

Certificate of Incorporation Consequent upon Conversion to
Private Limited Company



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
Delhi

4th Floor , IFCI Tower , 61 , Nehru Place New Delhi - 110019, Delhi, INDIA

Corporate Identity Number : U32301HR1979PTC038643.

Fresh Certificate of Incorporation Consequent upon Conversion from Public Company to Private Company .
IN THE MATTER OF ITW INDIA LIMITED

I hereby certify that ITW INDIA LIMITED which was originally incorporated on Thirtieth day of November Nineteen Hundred Seventy Nine under any previous company law as ITW SIGNODE INDIA LIMITED and upon an intimation made for conversion into Private limited by shares Company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the National Capital Territory of Delhi and Haryana vide SRN C47945092 dated 16/04/2015 the name of the said company is this day changed to ITW INDIA Private Limited.

Given under my hand at Delhi this Sixteenth day of April Two Thousand Fifteen.

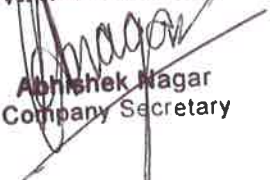


DEBASISH BANDOPADYAY
Registrar of Companies
Registrar of Companies
Delhi

Mailing Address as per record available in Registrar of Companies office:

ITW INDIA Private Limited
Level 1, Lotus Plaza, 732/1, Mehrauli Gurgaon Road, Sector 14,,
Gurgaon - 122001,
Haryana, INDIA

**CERTIFIED TRUE COPY
For ITW INDIA PRIVATE LIMITED**


Abhishek Nagar
Company Secretary

ITW INDIA PRIVATE LIMITED

Registered Address –

Level 1, Lotus Plaza
732/1, Mehrauli Gurgaon Road
Sector – 14, Gurgaon
HARYANA, INDIA
Telephone: 91-124-4284381
Fax: 91-124-4284389



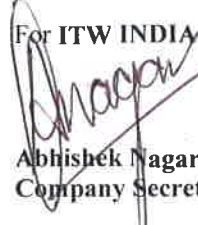
CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE BOARD OF DIRECTORS MEETING OF ITW INDIA PRIVATE LIMITED HELD ON FRIDAY, APRIL 17, 2015 AT LEVEL 1, LOTUS PLAZA, 732/1, MEHRAULI GURGAON ROAD, SECTOR – 14, GURGAON – 122 001

CONVERSION OF THE COMPANY FROM PUBLIC LIMITED TO PRIVATE LIMITED AND CHANGE OF NAME OF THE COMPANY TO – ITW INDIA PRIVATE LIMITED

“RESOLVED THAT pursuant to the approval by the Registrar of Companies of National Capital Territory Delhi and Haryana through issuance of a ‘Fresh Certificate of Incorporation consequent to conversion of the Company to Private Limited’ dated 16th April, 2015 the name of the Company has been changed to ITW INDIA PRIVATE LIMITED with effect from 16th April, 2015.

RESOLVED FURTHER THAT pursuant to the change in the name of the Company from “ITW INDIA LIMITED” to “ITW INDIA PRIVATE LIMITED”, the respective authorised officers of the Company be and are hereby authorised to approach the Income Tax Department, Service Tax Department, Commercial Tax Department, all Banks and all other statutory and regulatory authorities, wherever the Company has been registered as “ITW INDIA LIMITED”, for updation of Company’s name to “ITW INDIA PRIVATE LIMITED” in their records and to do all such other acts, deeds and things as may be required to give effect to this resolution.

For ITW INDIA PRIVATE LIMITED


Abhishek Nagar
Company Secretary

