

THE COMPANIES ACT, 1956

**A COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION**

&

ARTICLES OF ASSOCIATION

OF

NATRAJ PROTEINS LIMITED



प्रारूप आई.आर.

Form I.R.

निगमन का प्रमाण-पत्र
Certificate of Incorporation

तल _____ का सं. _____

No. 10-06090 of 1990 _____

मैं एतद द्वारा प्रमाणित करता हूँ कि **नटराज प्रोटीन्स लिमिटेड**

कम्पनी अधिनियम १९५६ (१९५६ का १) के अधीन निगमित की गई है और कम्पनी परिसीमित है।

I hereby certify that **NATRAJ PROTEINS LIMITED**

is this day incorporated under the Companies Act 1956(No. 1 of 1956) and that the Company is limited by shares.

मेरे हस्ताक्षर से आज तारीख 30 कार्तिक शक उन्नीस सौ बारह को दिया गया।

Given under my hand at GWALIOR this TWENTY FIRST day of NOVEMBER
One thousand Nine hundred and Ninety.

Sd. _____
(B.N. HARISH)

कम्पनियों का रजिस्ट्रार

Registrar of Companies

मध्य प्रदेश, ग्वालियर

॥ SEAL ॥



कम्पनी नं. 10.06090

कारोबार प्रारम्भ करने के लिए प्रमाण-पत्र
Certificate for Commencement of Buisness

कम्पनी अधिनियम, 1956 की धारा 149(3) के अनुसरण में
Pursuant of Section 149(3) of the Companies Act, 1956

मैं एतद द्वारा प्रमाणित करता हूँ कि नटराज प्रोटीन्स लिमिटेड

जो कम्पनी अधिनियम 1956 के अधीन तारीख 21-11-1990 को निगमित की गई थी और जिसने आज विहित प्रारूप में सम्यक रूप से सत्यापित घोषणा फाइल कर दी है कि उक्त अधिनियम की धारा 149 (1) (क) से लेकर (घ) तक/149 (2) (क) से लेकर (ग) तक की शर्तों का अनुपालन किया गया है, कारोबार प्रारम्भ करने की हकदार है।

I hereby certify that the

which was incorporated under the Companies Act, 1956 on the _____ day of 19____ and which has this day filed a duly verified declaration in this prescribed form that the conditions of section 149(1) (a) to (d)/149 (2) (a) to (c) of the said Act, have been complied with is entitled to commence business.

मेरे हस्ताक्षर से यह तारीख 13-03-1991 को ग्वालियर में दिया गया।

Given under my hand at

this _____ day of _____ one thousand
nine hundred and _____

(बी.एन. हरीश)
कम्पनियों का रजिस्ट्रार
कम्पनी रजिस्ट्रार
Registrar of Companies
मध्यप्रदेश ग्वालियर

THE COMPANIES ACT, 1956

A COMPANY LIMITED BY SHARES

Memorandum of Association

of

NATRAJ PROTEINS LIMITED

- i. The Name of the Company is NATRAJ PROTEINS LIMITED
- ii. The Registered Office of the Company will be situated in State of Madhya Pradesh.
- iii. The object for which the Company is established are:

A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business as manufacturers importers, Exporters, Traders, of and dealers in all type of high, medium, low Protein containing de-oiled meals, Nitrogen containing de-oiled residues.
2. To carry on the business of manufacturers, processors, buyers, sellers, stores, warehouses of and dealers in all kind of grain, pulses rice, cereals, cattle feeds and other farm produces, their by-products, substances etc. and also to establish, install, take on lease or other wise run flour mills, dai mills and oil presses.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTACHMENT OF MAIN OBJECTS ARE

3. To acquire or undertake all or any part of the individual firm or company possessed of assets, goodwill and privileges for the purpose of the company or any business which the company is authorised to carry on and to pay for any business assets or rights purchased or acquired in cash, shares, debentures or otherwise as may be deemed expedient for the company.
4. To sell, exchange, mortgage, let or lease, royalty or contribute grant licenses, easements, option and other rights over and in any other manner deal with or dispose of the undertakings, property, assets rights and effect of the company or any part thereof on such consideration as may be thought fit and in particular for stocks, shares where of fully or partly paid up or

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securities of any other company carrying on the business in whole or in part similar to those of the company.

5. To pay all or any costs and expenses preliminary and incidental to the promotion, formation establishment and registration of the company and all legal charges incurred or to be incurred by the company.
6. To issue debentures, bonds obligations, shares and securities and to act as trustees in connection with any such securities, to invest and deal in the moneys of the company in such other manner and in such securities or otherwise as may be deemed fit from time to time.
7. To purchase, take on lease or in exchange or on hire otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or expedient for the purpose of its business and in particular acquire any land, buildings and or easements on such terms as may deemed proper and to improve develop, let out, exchange, lease out, mortgage, dispose of turn to account or otherwise deal with all or any part of the properties and rights of the company for such consideration as may be thought fit wholly or partially cash or fully or partly paid shares.
8. To apply for purchase or otherwise acquire, sell exchange or transfer any patents trade marks, rights, authorities, concessions, privileges and the like conferring any secret devise or other information, as to any invention or business which may be capable of being used for any of the purpose of the company of the acquisition of which may seem directly or indirectly to benefit the company and to use, exercise, develop or grant licence and authority in respect of or otherwise turn to account the proprietary information so acquired.
9. To issue the whole or any part of the properties of the company of any goods, commodities, articles, properties and assets for the time being in possessing or in charge of the company for which the company may be liable whether wholly or in part and to protect and identify the company from liabilities or losses in respect thereof either fully or partly.
10. To create and issue any share, debentures of the company at par or at premium or at a discount to redeem cancel or accept or surrender of the same.
11. Subject to the provisions of Sec 58 A companies Act and the rules made their under & Directives of RBI to receive moneys on deposits, borrow or raise or provide for or secure the payment of borrowing by or borrowing guaranteed by the company in such manner as the company shall think fit and in particular by the issue of debentures, bonds or securities secured or unsecured with floating or fixed charge perpetual or otherwise charges

upon all or any company's properties and the effects in stock in trade(both present and future) including the uncalled capital and rights of the company and up on such terms as to priority or otherwise as the company think fit and to purchase , redeem any pay off any securities but the company shall not carry on the banking business.

12. To guarantee the payment of moneys secured or unsecured by or payable under or in respect of promissory notes, bonds, contracts, mortgages, charges, obligations, instruments and securities of any Person, Firm or Company having dealing with the Company or authority, supreme, municipal, local or otherwise whether incorporated or not and generally to guarantee or become securities for the payment of principal or interest thereon for the performance of any contracts or obligations by any Person, Firm, or Company whatsoever.
13. To appoint trustee (whether a Person, Firm or Company) to hold securities on behalf of and protect the interests of the Company, its members, debenture holders and creditors.
14. To sell, Transfer or dispose of the undertaking of the Company all parts of the assets tangible or intangible and liabilities of the Company to sell or transfer the Company as a going concern to from companies in which the Company may be absorbed into and amalgamate with the Companies formed by other to form companies with a view to reconstructing the Company or without forming any company to absorb other companies whether formed by this Company or by other and in all cases to receive or pay the consideration in the shape of cash, shares, debentures, bonds, securities transfer or exchange of properties, present or future, personal or real, reversion rights or in any other shape.
15. To promote any company or companies to carry out any function or business or affairs of this Company or to carry out any of the object of the Company.
16. To enter in to any agreement with any government or authority of India or Foreign, Municipal Local Body or other public or quasi-public or any body corporate that may seem conducive to the Companies objects or any of them and to obtain from any such govt. authority, company or corporation all rights, concessions and privileges which the Company may think desirable to obtain and to carry out, exercise and comply with any such agreement, rights, privileges and concessions.
17. To appoint agents, sub-agents, depot holders, representatives, distributors attorney and correspondents for the business or purpose of the Company or carry out any of its objects.

18. To enter into partnership or any agreement or sharing profits, union of interest, joint ventures, reciprocal concessions or otherwise with any person, company or firm (India or Foreign) carrying on or engaged or about to carry on or engaged in any business or transaction which this Company is authorised to carry on.
19. To establish, support or aid establishment or support of association, institutions, funds, trust and conveniences calculated to benefit the employees of the Company or its predecessors in business of the dependents, connections, relatives and estates of such employees or ex-employees and grant pensions, allowances, gratuities, bonus or other payment and provide, subscribe or contribute towards places of interests and recreation, hospitals and dispensaries, medical and other attendance or assistance, make contribution to provident or other funds and create scholarships and to subscribe or contribute or otherwise to assist or to grant money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral and other claim to support or aid by the Company either by reason or locality of operation or public or general utility or otherwise but not intended to serve any political cause on purpose.
20. To aid pecuniarily or otherwise any association, body or movement having for an object the solution, settlement of industrial and labour problems or troubles or the promotion of industry or trade by any other similar or analogous object.
21. To draw, make, endorse, accept, discount, execute, transfer, purchase and issue of bills of exchange, promissory notes, bills of lading, cheques, railway receipts, Govt. Securities, deeds and document of title, warrants, bonds, debentures and other negotiable or transferable instrument or securities.
22. To institute, conduct, defend, compound or abandon any legal proceeding by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claim or demand by or against the Company.
23. To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise.
24. To distribute all or any of the properties and assets of the Company among the members, holders and creditors in specie of kind in liquidation proceedings.
25. To open, establish, promote and maintain branches of the Company and its business above mentioned in any place or places in India or abroad and to

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control such branches and appoint member branches and to keep branch registers and seals of the Company for use abroad.

c. OTHER OBJECTS NOT INCLUDED IN OBJECTS A & B ABOVE:

26. To purchase for investments or sale and to traffic in land and house and other properties of any tenure or interest therein and to sell and deal in freehold and lease hold properties and to make advance upon the security of lands, building and other properties of any interest therein and generally to sell lease, exchange or otherwise deal in lands, building and properties.
27. To provide finance to new and existing Enterprises/Industries and Business Organisation.
28. To undertake an adequate procurement and distribution system consumer goods and durable commodities including Chemicals & Medicines.
29. To carry on the business as manufacturers processors, sellers, buyers, stores, warehouses of and dealers in all kind of defined oils, crude vegetable oils, vegetable ghee, hydrogenated oils, purified oils and solvent extraction of oil bearing seeds and cakes and their by- products, substances, fatty acids, oxygen and HYDROG.

IV. The liability of the members is limited.

V. The authorised share capital is Rs. 500,00,000 (Five Hundred Lacs only) divided into 50,00,000 (Fifty Lacs) equity shares of Rs. 10/- (Ten Rupees only) each with power to increase and reduce the capital, to divide the shares in the capital for the time being into several classes and to attach there to respectively such preferential qualified or special rights privileges and condition as may be determined by or in accordance with the Companies Act 1956, for the time being in force and the regulation of the Company and to modify or abrogate any such rights, privileges or conditions in such manner as may, for the time being in force and the regulation of the Company and to 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.

NATRAJ PROTEINS LIMITED

We the several persons whose names and addresses are subscribed are desirous of being formed into a Limited 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 to our respective names.

| Sl. No | Names Description & Address & Occupations of the Subscribers | No. of Equity Shares taken by each Subscribers | Signature of The Subscribers | Names Address & Description occupations of witnesses |
|--------|---|--|------------------------------|---|
| 1. | Surendra Singh, Arora S/o Late Kartar singh, Arora Gandhi Nagar, Itarasi, Industrialist | 10 (Ten) | | <p style="text-align: center;">ALL SIGNATURE ATTESTED</p> <p>Sd :- Ashok Goyal S/o Ramprasad Goyal, Gandhi Nagar, Itarasi, Practising Chartered Accountant.</p> |
| 2. | Kailash Chand Sharma S/o Late Mohan Lal Sharma Sarafa Bazar, Itarasi, Business | 10 (Ten) | | |
| 3. | Jagdish Prasad Agarwal S/o Late Kalyanmal Agarawal Chawal Lane, Itarasi, Consultant | 10 (Ten) | | |
| 4. | Bani Shanker Sharma S/o Late Mohan Lal Sharma Sarafa Bazar, Itarasi, Business | 10 (Ten) | | |
| 5. | Rajeev Sharma S/o Late Mohan Lal Sharma, Sarafa Bazar, Itarasi, Buisness | 10 (Ten) | | |
| 6. | Parveen Arora W/o Surendra Singh Arora, Gandhi Nagar, Itarasi, Home Work | 10 (Ten) | | |
| 7. | Ashok Kumar Bhatia S/o Om Prakash Bhatia, Punjabi Mohalla, Itarasi, Business | 10 (Ten) | | |
| | 7th November, 1990 | 70 (Seventy) | | |