

INCORPORATED
UNDER
THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
RUKMANI DEVI GARG AGRO IMPEX LIMITED

- I. The name of the Company is "RUKMANI DEVI GARG AGRO IMPEX LIMITED".
- II. The Registered Office of the Company will be situated in the state of Rajasthan.
- III. (A) The Objects to be pursued by the Company on its incorporation are:
 1. To carry on in India or elsewhere the business to manufacture, produce, prepares, disinfect, ferment ate, compound, mix, clean, wash, crush, grind, segregate, pack, repack, add, remove, heat, grade, preserve. freeze, distillate, boil, sterilize, improve, extract, refine, buy, sell, resale import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, mmarket, supply and to act as agent, broker, representative, consultant, collaborator, adatia, stockiest, liasioner, middleman, job workers or otherwise to deal in all types of descriptions, tastes, uses and packs of consumer food items, their by-products, ingredients, derivatives, residues, including soap, cosmetic goods, food grains, pulses, spices, oil, edible oil, non edible oil, oil seeds, oil cakes, deoiled, cake, dhania, paddy, kirana goods, sugar, raw sugar, caloble, grocery, foods and vegetables, packed foods powders, pastries, liquids, juices, jams, jelly, squashes, pickles, sausages, concentrates, extracts, essences, flavor, syrups, sarbats, flavored drinks, health and diet drinks, extruded foods, frozen food, dehydrated foods, pre cooked foods, canned foods, preserved foods, healthy foods, fast foods, cream, cheese, butter, biscuits, breads, cakes, pastries, confectionery, sweet, chocolates, toffees, breakfast foods, protein foods, dietic products, starained baby foods, instant feeds, cereal products, table, delicacies, all kind of agro products and all other items whether natural, artificial, synthetic of a character similar or analogous to the foregoing or connected therewith.

Note: Company Passed Special resolution in Extra Ordinary General meeting of Members held on dated 08.03.2024 at 11.30 AM at registered office of the Company P-7 Bhamashah Mandi anantpura Kota (Raj-324005 for Conversion of Company Private to Limited (Rukmani Devi Garg Agro Impex Limited)

Rukmani Devi Garg Agro Impex Pvt. Ltd.
[Signature]
Director

2. (B) Matters which are necessary for furtherance of the Objects of specified in clause 3 (A) are:

1. To buy, sell, exchange, alter, improve, prepare for market and otherwise deal in all kinds of plant, materials, articles and things necessary or convenient for carrying on any of the business of the company usually dealt in by persons engaged in the like business.
2. To enter into contracts, collaborations, agreements and arrangement with any other company, firm or persons Indian or foreign for carrying out by such other company, firm or person on behalf of the company of the objects for which the company is formed.
3. To undertake any other business whether manufacturing or otherwise, which in the opinion of the Board of Directors of the company is capable of being advantageously or conveniently carried on by the company in connection with or as an ancillary to any of the company's objects or which may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the company may be interested.
4. To produce gas and electricity necessary for the purposes of the business of the company and to process all products resulting in the form of ancillary to such products and making of gas to convert the same into saleable materials like coke, road tar, cresol oil, phenols, cresols carbolic acid and other chemical or distilled products and by-products and to otherwise deal with and dispose off of the same and to take all steps incidental or required in respect of the same.
5. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concern and undertakings and generally of any assets, property or rights.
6. To establish, provide, maintain and conduct or otherwise subsidize, schools, colleges, research laboratories and experimental workshops for scientific and technical research and experiments; to undertake and carry on scientific and technical researches, experiments and tests of all kinds; to promote studies and researches both scientific and technical, investigations and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contribution to the aware of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the company is authorized to carry on.
7. To appoint Directors or Managers of any subsidiary company or of any other in company which this company is or may be interested.


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Ratnamani Devi Garg Agro Impex Pvt. Ltd.

Director

8. To act as agents and brokers for sellers, buyers, exporters, importers, manufacturers merchants, tradesmen, insurers and others and generally to undertake and carry out agency work and commission business.
9. To purchase, take on lease or in exchange, hire or otherwise acquire any immovable or movable property and any right or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery, plant, stock-in-trade, and either to retain any property to be acquired for the purpose of the company's business or to turn the same to account as may seem expedient.
10. To construct, improve, maintain, develop, work, manage, carry out or control any buildings, factories of works, or any roads, tramways, railway branches or sidings, bridges, wells, reservoirs, water courses, chawls and other buildings, housing for work people and others or other works and conveniences which may seem calculated directly or indirectly to advance the company's interests and to contribute to, subsidies or otherwise assist or take part in the construction, improvement, maintenance, development, working, management, carrying out or control thereof.
11. To let on lease or on hire-purchase system or to lend or otherwise dispose of any property belonging to the company and to finance the purchase of any such article or articles, whether made by the company or not by way of the purchase any such articles and the letting thereof on the hire purchase system or otherwise howsoever.
12. To amalgamate with any company or companies having objects, altogether or in part similar to those of this company or to sell, exchange, lease, under lease, surrender, abandon, amalgamate, sub-divide, mortgage or otherwise deal with, either absolutely, conditionally or for any limited interests, all or any part of the undertaking, property, rights, or privileges of the company as a going concern or otherwise, or to with any public body corporation, company, society or association or to a person or persons for such consideration as the company may think fit, and in particular for any stock, shares (whether wholly or partly paid), debentures, debenture-stock, securities or property of any other company.
13. To acquire and undertake the whole or any part of any part of business, property and liabilities of any persons, firm or company carrying on or proposing to carry on any business which the company is authorized to carry on or possessed to property suitable for the purpose of this company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly too benefit the company.
14. Subject to the applicable provisions of the companies Act, 2013 or any other Act in force and rules made there under from time to time, to borrow or raise money or to receive money on deposit for the purposes of the Company, in such manner and upon such terms as may seem expedient, and to secure the repayment thereof and of moneys owing or obligations incurred by the company and to create, issue and a lot redeemable or irredeemable bonds, mortgages or other instruments, mortgage debentures (such bonds of debentures being

made payable to bearer or otherwise and issuable or payable either at par, premium, discount, or as fully paid) and for any such purposes to change all or any part of the property and profits of the company both present and future including its uncalled capital.

15. To enter into partnership or into any agreement for sharing profits or losses, or for any union of interest, joint-adventure, reciprocal concession or cooperation with any person or firm or company carrying on or engaged in or about to carry on, or engaged in or being authorized to carry on or engage in any business or transaction which the company is authorized to carry on or engage in or in any business or transactions capable of being conducted so as directly or indirectly to benefit this company.
16. To invest any monies of the company not immediately required for the purposes of its business in such manner as may think fit, and to lend money to such parties and on such terms, with or without security as may be thought to be for the interests of the company, and in particular to customers of and persons having dealings with the persons or to the company or to companies, firms or persons carrying on any business which may be useful or beneficial to this.
17. To acquire any such shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise and to subscribe for the same, either conditionally or otherwise and to guarantee the subscription thereof and to exercise and confer all rights and powers conferred by or incidental to the ownership thereof.
18. To establish or promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose which may seem directly or indirectly calculated to benefit the company and to place or guarantee the placing of underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other company.
19. To enter into any arrangement with any Government of authority, Supreme Municipal, local or otherwise or any person or company that may seem conducive to the companies' objects or any of them and to obtain from any such Government, Authority, person or company any rights, privileges, charters, contracts, licenses and to carry out, exercise and comply therewith.
20. To construct, maintain, improve, develop, work, run, control and manage any water works, gas works, reservoirs, roads, tramways, electric power, heat and light supply works, telephone works, hotels, clubs, restaurants, baths, places of worship, places of amusement, pleasure, grounds, parks, gardens, reading rooms, stores, shops, dairies and other works and conveniences which the Company may think directly or indirectly conducive to these objects, and to contribute or otherwise, assist or take part in the construction,


Rohmani Devi Garg Agro Impex Pvt. Ltd.
Director

maintenance, development, working, running, control and management thereof for the welfare of the officers and employees of the company.

21. To apply for, promote, and obtain any act, charter-privilege, concession, license, authorization, Government, State or Municipal, Provisional order or license of any authority or enabling the company to carry any of its objects into effect or for extending any of the powers of the company or for any other purposes which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's Interest.
22. To apply for, otherwise, acquire and protect and renew in any part of the World any patent rights, brevets 'o' invention, trademarks, designs, licenses, concessions, goodwill and the design like conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention, processes or know-how which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use exercise, develop or grant licenses in respect of or otherwise, turn to account the property, right or information so acquired, and to expend money in experimenting upon testing or improving any such patents inventions or rights.
23. To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches , experiments and test of all kinds and to promote studies and research both scientific and technical investigations, invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award or exhibitions. Scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business which the company is authorized to carry on.
24. To make donations to such persons or institutions and in such cases and either in cash or in other assets as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporations introducing business to this company and to subscribe, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent national, public or political, cultural educational or other institutions, objects or for any exhibition or for any public, general or other objects and to establish and to support or said in the establishment and support of associations, institutions, funds trusts and conveniences for the benefit of the employees or ex-employees (including Directors) of the company or its predecessors in business or of persons having dealings with the company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions.

allowances, gratuities and bonuses either by way of annual payments or a lump sum and to make payment towards insurances and to form and contribute to provident benefit funds and other welfare funds of or for such persons.

25. To refer or agree to refer any claim, demand, dispute or and 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 of his or their representatives or between the company and third parties to arbitrations in India or at any outside India and to observe, perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
26. To pay out of the funds of the company all or any expenses which the company may lawfully pay off and incidental to the promotion, for matters, organization's registration, advertising and the establishment of this or any such other company as is mentioned in paragraph (18) above and to the issue and subscription of the share or loan capital including brokerages, underwriting and commission for obtaining application for or placing or guaranteeing the placing of the shares or any debenture stock or other securities of this or any such other company and also all expenses attaining the issue of circulars, reports, maps, plants of notices, or the printing, stamping and circulating or proxies or forms to be filed up by the members of this company subject to applicable legal provisions of the Companies Act.
27. To pay for any rights or property acquired by the company and to remunerate any person or firm for services rendered or to be rendered in placing of shares in the company's capital or any debentures, debenture stock or otherwise securities of the company or about the formation of the company or the acquisition of property by the company or the conduct of its business whether by cash payment or by the allotment of shares, debentures, or other securities of the company credited as paid up in full or in part or otherwise.
28. To adopt such means of making known the business of the company as may seem expedient and in particular by advertising in the press, radio, Tele Vision, by circulars, by purchase and exhibition of works or art of interest, by publication of books and periodicals and by granting prizes, rewards and donations.
29. To undertake and execute any trust the undertaking of which may seem to the company desirable and either gratuitous or otherwise.
30. Subject to the Banking Regulations Act, 1949 to draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, hundies, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
31. To sell, improve, manage, develop, exchange, lease, mortgage, and dispose off turn to account or otherwise deal with all or any part of the properties and rights of the company.

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Rakshani Devi Garg Agro Impex Pvt. Ltd.
Director

32. Subject to the provisions of the Companies Act, 2013 or any other Act in force and the rules made thereupon from time to time, to distribute among the members in speckle any property of the company or any proceeds of sale or disposal off any property of the company but so that no distribution amounting to a reduction of the capital be made except with the sanction if any for the time being required by law.
33. To take up in any part of the world all or any part of the company's objects as principals, agents, factories, trustees, contractors or otherwise either alone or in conjunction with any other person, firm, association, corporate body, municipality, province, State Body Politic or Government or colony or dependency therefore.
34. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its States, Territories, Possessions, colonies and dependencies thereof and in any or all foreign countries, and for this purpose to have and maintain and to discontinue such number of offices and agencies there in as may be convenient.
35. To proceed the company to be registered or recognized in any part of the world.
36. To do all that is necessary suitable or proper for the accomplishment of any of the purposes or the attainment of the objects or the furtherance's of the powers herein before set forth, either alone or in association with other corporate bodies, firms or individuals, and to do every other act or acts things incidental or appurtenant to, or growing out of, connected with the aforesaid business or powers or any parts thereof, provided the same be not inconsistent with the laws of the Union of India.
37. To aid and support, pecuniary or otherwise, any person, association, body or movement, having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry of trade concerning the objects or business of the Company related interests.
38. To subscribe, contribute, pay, transfer or guarantee money for or to dedicate, donate, present or otherwise dispose of either voluntarily or for value, any moneys or properties of the company to or for the benefit of any national, charitable, benevolent, religious, scientific, public, local general or useful objects, purposes or institutions or to or for any exhibition or for any purpose which may be considered likely directly or indirectly to further the objects of the company or the interests of its members.
39. To grant pensions or other emoluments or gratuities to any employees or ex-employees and to officers and ex-officers(including Directors and Ex-directors) of the Company or the relations, connections or dependents of any such persons, and to establish or support associations, institutions, clubs, funds, and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members, and to establish and contribute in accordance with the applicable legal provisions of the Companies Act, 2013 or any other Act in force and the rules made there

under from time to time, to any scheme for the purchase by trustees of shares in the company to be held for the benefit of the Company's employees and officers and to lend money to the company's employees, and to provide for the welfare of the employees or ex-employees and ex-officers (including Directors and Ex-directors) of the building or contributing to the building of houses or dwellings or quarters or by providing any other amenities and benefits or by creating and from time to time subscribing or contributing to provident Funds. Association, institutions, Schemes or Trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the company may from time to time think fit.


40. To refer all questions, disputes or differences arising between the company and any other person whosever (other than a Director of the Company) in connections with or in respect of any matter relating to the business or affairs of the company to arbitration in such manner and upon such terms as the company and such other person may mutually agreed upon in each case, and such reference to arbitration may be in accordance with the provisions of the Indian Arbitration Act or the Rules of the International Chamber of Commerce relating to arbitration or otherwise.
41. In furtherance of the aforesaid and other objects of the Company among other things to enter into negotiations, collaborations, technical, financial or otherwise with any person, firm, company body corporate, institution or Government Indian or Foreign for obtaining by grant, license or on other terms of rights and benefits, and to obtain technical information, know-how and expert advice for the production, manufacture and export or sale of all types of drugs, chemical, and dyes and other products and goods which the company is authorized to produce or to deal in.
42. To pay to any person, firm or body corporate such remuneration and fees and otherwise compensate them for their time and for the services rendered by them and their directors as promoters of the company.
- IV. 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.
- V. The share capital of the company is Rs. 6,50,00,000/- (Rupees Six Crore Fifty Lakh only), divided into 65,00,000 shares (Sixty Five Lakhs Equity Shares) of Rs. 10/- (Rupees Ten only) each.

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Rakurani Devi Garg Agro Impex Pvt. Ltd.

V.  Director

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S. No.	Signatures, Names, Addresses, Descriptions and Occupations of the subscribers	Signature, Name, Address, Description and Occupation of Witness
1.	<u>Vishal</u> (VISHAL GARG) S/o Shri Ram Singh Garg. 150, Shopping Center KOTA - (Raj.) Business	
2.	रुक्मणी देवी (रुक्मणी देवी) W/o राम रघुनाथ 150 शॉपिंग सेंटर कोटा व्यापार	
3.	उषा गर्ग (Usha Garg) W/o राधिकाशम गर्ग 150 शॉपिंग सेंटर कोटा (व्यापार)	
4.	<u>Ragini</u> (RAGINI GARG) W/o Mr. S.N. GARG 150 SHOPPING CENTRE KOTA BUSINESS	
		9 witnesses of all the subscribers  (SASHI BHATNAGAR) S/O SH. V. BHUSHAN OPP YORK HOTEL, M.I. ROAD JHUPUR (CHARTERED ACCOUNTANT)

Dated the 31st day of MARCH 1998

Place : JHUPUR

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