

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
AMRIT CORP. LIMITED

I The Name of the Company is “**AMRIT CORP. LIMITED**”.

II The Registered Office of the Company will be situated in the State of **UTTAR PRADESH**.

III (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

- 1.** To carry on the business of manufacturing, producing buying, selling, stocking, supplying, exchanging, converting, altering, distributing, importing, exporting, processing, packaging, repacking all kinds of edible oils and fats including but not limited to vegetable ghee, vegetable oil, filtered refined & micro refined vegetable oils, hydrogenated vegetable oil, bakery shortening, margarine, oil cakes, soaps, acid oil, chemicals, oleo chemicals, cattle feed, oxygen, hydrogen or any other gas and all other intermediate and bye products of oils & fats of whatsoever nature and description, all kinds of seeds and to cultivate, grow, purchase or otherwise acquire and sell and trade in seeds and other oleaginous substances and products and to crush and extract oil from oil-seeds and other substances or products capable of being conveniently carried on or otherwise directly or indirectly calculated to enhance the value of any of the Company's property or rights for the time being of the Company.
- 2.** To carry on the business of manufacturing, producing buying, selling, stocking, supplying, exchange, converting, altering, distributing, importing, exporting, processing, packaging, repacking or otherwise handling or dealing dairy milk and milk products, including flavoured milk, milk beverages and concentrates, ice-cream, ice cream mixes, dairy desserts, milk shakes, milk powder, cheese, yoghurt, curd, baby foods, protein foods, sweets and other dairy preparation of every kind, nature and description, soya milk, flavoured soya milk butter, soya milk products and preparations, , soya baby foods, extruded snacks, other preparations of soya, soya cereals and lentils, including flour and dal, soya tofu, soya paneer, salad dressing and to promote the cultivation of soyabean, to convert soyabean into oils and its products by any process.
- 3.** To carry on the business of development construction and operation of shopping malls, multiplexes, retailing outlets, shopping centres, residential/commercial townships, group housing buildings/flats and other construction/real estate activity individually or in combination formats comprising flats, buildings, shops, offices and/or units for residential commercial, retail or shopping purposes convention centres, recreation centres, amusement parks, exhibition and/or display platforms, arenas or spaces In whatsoever forms, theatres, art galleries, cafeterias, restaurants, parking spaces etc. and to arrange or give on rental, lease or on hire, have a business conducting arrangement or undertaking actual retailing activities or sell the shops, offices and/or units etc. to manufacturers, trade bodies, traders, service providers Including architects, engineering consultancy firms, finance companies, banks and/or any other persons or organizations/legal entitles and render services for running such shopping malls, complexes or departmental stores as also conducting events either directly or through event management companies, providing services as event managers, holding exhibitions, seminars, competitions, conferences, movie festivals, theatre showings, music and dance recitals, cultural events and regional/national festivals, art shows and other related events in the mall complex for its promotion and to purchase, lease,

exchange or otherwise acquire land or any interest or right connected with any land with or without building.

4. To carry on the business of building, running and managing hotels, motels, restaurants, resorts, recreation centre, holiday camps, amusement parks, guest houses, banquets halls, restaurants, picnic spot, canteens, caterers, cafes, taverns, pubs, bars, beerhouses, refreshment rooms, clubs and lodging or apartments, casinos, discotheques, swimming pools, health clubs, baths, dressing rooms, health centre, conference centre, gymnastics, yoga centre, catering and hospitality services, massage and beauty parlours in and outside India and related activities thereto.
5. To carry on the business of manufacturing, producing, buying, selling stocking, supplying, exchanging, converting, altering, distributing, importing, exporting, processing, extruding, canning, bottling, freezing, packing, preserving, dehydrating, packing and repacking of fruits, potatoes, potato chips, vegetable products, cereal products, beet leaf, pan masala, nectars, jelly, pulp, beans, ketchups, jams, desserts, chocolates, toffees, murabbas, pickles, health foods, drinks, drinking water, aerated waters, non-aerated minerals, artificial water drinks, soft drinks, concentrates, squashes, sorbets, liquors, soups, beverages, juices, juice concentrates, synthetic concentrates of every description, fats, snacks, namkeens, fast foods, cooked or boiled or fried foods, malted foods, weaning foods, flour ,bread & bakery products and confectionary items.
6. To carry on the business of rendering business advisory & consultancy services including market intelligence & risk management services, project feasibility studies and services relating to business process outsourcing, knowledge process outsourcing, legal process outsourcing, medical transcription, data processing/search/mining/ analysis and to establish, run & manage call centers, back office & help-desks and to act as management consultants, financial consultants, HR consultants and to provide consultancy and advisory services for all kinds of credit syndication & fund raising from overseas markets and bank & financial services franchisees/outsourcing services.
7. To carry on the business as buyers, sellers, import traders, export traders, importers, exporters, distributors, agents, brokers, stockists, commission agents and dealers of all kinds of consumer, industrial or engineering goods, commodities, products or material as may be permissible under trade policy and to act as a recognised trading house and/or export house.

III (B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:

1. To promote any other company for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose, which may be directly or indirectly calculated to benefit this Company.
2. To apply for, obtain, purchase or otherwise acquire and protect, prolong and renew any patent rights, brevets, invention, processes, trade secrets, scientific technical or other assistance, manufacturing process, know-how and other information, designs, patterns, copy-rights trademarks, licenses, concession and like rights, or the benefits or the right of use thereof, which may seem capable of being used for, or in connection with any of the purposes of the business of the company on payment of any fee, royalty or other consideration and to use, exercise or develop the same and manufacture under or grant licenses in respect thereof or shall or otherwise deal with same.
3. To enter into partnership or any arrangements or agreement with any governments or authorities supreme, municipal, local or otherwise, or any person or Company or any of them for sharing profits, union of interests, exchange of shares, joint ventures, reciprocal concession or co-operation and engage in any business which the Company is authorized to carry on and to obtain from such

government, authority, person or company, any rights, privileges, charters, contracts, licenses and concessions which the company may think it desirable to obtain and to enter into restructuring or other arrangements of mergers, demergers, take-overs, amalgamations as may be beneficial or desirable subject to statutory sanctions, if any, required for giving effect to such schemes or arrangements.

4. To subscribe for takeover or otherwise acquire and hold shares, stocks, debentures or other interests in or securities of any other firm, company or companies having objects altogether or in part similar to those of the Company.
5. To invest in otherwise than investment in Company's own shares and deal with the moneys of the Company in shares, stocks or any other financial instruments not immediately required in such manner as may from time to time be expedient or be determined.
6. To invest money with or without security and generally make advance of such sum or sums of money upon or in respect of or for the purchase of raw materials, goods, machinery, stores or any other property, articles and things required for the purpose of the company with or without security and upon such terms and subject to such conditions as the company may deem expedient.
7. Subject to the applicable relevant legal provisions and the directions issued by the Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner as the company shall think fit and in particular by the issue of debentures or debenture stock(perpetual or otherwise) and to secure the repayment of any money borrowed by mortgage, charge or lien upon all or any of the property or asset of the company (both present and future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company of any obligation undertaken by the company as the case may be provided that the company shall not do any banking business within the meaning of Banking Regulation Act, 1949.
8. To mortgage, hypothecate, pledge all or any of the property, whether movable or immovable of any description whatsoever and to sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of turn to account or otherwise deal with all or any part of the property and rights of the Company.
9. To draw, make, accept, endorse, discount execute, negotiate, assign cheques, drafts, promissory notes, bill of exchange, hundies, debentures, bonds bills of lading, railway receipts, warrants and all other negotiable or transferable instruments.
10. To open an account or accounts with any individual, firm or company or with any Bank or Banks or Banker or shroffs and to do withdraw money from such account or accounts.
11. To pay out of the funds of the company all costs, charges and expenses of and incidental of the formation and registration of the company, and any company promoted by the company and also to pay all costs, charges, impositions and expenses of and incidental to the acquisition by the company of the property or assets of and incidental to accomplishment of all or any formalities which the company may think necessary or proper in connection with any of the aforesaid.
12. To pay for any property or rights acquired by for any services rendered to the company either by fully or partly paid up shares, with or without preferred rights in respect of dividend or payment of capital or otherwise or by any securities and debentures which company has power to issue or by grant of any rights or options, or partly in one mode and partly in another and generally on such terms as the company may determine.

- 13.** To promote from and register; and aid in the promotion and registration of any company or companies, subsidiary or otherwise for purpose of acquiring all or any of the property, rights and liabilities of the company and to transfer to any such company and property of the company and to be interested in or take otherwise acquire, hold, sell or otherwise dispose of shares, stocks, debentures and other securities in or of any such company or any other company for all or any of the objects mentioned in this Memorandum and to subsidize or otherwise assist any such company and to undertake the management and secretarial or other works, duties and business of any company on such terms as may be arranged.
- 14.** To apply for aid in promoting and obtain any charter, privilege concession license, authority for enabling the company to carry any of its objects into effect or extending any of the powers of the company for effecting any modification of the constitution of the company 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 interest of the company.
- 15.** To grant pensions, allowance gratitudes and bonus of existing or former employees and officers (including Directors of the company or their dependents) or connections, and to make payments towards insurance for any such purposes and to establish, join and support trust, fund or schemes (whether contributory or non-contributory) with a view to provide persons or all allowances for any persons or any other associations, Institution, trusts, fund schemes, clubs and conveniences calculated to benefit any such person.
- 16.** Subjects to the applicable relevant legal provisions, to make donations to such persons either of cash or any other assets as may be thought, directly or indirectly, conducive to any of the Company's objects or otherwise expedient and to subscribe or contribute or otherwise assist on guarantee money for charitable, scientific, religious benevolent, national, public or other institutions or objects and to establish and support or aid in the establishment and support of associations, institution funds, trusts and conveniences for the benefit of the employees or of person having dealings with the Company and to form and contribute to provident and benefit funds for such persons and to carry on the CSR activities as per law or otherwise.
- 17.** To provide for the welfare of employees or ex-employees of the company and the wives and families or the dependents or connections of such persons by building of houses and contributing to pensions, allowances, bonus or other payments, or by creating and from time to time, subscribing or contributing towards places of instruction, recreating hospital and dispensaries, medical and other attendance and other assistance including payment of premiums for medical insurance schemes, as the company shall think fit.
- 18.** To compensate for loss of office any Managing Director or Directors or other Officers of the company within the limitation prescribed under the applicable relevant provisions of the Company Law or other statute of rule having the force of law and to make payments to any person whose office, employment or duties may be determined by virtue of any transaction in which the company is engaged.
- 19.** To create any reserve funds, sinking fund, insurance fund and any other funds, whether for depreciation, for repairing, improving, extending or maintaining any of the property of the company or for any other purpose conducive to the interest of the company or for any purpose whatsoever.
- 20.** Subject to the applicable relevant legal provisions, to distribute as dividend or bonus among the members or the place to reserve or otherwise to apply as the company may from time to time think fit, any moneys 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 forfeited shares any moneys arising from the sale by the company of forfeited shares or from unclaimed dividends.

21. Subject to the applicable relevant legal provisions, to amalgamate or collaborate with local or foreign companies with or without capital participation or enter into franchise arrangement with local or foreign company or enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture reciprocal concession or otherwise with any person or company in India or abroad, carrying on or engaged in or about to carry on, engage in any business or transaction, capable of being carried on or conducted so as directly or indirectly to benefit this Company and to lend money or guarantee the contract or of otherwise assist any such person or company take or otherwise acquire shares and securities of any such company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
 22. To establish any purchasing, selling or distributing organization or agency and to appoint agents, dealers, distributors, C&F agents or open branches or depots for the purpose of the business of the company.
 23. To distribute among the members in specie or in kind any property of company or any proceeds of sale or disposal of any property of the company, but so that no distribution amounting to a reduction of capital be made except with the sanction if any for the time being required by law.
 24. To sell or dispose of the undertaking of the company or any part thereof 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.
 25. To invest any real or personal property rights or interest acquired by or belonging to the company in any person on behalf of or for the benefit company and with or without any declared trusts in favour of the company.
 26. To purchase, take on lease or otherwise acquire any lands, buildings, machinery, mines or other property and to build, repair and construct any factories, houses or other buildings, quarries or works that may be necessary or expedient and from time to time to alter or extend the same.
 27. To manufacture, purchase, sell, import, export or otherwise deal in all kinds of aseptic/non-aseptic packing materials, containers and vessels of every description including tins, cans, jars, flasks, casks, bottles, crates, cartons, boxes, tubes, cups, trays, films, pouches, jugs, whether made of paper, plastic, glass, and board, PVC, PET, aluminum foils, metal or any other material or substance and to fabricate, purchase, sell, import and deal in any machines or materials used in the manufacture and filling of the foregoing.
 28. To do and perform all such other acts and things as may be necessary for the attainment of the above objects or any of them.
- IV.** The liability of the members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

- V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 50,00,000 Redeemable Preference Shares of Rs. 10/- each and 2,00,00,000 Equity Shares of Rs. 10/- each with power to increase or reduce the capital and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions (including provisions for redemption) as may be determined by or in accordance with law and the regulations from time to time of the Company and to vary, modify, amalgamate 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 and the terms of issue.

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We the several persons whose names and address are subscribed below, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we, agree to take the number of shares in the Capital of the Company set opposite our respective names.

Name, Description and Addresses of Subscribers	No. of shares taken by each subscriber	Signature of Witness
1 DURGA PRASAD KHAITAN, Solicitor. 43, Zakaria Street, Kolkata	500-Ordinary (Five hundred)	S.G. Verma Service, 24A, Mohini Mohan Road, Kolkata
2 DEBI PRASAD KHAITAN, Merchant, 8, Royal Exchange Place, Kolkata	500-Ordinary (Five hundred)	S.G. Verma, Service, 24A, Mohini Mohan Road, Kolkata
3 L.N. GADODIA, Merchant, Kucha Natwan. Delhi.	500-Ordinary (Five hundred)	R.G. Gadodia, Merchant Kucha Natwan, Delhi
4 HARI RAM, Merchant, Khari Baoll, Delhi.	500-Ordinary (Five hundred)	Manohar Lal Merchant Khari Baoli, Delhi.
5 LEKHRAJ GUPTA, Merchant, Civil Lines. Saharanpur.	500-Ordinary (Five hundred)	Narayan Das, Merchant, Dalmandi, Cawnpore
6 GIRDHARI LAL BAJAJ, Merchant, Generalganj, Cawnpore.	500-Ordinary (Five hundred)	Sihdi Nath Dikhsit Service 61-29, Sitaram Mohal, Cawnpore.
7 KESHAVA PRASAD KAPURIA, Merchant, Ck. 8/90 Garhwasiola, Benares.	500-Ordinary (Five hundred)	Durga Prasad Mishra Saudagar, Brahnanala, Benares.

Dated this Ninth day of February, 1940.