures or promissory notes or by taking credit in or opening current accounts with any individual or firm or with any Bank and whether without giving any security, goods or other articles or by mortgaging pledging, charging, hypothecating or selling or by receiving advances on the sale of any lands, building and machinery goods, assets or revenue of the Company present or future including its uncalled capital or by the issue of the debentures, debenture-stock.

39. To refer to or agree to refer any claims, demands, disputes 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 third parties, to arbitration and to observe and perform and to do all acts, maters and things to carry out or enforce the awards.

40. To register patent, trade mark or other inventions and like conferring any exclusive or non-exclusive or limited right to use of any secret with appropriate authorities.

41. To acquire and or otherwise take on lease or on leave and license basis premises as may be required to pursue the principal object of the company.

42. To purchase, take on lease or in exchange, hire and otherwise however acquire and maintain any immovable or movable property, patents, processes, devices inventions, trademarks, formulate goodwill, licenses, rights and privileges including farm and poultry farm which the company may think necessary or convenient for the purpose of its business and in particular any land, tenements', buildings and basements and to pay for the same other in cash or in shares or securities and to sell, let, lease or under lease or otherwise dispose of or grant rights over any immoveable property belonging to the company.

43. To open account or accounts, either current or overdraft with any banker! bank and to draw, make, accept, endorse, discount, execute, and issue checks, promissory notes, hounds, bills of exchange, bills of lading, warrants, debentures, and other negotiable instruments in the course of the company's business.

44. Subject to the provisions of the Companies Act, 2013, to amalgamate, or to enter into partnership or into any agreement for share profits, unions of interest, cooperation, joint venture, of reciprocal concession or for limiting competition with any person or persons or

company or companies carrying on or engage in or about to carryon or engage in any business, transaction engaging in which this company is authorized to carry or engage in or which can be carried on in conjunction therewith.

45. In the event of winding up, to distribute all or any of the company amongst the members in specie or kinds or any proceeds or sales or disposal of any property of the company, subject to the provisions of the Companies Act, 2013.

46. To insure the whole or any part of the property of the company either fully or partially to protect from any liability or lose either fully or partially and also insure and protect and indemnify any part portion thereof either on mutual principle or otherwise.

47. To train or pay for training in India or abroad of any of company's employees or offices or any candidate in interest of or furtherance of the company's objects.

48. To establish offices, agencies or appointing agents in India and abroad in order to carry out the objects of the Company.

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 Authorised Share Capital of the Company is ₹ 1,40,00,00,000/- (Rupees One Hundred and Forty Crores) divided into 28,00,00,000 (Twenty Eight Crore) equity shares of ₹ 5/- (Rupees Five) each with power to increase and reduce the capital of the Company or to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or condition as may be determined by or in accordance with the Articles of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of the Company and the legislative provisions for the time being in force"**

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*The Authorised Share Capital of the Company is increased vide resolution passed at EGM held on August 29, 2022

** The Authorised Share Capital of the Company is reclassified and increased vide resolution passed at EGM held on September 22, 2022

*** The Authorised Share Capital of the Company is increased and equity shares of the Company is sub divided vide EGM held on February 24, 2023

^ The Authorised Share Capital of the Company is increased vide EGM held on July 29, 2023
^^ The Authorised Share Capital of the Company is increased vide EGM held on June 26, 2024

^^^ The Authorised Share Capital of the Company is amended vide NCLT Order passed by Ahmedabad bench on May 14, 2026 of approval of Scheme of Arrangement amongst Wim Plast Limited ("WPL") and Cello Consumer Products Private Limited ("CCPPL") and Cello World Limited ("CWL") and their respective Shareholders and Creditors under Sections 230 to 232 and other applicable provisions of Companies Act, 2013.

We the several persons whose names & addresses & occupations are hereunder subscribed below, 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:

Signature, Name, Address, Description & Occupation of the Subscriber	No. of equity Shares taken by each Subscriber	Signatures of Subscriber	Signature, Name, Address, Description & Occupation of Witness
CELLO INDUSTRIES PRIVATE LIMITED Address: Cello House, Corporate Avenue, B Wing, Sonawala Road, Goregaon (East), MUMBAI Mumbai City 400063 Through its authorized representative Mr. Pradeep Rathod S/o. Mr. Ghisulal Rathod Address: 120, Jawahar Nagar, Goregaon (West),Mumbai 400062. Occupation: Business vide Board Resolution dated 6th June, 2018	9999	Sd/-	Sd/- Mr. Prasad Chavan *S/o.* Rajendra Chavan 206, 2nd Floor, Tantia Jogani Industrial Estate, *JR.* Boricha Marg, Opp. Lodha Excelus, Lower Parel (E), Mumbai 400011. Practising Company Secretary
Mr. Pankaj Rathod S/o. 120, Jawahar Nagar, Goregaon (West),Mumbai - 400062 Occupation: Business as a nominee of the Company *vide* Board resolution dated 6th June,2018	1	Sd/-	
Total Shares Taken	**10,000**		

PLACE: MUMBAI
DATE : 19/07/18