

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
Memorandum of Association
OF
HINDUSTAN FOODS LIMITED

- I. The name of the Company is "HINDUSTAN FOODS LIMITED."
- ¹II. The Registered Office of the Company shall be situated in the STATE OF MAHARASHTRA.
- III. The objects for which the Company is established are:-
- (A) Main objects of the Company to be pursued on its incorporation.
1. To carry on business as manufacturers and packers of and dealers in foodstuffs of all description for human and animal use, including extruded foods and cereals, textured soya protein foods, frozen processed foods, all of which shall be formulated to contain fruit or vegetable products including other nutrients, including those suitable or deemed to be suitable for infants, growing children, adults, invalids and convalescents and/ or for the general public.
 2. To manufacture, buy, sell, prepare for market and deal in farinaceous foods of all kinds and in particular biscuits, breads, cakes and, confectionery and foods of every description suitable for infants and invalids.
 3. To carry on business as bakers and confectioners and to manufacture, buy, sell, refine, prepare, grow, import, export and deal in provisions of all kinds both wholesale and retail and whether solid or liquid.
 4. To carry on business as manufacturers of, and importers and exporters of agricultural, farm, garden and dairy produce, provisions, stores and merchandise of all kinds including processed foods, natural and synthetic milk, casein and its allied products, and all products and substances of any description derived by processing, manipulation or treatment of agricultural, farm, garden and dairy produce in any manner whatsoever.
 5. To carry on the business as manufacturers, producers, processors, makers, inventors, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds and varieties of products used for or as personal care, fabric care, air care, hair care, household insecticides, surface cleaning, toilet preparations, food and beverages, cosmetic and beauty products, dairy products, mineral water and Ayurveda / herbal based products of whatsoever nature in solid, liquid, gaseous, semi-solid, wax, paper, viscous emulsification or aerosol for or a combination of any such.

¹ Altered vide special resolution dated 24th July 2018 and confirmed by an order of Regional Director dated 24th September 2018

6. To carry on the business as manufacturers, producers, processors, makers, convertors, importers, exporters, traders, buyers, sellers, retailers wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, Consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds of proprietary product, hair, skin, nail and other beauty preparations, deodorants, aerosol, pump spray products, baby products, petroleum and other mineral oil products, chemicals, acids, and alkalis, all kinds of perfumery and other compounds, preparations, materials and products, bath products, care products, cotton swab, family planning appliances, hair dye pigments, varnishes, essential oils, detergents, insecticides, oils, beauty specialties, preparations, antiseptic or not, ingredients or accessories thereof and other materials or things capable of being used in connection with such manner, factor or business.

7. To manufacture, sell and distribute all types of mosquito coils, repellants, liquid vaporizers, active card etc. and other related and allied products.

8. To carry on the business as manufacturers, producers, processors, makers, inventors, converters, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockiest, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds and varieties of products used for or as related to foot care, foot wear and other allied products.

²(B) Objects incidental or ancillary to the attainment of main objects.

1. To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for Market and otherwise deal in all kinds of plant, machinery, apparatus, testing equipment, instruments for measuring and recording data, tools; utensils, receptacles, substances, materials, articles, and things as are conducive to the attainment of the foregoing main objects.

2. To buy, sell, manufacture, pack, refine, manipulate, import, export, and deal in substances, apparatus and things capable of being used in attainment of the foregoing main objects.

3. To carry on business as manufacturers, processors, dealers, importers and exporters of all kinds of packing materials and media required for carrying out of the business .of the Company.

4. To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.

5. In conformity with the object specified herein to carry on any other; business as are conducive to the attainment¹ of the foregoing main objects.

6. To act as stockists, commission agents, manufacturers representatives or agents, selling and purchasing agents, 'distributors,' brokers, trustees , attorneys, and generally to undertake and 'carry' out.; agency work of -any kind whatsoever for any other company, firm, corporation or person.

² Proposed to be altered vide Special Resolution through postal ballot on 6th April, 2019.

7. To manufacture, buy, sell, export, trade in and deal in and with, whether as wholesalers or retailers, principals or agents or otherwise, plant machinery, containers, syphons, filters, bottles, baskets, cardboard boxes, appliances and receptacles of all kinds in connection with or for any of the business of the Company.
8. To manufacture, buy, sell, import, export, trade in and deal in and with, whether as wholesalers or retailers, principals or agents or otherwise, chemicals, essences, malt, glucose, sugar and other articles and things required for or in connection with any of the businesses of the company.
9. To prepare, manufacture, process, bottle, buy, sell, import, export, trade in and deal in and with, whether as wholesalers, retailers, principals or agents or otherwise, chocolate, candies, chutneys, pickles, sauces, jams, jellies, peppermints, squashes, syrups, juices and any preparation whatsoever from milk, fruits and vegetables for or in connection with any of the businesses of the company..
10. To prepare, manufacture, buy, sell, import, ex-port, trade in and deal in and with whether as wholesalers or retailers, principals or agents or otherwise, aerated or mineral waters, cordials, liquors, wines, beer, broth, tea, coffee, cocoa and other beverages and instant feeds of any kind for or in connection with any of the businesses of the company..
11. To carry on business of manufacture of meals, oils, flour and protein concentrates from soyabean, cotton-seed, castor, linseed; sunflower, rice-bran, , groundnut and other types of edible arid 'non-edible seeds by any type of processing viz. ordinary crushing, solvent extraction, chemical or any other process and techniques and to etilise, sell the oils and cakes to be produced or acquired for edible purposes or in any industry in the manufacture of nutrition foods, soaps, cattle feed manure, fatty acids, perfumes, chemical and all other products in which such oils, cakes, etc. are utilized for or in connection with any of the businesses of the company..
12. To carry on in India or elsewhere the business of Consultants and Advisers to and for the benefit of any individual, firm, trust, association, society, company, corporation, 'body corporate, organisation or institution and to render consultancy, advisory and other services in which the Company is authorised to carry on business.
13. To engage in and conduct the business of research in the field of foods and drinks of every description and to carry on investigations and experiments of all kinds, to originate, develop and improve any discoveries, inventions, processes and formulate with a view to putting the same to commercial and/or industrial use and particularly to manufacture, operate, sell or' otherwise transfer, lease, licence the use of, distribute or otherwise dispose of and generally to deal in ,proprietary interests of every kind and description as a result thereof.
14. To undertake the custody and warehousing of merchandise goods and materials and to provide cold storage and other special storage facilities
15. To build, construct, maintain and provide lodging and boarding, restaurants, eating houses, bars and other facilities to the public including tourists and visitors.

16. To search for, get, win, work, raise, make merchantable, buy, sell or otherwise deal in metals, minerals, oils, gases and fuels whether found in a natural state or obtained by processing from other substances and to carry on business relating to the winning, production, working, manufacture and preparation of any materials used in the manufacture of any of the above mentioned items or which may usefully or conveniently be combined with the manufacturing or engineering business of the Company or any contracts undertaken by the Company and either for only such purposes or as an independent business.
17. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on or proposing to carry on any business which the Company is authorised to 'carry 'on or possessed of property suitable for the purposes 'of 'this Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.
18. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company or carrying on any business capable of being, conducted so as directly or indirectly to benefit' this Company.
19. To establish 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 authorised to carry on try means,. or through the agency of, any , subsidiary company or companies, and to enter into any arrangement with such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seek 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 of business.
20. To purchase, take on lease or in exchange, hire or 'otherwise acquire any immovable or movable property, and any rights 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 and stock-in-trade, and either to retain any property so acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.
21. To construct, improve, maintain, develop, work, manage, carry out or control any buildings, factories or works, or any roads, ways, warehouses, and conveniences of all kinds which may seem calculated, directly or indirectly, to advance the Company's interests and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, development, working management, carrying out or control thereof.
22. Subject to the provisions of the Companies Act, 2013, to lend and advance money or to give credit to such persons or companies and on. such terms as may seem expedient and in particular to ,customers and others having dealings with the Company, and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons or companies and generally to' give guarantee' and indemnities.
23. To apply for, purchase or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions and the like conferring any exclusive or non-exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of

being used for any of the purposes of the Company, or the acquisition of which may seem 'calculated, directly or indirectly, to benefit the Company, and to user exercise, develop or grant licences in respect of or otherwise turn to account the property, rights, or information so acquired and to expend money in experimenting upon, testing or improving any' such patents, inventions or rights.

24. To establish, provide, maintain and conduct, or `otherwise subsidise 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 tests of all kinds and to promote studies and research, both scientific and technical, investigations and invention by providing subsidising, endowing or assisting laboratories workshops, libraries, lectures, meetings and conferences and by providing for the remunerations of scientific or technical professors or teachers and by providing for the award of 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 authorised to carry on.
25. To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
26. To enter into any arrangement with any Government, or authority supreme, municipal, local or otherwise, 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 or authority person or company rights, any privileges, charters, contracts, licences and concessions which the Company may think it desirable, to obtain, and to carry out, exercise, and comply therewith.
27. To apply for, promote, obtain any act, charter, privilege, concession, licence, authorisation of any Government, State or Municipality, provisional order or licence of any authority for enabling the Company to carry any of its objects into effect, or for extending any of the powers of the Company, or for effecting any modification of the Company's constitution, 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 Company's interests
28. To improve, manage, develop, sell, exchange, lease, mortgage, grant licences, easements and other rights over and in any other manner deal with, turn to account or dispose 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.
29. To amalgamate enter into any partnership or partially amalgamate with or acquire an interest in the business of any other 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 adventure, reciprocal concession or for co-operation, or for mutual assistance, with any such person, firm or company, or to acquire and carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the Company or

connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property, and to give or accept by way of consideration for any of the acts or things aforesaid, or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.

30. 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.
31. Subject to provisions of Section 180, 181, 182 and 183 of the Companies Act, 2013, to make donations to such persons or institutions and in such cases and 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 in particular to remunerate any person or corporation introducing business to the Company and to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or political or other institutions, objects 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 ex-employees (including Directors) or of persons having dealings with the Company or the dependents, relatives or connection 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 lumpsum and to make payments towards insurance, and to form and contribute to provident and benefit funds of or for such persons.
32. 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 concerned, and whether between the Company and the member or members or his or their representatives, or between the Company and third party, to 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.
33. To payout of the funds of the Company all expenses which the Company may, lawfully pay with respect to the formation and registration of the' Company or the issue of its Capital including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
34. To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
35. Subject to provisions of Section 73 of the Companies Act, 2013 and rules framed there under and directions of Reserve Bank, of India from time to time, 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, raised or owing by mortgage,

charge or lien upon all or any of the property or assets of the Company (both present and, future), including its uncalled capital, and also by a similar mortgage, charge on lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any other person or company, as the case may be.

36. To undertake and execute any trusts the undertaking of which 'may seem to the Company desirable and either gratuitously or otherwise.
37. To draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading warrants, debentures and other negotiable or transferable instruments or securities.
38. 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 placing or assisting to place or guaranteeing the placing of shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion 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
39. To distribute among the members in specie any property, of the 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.
40. To, insure the whole or any part of the property of the Company either fully or partially, to protect and indemnify the Company from liability or loss, in respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.
41. To carry out in any part of the world all or any part of the foregoing objects as principals, agents, factory, trustee, contractor, 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 thereof.
42. 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 in any or all states, territories, possession, 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 therein as may be convenient.
43. To do all or any of the above things either as principals, agents, trustees, contractors or otherwise, and by or through agents, sub-contractors, trustees or otherwise, and either along or in conjunction with others and
44. To do all such other things as may be incidental or conducive to the attainment of the above objects.

- ³IV. The liability of the members is limited to the amount unpaid, if any, on the shares held by them.
- ⁴V. The Authorised Share Capital of the Company is Rs. 24,00,00,000/- (Rupees Twenty four Crores Only) divided into 2,20,00,000 (Two Crore and twenty lakhs) Equity Shares of Rs. 10/- each and 2,00,000 (Two Lakh) 9% Redeemable Preference shares of Rs. 100/- each.

³ Proposed to be Altered pursuant to special resolution through postal ballot on 6th April 2019.

⁴ Proposed to be Altered pursuant to special resolution through postal ballot on 6th April 2019

The several persons whose names and addresses are subscribed, are desirous of being formed into a 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:

Signature, Name, address, description and occupation of Subscribers	Number of equity shares taken by each Subscriber	Signature, Name address, description and occupation of witnesses to the Signature of Subscribers
<p>Sd/- Marmagoa Shipping & Stevedoring Co. Pvt. Ltd., 4, Dayanand Bandodkar Marg, Panaji-Goa. Through its Director Shri Purushantam Shantaram S. Kundaikar.</p>	One	<p>Sd/- Chitaranjan Nilakanth Kenkre S/o Nilakant Ramchandra Kenkre Shivkripa, Bondir, St.Cruz-Goa. (Service)</p>
<p>Sd/- Prakash Gopal Virgincar 1st Floor, Silimkhan Bldg., Altinho, Panaji-Goa(Business) s/o Gopal N. Virgincar.</p>	One	
<p>Sd/- Keshav Givagi Kundaikar S/o Givagi S. Kundaikar A-F-2, Mandovi Apartments Dr.Dada Vaidya Road, Panaji, Goa (Landlord)</p>	One	
<p>Sd/- Purshottam Pandurang Kenkre S/o Pandurang K. Kenkre Bondir, St.Cruz, Goa (Business)</p>	One	
<p>Sd/- Shivaji Jagannath Kenkre S/o Jagannath B. S. Kenkre Bharadwaj Bldg., Dada Vaidya Road, Panaji-Goa (Business)</p>	One	

Signature, Name, address, description and occupation of Subscribers	Number of equity shares taken by each Subscriber	Signature, Name address, description and occupation of witnesses to the signature of Subscribers
<p>Sd/- Pursuhottam Shantaram S. Kundaikar S/o Shantaram S. S. Kundaikar 4/5 Kundaikar Nagar, Panaji Goa (Business)</p> <p>Sd/- Aravind Rajaram Kundaikar S/o Rajaram G. Kundaikar D/6, Kundaikar Nagar, Panaji-Goa (Service)</p>	<p>One</p> <p>One</p>	
<p>Total number of shares taken</p>	<p>Seven Equity Shares</p>	

Panaji-Goa, Dated the 26th day of December 1984.