

MEMORANDUM OF ASSOCIATION
OF
STANBIK AGRO LIMITED

1. The name of the Company is STANBIK AGRO LIMITED.*
2. The Registered Office of the Company will be situated in the state of Gujarat.
3. The objects for which the Company is established are:

(a) Main objects of the company to be pursued by the Company on its incorporation:

1.To carry on the business of doing wholesale trading and dealers of all foods from agriculture products.

2.To marker, trade, import, export, sell and carry on the business of, preservers, preservable products of vegetables, fruits, herbs, flowers, medicines, drinks, fluids and other eatables.

3.To carry on in India and elsewhere all kinds of agriculture and other allied activities and also to establish, develop, promote and aid in India and elsewhere business and industries connected with agriculture and other allied activities.

4.To acquire and takeover the running business of partnership firm concern named M/s. JAY CHAMUNDA TRADING COMPANY having its office at No. 13A, C. J. Patel Market Yard, Vasna, Ahmedabad, Gujarat-380055, India along with all assets and liabilities of the said business used in connection therewith or belonging thereto, together with all pending contracts, business rights, obligations, service personnels. The said partnership firm will cease to exist after such takeover by the Company.

***The Company has altered its object vide special resolution passed by the members at their Extra Ordinary General Meeting held on 15th December, 2023.**

***The name of the company was changed vide special resolution passed by the members at their Extra Ordinary General Meeting held on 05th February, 2024.**

****Name Clause has been altered vide Special Resolution passed by the Shareholders of the Company in EGM held on 06/05/2024 upon conversion of Private Limited Company into Public Limited**

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(b) Objects incidental or ancillary to the attainment of main objects are:

1. To established and maintain offices, agencies, branches, demonstration centers in respect of the foregoing and otherwise.
2. To acquire by technical collaboration or otherwise the recipes, technical knowhow and other information as to the process of manufacturing and the right to manufacture and deal in any of the articles which the Company is entitled to manufacture or deal in.
3. To enter into contracts agreements and arrangement 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.
4. To purchase, take on lease, hire, exchange or otherwise acquire or sell any movable or immovable property, assets, rights, privileges and business from promoters or other and in particular land buildings, easements, machinery, plant stock in trade for the purpose of the business of the Company or to turn the same to account as may be deemed expedient from any person or company including promoters and to adopt and ratify agreements or deeds executed in connection therewith by such persons, companies and promoters.
5. To insure the whole or any part of the property and assets of the Company either fully or partially, to protect and indemnify the Company for liability or loss in respect thereof either fully or partially and also to ensure and to protect and indemnify any part or portion thereof either on mutual principal or otherwise.
6. To buy, sell, exchange, refine, repair, alter, improve, convert, prepare for market, import, export and otherwise deal with all kinds of plants, machinery apparatus, tools, utensils, receptacles, substances, materials articles, and things necessary or convenient for carrying on any of the business or processes of the Company.
7. To undertake the custody of merchandise, goods and materials and do any secretarial, accountancy, clerical or similar work in connection with the objects of the Company.
8. To take or otherwise acquire out of surplus fund of the company not immediately required and hold shares in any other Company having objects altogether or in part similar to those to this Company or carrying on any business capable of being conducted so as directly or indirectly benefit this Company.
9. To established branches or appoint agencies for or in connection with any of the objects of the Company to carry on any business or branch of a business which this Company is authorized to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company or companies and to enter into any arrangements with such subsidiary

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company or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.

10. To construct, improve, maintain, develop, work, manage, carry out or control any buildings, factories or any roads, ways, warehouse and conveniences of all kinds 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 lend advance money out of surplus fund of the company not immediately required or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and other having dealings with the Company and to guarantee the performance any contract or obligation and the payment of money or by any such persons or companies and generally to give guarantees and indemnities subject however to the fact that no banking business as defined in the Banking Regulation Act, 1949 shall be carried out by the Company.
12. To adopt such means of making known the business of the Company as may be deemed expedient and in particular by advertising in press, circulars, publication in periodicals magazines and books and instituting of prizes rewards and donations in regard to any subject matter of event.
13. To apply for, purchase or otherwise acquire and protect and renew in any part of the world any patents, rights, invention, trademarks, designs, licenses, concessions and the like conferring any exclusive or non-exclusive or limited right to their use of any secret or other information as to any invention 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, rights or information so acquired and to spend money in experimenting upon, testing or improving any such patents, inventions or rights.
14. To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshops for scientific and technical research experiments and to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds and to promote studies and researches, both scientific and invention by providing subsidizing, endowing or assisting laboratories, workshop, libraries, lectures meetings and conferences and by providing for the remuneration of scientific or technical professors or teachers and by providing for the remuneration of scientific or technical professors or teachers and by providing for the award of exhibitions, scholarships,

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prizes and grants to students 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.

15. To construct, improve, maintain, develop, work, manage or control any buildings, factories, works, warehouse, roads, paths, sidings, wells, reservoirs, bridges, electric workshops demonstration centers, stores, houses and other buildings including housing for employees and workmen and others and to provide such facilities and conveniences which may seem directly or indirectly to be for the benefit of the Company and to advance its interest.
16. To enter into any arrangement with any Government authority, supreme, municipal local or any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such Government authority, person or company rights privileges, charters contracts, licenses and concession which the Company may think it desirable to obtain and to carry out, exercise and comply therewith.
17. To improve, manage, develop, sell, exchange, lease, mortgage, grant licenses, easements and other rights over and in any other manner deal with, turn to account or dispose of the whole of the undertaking, property, assets, rights and effects 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.
18. Subject to section 230 to 234 of the Companies Act, to amalgamate, enter into any partnership, partially amalgamate with or acquire any interest in the business of any company, person or firm carrying on or engaging in or about to carry on or engage in any business or transaction included in the objects of the company or enter into any arrangement for sharing profits or losses or for any union of interest, joint venture, reciprocal concession or for co-operation or for mutual assistance, with any of the acts or things aforesaid or property acquired any shares, debenture stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debenture, stock securities so received.
19. To undertake, acquire take up and hold shares, out of surplus fund of the company not immediately required stocks, debentures, debenture, stocks, bonds obligations and securities and securities by original subscriptions or otherwise issued or guaranteed by any company constituted or carrying on business in any foreign country and debentures, debentures stocks, obligations and securities issued or guaranteed by any government, sovereign ruler, commissioner, body or authority supreme, municipal, local or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.

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20. To established 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.
21. Subject to section 182 of the Companies Act, 2013 and in accordance with the high ethical and moral standards to make donations to such persons or institutions and in such cases and either in case or any 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 corporation introducing business to the company and to subscribe, contribute or otherwise assists or guarantee money for charitable, scientific religious or benevolent, national, public or political or other institution object or for any exhibition or for any public general or other objects and to establish and support or aid the establishment and support of associations, institutions, funds, trusts and convenience for the benefit of the employees or employees (including directors) or of persons having dealings with the company or the dependents, relatives or connections of such person and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lump sum and to make payments towards insurance to form and contribute to provident and benefit funds of or for such persons.
22. To subject, subcontract, and under let all or any contracts from time to time and upon such terms and conditions as may be deemed expedient.
23. To offer for tender purchase otherwise acquire any contract, sub-contract, licenses and concessions or in relation to the business which the company is authorized to carry on or which can be conveniently carried on with the business of the company and to undertake, execute, carry out dispose of otherwise turn to account the same.
24. Subject to the provisions of section 73, 179 of the Company Act, to borrow or raise money or receive money, such manner as may be deemed expedient and to secure the repayment of any nominees borrowed, raised or owing or the obligations incurred by the company by mortgage, charge, lien or the obligations incurred by the company by mortgage, charge, line or other instruments upon all or any of the properties, assets or rights of the company (both present and future) including its uncalled capital and profits and to secure and guarantee the performance by the company or by any other person or company of the obligations undertaken by the company or any other person or company, as the case may be but not amounting to banking business.
25. To invest and deal with the monies of the company out of surplus fund of the company not immediately required in such manner as may from time to time be deemed expedient and in particular to invest and monies

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of the company not immediately required for the purposes of its businesses, including lending of the same to such parties and on such terms with or without security as may be thought to be in interest of the company and in particular to customers of and persons having dealings with the company or carrying on any may be useful or beneficial to the company.

26. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concern and undertaking and generally of any assets, property or rights.

27. To buy, sell, import, export, modify, treat, produce, assemble, prepare, process and deal in all kinds of products, merchandises, equipments, apparatus, appliances, tools, implements, substances, materials and other articles and things conn cted with or required or necessary for carrying on all or any of the business the company is authorized to carry on or which are ancillary or Allied thereto.

28. To promote, carry on, maintain and develop trade of all kinds and trade, industrial, commercial and financial relations of every kind and description in all matters connected with the main objects of the company.

29. In furtherance to the objects of the Company, inter alia,

(i) To enter into negotiations, collaborations, technical, financial or otherwise with any person, firm, company, body corporate institution or government for obtaining grant of any license, concession, permission or approval, formulate and other rights and benefits, technical information, knowhow and expert advice for the assemble, production manufacture, export, import or sell of all kinds of appliances, equipment, office equipment, from time to time and other products and goods which the company is authorized to produce ordeal in.

(ii) To pay to any person, firm or body corporate such remuneration and fees and otherwise recompense them for their time and their services rendered by them and their contractors, employees, designers and associates as the promoters of the company.

30. To arrange for the marketing and sale of the products and by-products of the company and all raw materials, ancillaries, consumable goods and articles as are normally necessary for carrying on the business of the company and for that purpose

either to establish its own shops, agencies or marketing organizations or to appoint selling agents and distributors in any place in or outs.de India on such terms and conditions and or such remuneration to such agents or distributors in such other manner as may be deemed expedient.

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31. To create any depreciation, fund, reserve, reserve fund, sinking fund or any other special fund whether for redemption of debentures or debentures stocks, for special dividends for repairing, improving extending and maintenance of any property right or assets of the company or for any other purpose.
32. To distribute any of the assets or property of the company among the members in species or otherwise subject of the provisions of the Companies Act.
33. To refer 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 connected any whether between the company and the member of members of his or their representatives or between the company and or any third party for arbitration in India or at any place outside India and to observe and perform and do all acts, deeds, matters and things to carry out or enforce the awards.
34. To pay out of the funds of the company all expenses which the company may lawfully pay with respect to the formation and registration of the company.
35. To undertake and execute any trusts the undertaking of which may seem to the company desirable and either gratuitously or otherwise, for the purpose of the business of the company.
36. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bill of lading, warrants, debentures and other negotiable or transferable instruments or securities.
37. To pay for any rights or property acquired by the company and to remunerate any person or company for services rendered or to be rendered in or about the formation or promotion of the company or the acquisition of property by 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.
38. To carry out in any part of the world the forgoing objects as principals, agents, factors, trustee, contractor or otherwise either alone or in conjunction with any other firm, association, corporate body, municipality, province, State or Government or colony or dependency thereof.
39. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the union of India and an any or all 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 herein as may be convenient.

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40. To procure the company to be registered or recognized in any part of the World or to obtain recognition of the company to carry on business therein.
 41. To do the above things either as principals, agents, trustees, contractors or otherwise and by or through agents, sub-contractors, trustees or otherwise and either alone or in conjunction with others.
 42. To mortgage or take on mortgage, lease, take on exchange or otherwise deal in land buildings, hereditaments of any tenure or freehold or residential or business purposes in connection with the business of the company.
 43. To procure or develop any supply, patents, inventions, models, designs scientific or industrial formulate or process.
 44. To act as technical advisors, consultants, market surveyors, administrators, receivers, agents and providers for technical know how management, financial and technical knowhow management, financial and technical consultants and other services to any firm, company, body corporate, person, institution, Government, Public or local authority or trust and to do research in the development of new projects, processors, goods, materials, articles, items and for that purpose to set up scientific research centers in India and abroad and to undertake, aid, promote and co-ordinate project studies, arrange collaborations, prepare schemes, project report, market research and other studies, communicate and arrange and enter into technical, financial legal and management agreements and arrangements, provide management, personnel, supervisors and set up production lines, techniques, assist in finding markets for goods of every description whether of India or foreign origin, assists in securing investments of India or foreign capital in India and India and Indian enterprises in particular and to act, undertake and execute all type of projects, turnkey and other works in India and abroad and to give new entrepreneurs of industries and to those already established in industries, suggestions, advice or provide new techniques or improvement in the techniques and methods or production, utilization of plant and machinery casting methods, procedures and inventory control and managements.
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.
15. The Share capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen crore) divided into 1,50,00,000 Equity Share of Rs. 10/- (Rupees ten) each.

¹ The Authorised Share Capital is reclassified to 1,50,00,000 Equity Share of Rs 10/- only each vide special resolution passed by the members in the Extra Ordinary General Meeting held on 05th February, 2024.

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Subscriber Details						
S.No.	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	ARUN KUMAR S/O GHANSHYAM R/O C/O GHANSHYAM GANGDHARAPUR , GANGDHARAPUR , GANGDHARAPUR KANNAUJ,UTTAR PRADESH-209726 OCCUPATION:BUSINESS	09055964	5,000	Equity	ARUN KUMAR Digitally signed by ARUN KUMAR Date: 2021.02.08 12:58:52 +05'30'	08/02/21
				Preference		
2	RISHIT BALAKRUSHNA SHAH S/O BALAKRUSHNA M SHAH R/O 316 GHANCHI NA MADH SAMENA CHHAPRA ASARVA AHMEDABAD CITY CIVIL HOSPITAL AH MADABAD CITY AHMEDABAD GUJRAT-380016 OCCUPATION:BUSINESS	08425538	5,000	Equity	RISHIT BALAKRUSHNA SHAH Digitally signed by RISHIT BALAKRUSHNA SHAH Date: 2021.02.08 12:57:25 +05'30'	08/02/21
				Preference		
Total Shares taken			10,000.0	Equity		
				Preference		

Signed before Me						
Name	Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated		
ACA	RAVI SOMANI	A 409/A, CITY CENTER,NR.IDGAH MOSQUE,DARIYAPU ,AHMADABAD, GUJRAT-380016 OCCUPATION:PRACTISING CHARTERED ACCOUNTANT	168866	RAVI V SOMANI Digitally signed by RAVI V SOMANI Date: 2021.02.08 12:58:08 +05'30'	08/02/21	

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