

THE COMPANIES ACT 2013
(A COMPANY LIMITED BY SHARES)
(Company incorporated under the Companies Act, 1956)

MEMORANDUM
OF
ASSOCIATION
OF
MANORAMA INDUSTRIES LIMITED

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)

(Company Incorporated under the Companies Act, 1956)

MEMORANDUM OF ASSOCIATION

OF

MANORAMA INDUSTRIES LIMITED

- I. The name of the company is MANORAMA INDUSTRIES LIMITED**
- II. The Registered office of the company will be situated in the state of **MAHARASHTRA**.
- III. The Objects for which the company is established as:

(A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE: -

- 1. To carry on all or any of the business of manufacturers, processors, traders, dealers, commission agents, importers and exporters of oil, oil-cakes and meal from all kinds of oil-cakes, oil seed and/or oil bearing materials by solvent extraction or other chemical processes, all kinds of vegetables/fruits oils and oil-cakes and meals by mechanical processes, all kinds of vitamins and foods for human being, animals and poultry, dehydration of fruits and/or vegetable, and for molasses, and/or various materials of vegetable or mineral origin, refining of vegetable oils, manufacturing of fatty acids,
- 2. To carry on the business of extracting oil and/or other products either by crushing or by mechanical, electrical, chemical or any other processes from all kinds and or types of commodities, viz, til seeds, cotton seeds, soyabean seeds, sunflower seeds, sal seeds, linseeds, castor seeds, groundnut seeds, rapeseeds, shea Seeds, palm kernel, kokum, dhupa, illeppe, vegetable seeds, copra, mango, rice bran, mahua seeds, neem, rapseed, cotton seed or any other nut or seed or other oil bearing substances whatsoever.

****The Members of the company have passed special resolution in the Extra Ordinary General Meeting held on 06th February, 2018 for conversion of the company from Private company into Public company.**

3.To carry on business as manufactures, producers, processors, makers. converters, refiners, bottlers, importers, exporters. traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, consignors, jobbers, brokers, concessionaires otherwise deal in all kinds of edible oils, non-edible oils, crude oil, refined oil, margarine hydrogenated oil, oil cakes, de oiled cakes, proteins and protein foods, coco butter, coco butter equivalents, stearine of various oil, spline of various oil, palm mid fraction, nutrition foods, edible flours, textured foods, protein enriched foods and feeding and fattening preparations of every description and oleaginous and saponaceous substances and unguents and ingredients.

4.To carry on the business of manufacture and processing of nutrition foods, cattle feeds, acids, fatty acids, soaps perfumes, chemicals, glycerine and other products in which such oils seeds, oils cakes are utilised and of making, preparing and processing of formulations and by-products of oils proteins from the products aforesaid.

(B) Matters which are necessary for furtherance of the objects specified in clause III (a) are :—

1. To build, construct, erect, improve, maintain, alter, enlarge, purchase, hire or otherwise acquire or provide any buildings, offices, factories, workshops, plants, or machinery or other things necessary or useful for the purpose or caring out the above object of the company, to purchase or otherwise acquire land and here determents, or any tenure for the object aforesaid, and to sell or otherwise dispose of any property of the company.

2. To purchase acquire and undertake all or any of the business property and liabilities of any person/company carrying on or proposing to carry on any business which this company is authorised to carry on or processed of property suitable for the purposes of the Company or which can be carried on in conjunction there with or which is capable of being conducted so as directly or indirectly to benefit the Company.

3. To acquire from any person, firm or body corporate or unincorporated, whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating date, plans, layout, warehouses, cold storage and blueprints useful for designs, erection and operation of plant required for any of the business of the Company and to acquire any grant or license and other rights and benefits in the forgoing matters and things.

3.To carry on business as manufactures, producers, processors, makers. converters, refiners, bottlers, importers, exporters. traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, consignors, jobbers, brokers, concessionaires otherwise deal in all kinds of edible oils, non-edible oils, crude oil, refined oil, margarine hydrogenated oil, oil cakes, de oiled cakes, proteins and protein foods, coco butter, coco butter equivalents, stearine of various oil, spline of various oil, palm mid fraction, nutrition foods, edible flours, textured foods, protein enriched foods and feeding and fattening preparations of every description and oleaginous and saponaceous substances and unguents and ingredients.

4.To carry on the business of manufacture and processing of nutrition foods, cattle feeds, acids, fatty acids, soaps perfumes, chemicals, glycerine and other products in which such oils seeds, oils cakes are utilised and of making, preparing and processing of formulations and by-products of oils proteins from the products aforesaid.

(B) Matters which are necessary for furtherance of the objects specified in clause III (a) are :—

1. To build, construct, erect, improve, maintain, alter, enlarge, purchase, hire or otherwise acquire or provide any buildings, offices, factories, workshops, plants, or machinery or other things necessary or useful for the purpose or caring out the above object of the company, to purchase or otherwise acquire land and here determents, or any tenure for the object aforesaid, and to sell or otherwise dispose of any property of the company.

2. To purchase acquire and undertake all or any of the business property and liabilities of any person/company carrying on or proposing to carry on any business which this Company is authorised to carry on or processed of property suitable for the purposes of the Company or which can be carried on in conjunction there with or which is capable of being conducted so as directly or indirectly to benefit the Company.

3. To acquire from any person, firm or body corporate or unincorporated, whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating date, plans, layout, warehouses, cold storage and blueprints useful for designs, erection and operation of plant required for any of the business of the Company and to acquire any grant or license and other rights and benefits in the forgoing matters and things.

4. To pay for any property, rights or privileges, acquired by the Company or for the services rendered or to be rendered in connection with the promotion of or the business of the Company or for acquisition of any property for the Company or otherwise, either wholly or partly in cash or in shares, bonds, debentures or other securities of the Company and to Issue any shares either or fully paid up or which such amount credited as paid up thereon as may be agreed upon to charged any such bonds debentures of other securities upon all or any part of the property or the Company while so doing the Company shall comply with all requirements of Law for the time being In force.

5. To amalgamate or to enter into partnership or into any arrangement for sharing profits, union of Interest, co-operation, joint venture, license, or reciprocal concession or for limiting competition with any person or persons or company or companies carrying on or engaged In or about to carry on or engage In or being authorised to carry on or engage in any business or transaction which the Company is authorised to carry on or engage in 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.

6. To give guarantee counter, guarantees, indemnities and/or counter indemnities for any person for any loans or performances of any contract of other obligation but shall not do any banking business but shall not do any, balance business.

7. To establish and maintain any agencies or branches In any part of the world for the sale of any materials, articles or things for the time being at the disposal or the Company or for sale or purchase of goods and materials required by the Company or its constituents or other purposes whatsoever and to appoint managers, brokers, contractors and other persons for the purposes of the Company and to discontinue and discharge them.

8. To acquire by purchase, concession, grant, license or otherwise such lands, buildings, minerals, waterworks, plant, machinery, stock-in-trade, stores, rights, privileges, easements and other property as may from time to time be deemed necessary for carrying on the business of the Company and to build or erect upon any land of the Company howsoever acquired, such manufactories workshop warehouse, offices, residences and other buildings and to erect such machinery and construct such roadways, tramways, railway branches or sliding, bridges, reservoirs, water courses hydraulic works.

9. To improve, manage, cultivate, develop, exchange, let on mortgage, sell, dispose or turn to account, grants, rights and privileges in respect of or otherwise deal in all or any part of the properties and rights of the Company on such terms as the Company shall determine and to supply power, light and heat and to lay out land for building purposes. and to sell the same, and to build on Improve, let on building advance money to persons, building or otherwise to develop the same.

10. To sell or subject to any right, concession or license obtained or contracts entered into any generally to sell to the whole or any part of the property and business of the Company for cash or for shares whether fully paid up or not, debentures or securities, of another Company or partly in cash or partly in such shares, debentures, or securities as or distributed in specie amongst the members or otherwise.

11. To establish branches, Depot Sow-Rooms, Service Centers, Research Bureaus with a view to facilitate the work of the Company and to expand its business.

12. To subscribed for acquire, hold, sell and otherwise deal in shares, stock, debenture, debenture stock. bond, mortgages, obligations, commodities, derivatives, forex and securities of any kind issued or guaranteed by any company (body corporate or undertaking) of whatever nature and whosoever constitute or carrying on business In shares. stock, debentures, debenture stock, bonds, mortgage, obligations. commodities, derivatives, forex and other securities issued or guaranteed by any Government, sovereign, ruler, commissioners, trust, municipal, local or other authority or body of whatever nature whether in India or elsewhere.

13. In connection with the main business and subject to the provisions of the Companies Act, 2013 to lend money to such persons and on such terms and conditions as may seem expedient with or without security and in particular to customers and others having dealings with the company and to give any guarantee or Indemnity as may seem expedient. But the company will not do banking business as defined under the Banking Regulation Act, 1949.

14. To enter into any arrangement with any Government Authority Central provincial, Local or other public or Quasi Public Bodies that may seem conducive to the Companies object or any rights, privileges and concessions which the company may think fit, desirable to obtain and to carryout exercise and comply with any such arrangements, rights privileges and concession.

15. Subject to the provisions of the Companies Act, 2013 and its rules made there under and directives of RBI to borrow or raise, accept deposits or secure the payment of money in such lawful manner as the Company shall think fit and in particular by the Issue of debenture stock, perpetual or otherwise, mortgage, or any other securities charged or based upon the undertaking of the Company or any parts of its property both present and future including the uncalled capital and the rights of the Company or without any such security and upon such terms as to property or otherwise-and generally to borrow money in such lawful manner as the Company shall think fit provided that the Company shall not carry on the business as defined by Banking regulation Act, 1949.

16. To draw cheques, make, accept, endorse, discount, execute and Issue promissory notes, bills of exchange, bills of lading, charter parties, warrants, debentures and other negotiable and transferable instruments but shall not carry on the banking business as defined under the banking Regulations Act. 1949.

17. To give guarantee counter. guarantees, indemnities and/or counter indemnities for any person for any loans or performances of any contract of other obligation but shall not do any banking business but shall not do any, balance business.

18. To pay all the costs charges and expenses incidental to the promotion formation, registration, and establishment or the Company.

19. To get the company registered or established or authorised to do business as company with limited liability in any foreign country or place.

20. To use trademarks, trade names, or boards for the products and goods of the Company and adopt such names of making know the business and or products of the Company, as may seem expedient and in particular by advertising in newspapers, magazines, periodicals by circulars by purchase and exhibition of worker of art and interest by opening Stalls and Exhibition by publication of books and periodicals by distribution of sample and by granting prizes, reward and donations but the Company shall not make any donation for political purposes.

21. To sell the undertaking of the Company, or part thereof for such consideration as the Company may think fit and in particular for shares, debentures, bonds or securities. commodities to any other Company having objects altogether or in part similar to those of the Company, to promote any other company or companies for the purpose of its or their acquiring all or any of the property, rights or inabilities of these company or for any other purpose which may seem directly calculated to benefit the Company.

22. To distribute any of the property of the company is specie or kind among members on the event of its winding up.

23. To enter into arrangements with the Employees, Engineers, Technicians. Workman, Office Staff, Salesmen and other persons having special knowledge or matters relating to the business of the Company for full or part time employment as may be necessary or expedient for conducting the business of the Company.

24. To undertake and execute any trust, the undertaking of which seems to the company desirable. either gratuitously or otherwise.

25. To give any Officer, servants or employees of the Company any share or interest in the profit of the Company's business or any branch thereof, whether carried on by means of through the agency or any subsidiary Company or not and for that purpose to enter in to any arrangement which the Company may think fit

26. To remunerate any persons, or body corporate rendering service, to the Company either by cash payment or by allotment to him or them any shares or securities of the Company credited as paid up in full or in part otherwise or by shares in the profits of the Company.

27. To subscribe or guarantee money for any charitable, benevolent. public, general or useful object and to make donations, subject to the provisions of the Companies Act. 2013.

28. To forms, constitute and promote or join in promoting and forming companies, societies, syndicates, Association and undertaking of all kinds for the moral and intellectual, physical and mental and Social advancement or workers generally and to establish and support or aid in the establishment of associations, institutions, trusts and conveniences calculated to benefit the employees. Or ex-employees of the company or the dependents or connection or such persons and the to grant pension and allowances and to make payment towards insurance and to subscribe or guarantee money for Charitable or benevolent objects to pay for any exhibitions or for any public or general or useful objects.

29. To grant pension, allowance, compensations, annuities, gratuities and bonus and to provide amenities to employees or ex-employees of the Company or its predecessors in business or the dependents of such person and to support of to subscribe to any charitable educational institutions.

30. To establish and maintain schools and workshop for the training of the employees, students and apprentices and to send them elsewhere for training on behalf of and at the expenses of the Companies or otherwise.

31. To promote, carry on and conduct research at any educational or other institutions for attainment of above objects.

32. To establish and support or aid in the establishment of library or libraries for the benefit of the company, to its workers and people in general.

33. To indemnify officers; directors, promoters and servants of the company against proceedings, cost damages, claims and demand in respect of anything done or ordered to be done for and in the Interest of the company or for any loss or damage misfortune whatever which shall happen in execution of the duties or their office or in relations thereof.

34. To create any reserve funds, sinking funds, insurance funds or any other special funds, whether for depreciations for repairing, improving extending or maintaining any of the property of the Company, for repaying liabilities or for any other purpose, conducive to the interest of the Company for any purpose whatsoever.

1. iv. The liability of the Members is limited and this liability is limited to the amount unpaid, if any on shares held by them.

2: The Authorised Share Capital of the Company is Rs.30,00,00,000/- (Rupees Thirty Crores Only) divided into 15,00,00,000 (Fifteen Crore) Equity Shares of face value of Rs. 2/- (Rupees Two Only) each.

*The Members of the company have passed Special Resolution in the Annual General Meeting held on 30th September, 2019 for Increasing the authorised share capital from existing Rs. 14 Crores to Rs.30 Crores.

*The Members of the company have passed Ordinary Resolution through Postal Ballot Held on 14th February, 2024 for sub-division of existing 1 (one) Equity Share of Face Value of Rs.10/- (Rupees Ten Only) Each Fully Paid up into 5 (Five) Equity Shares of Face Value of Rs. 2/- (Rupees Two Only) Each fully paid up.

We the several persons, whose names, addresses and description are subscribed hereunder are desirous of being formed into a Company in pursuance of this Memorandum. of Association and we respectively agree to take number of shares In the capital of the Company set opposite our respective names:

Sr. No.	Names, addresses, Descriptions and No. Occupation of subscribers	No. of Equity Shares taken by each Subscriber	Signature of Subscriber s	Signature, Name, Address, Description & Occupation of Witnesses
1.	Vinita Kedarnath Saraf C-9, Anupam Nagar, behind Ganesh Mandir near T.V Tower, Raipur- 7 (C.G.) BUSINESS	5000 (Five Thousan d Shares)	Sd/-	Witness to the signature of Subscriber No. 1 to 4
2.	Ritu Shivkumar Saraf C-9, Anupam Nagar, behind Ganesh Mandir near T.V Tower, Raipur• 7 (C.G.) BUSINESS	5000 (Five Thousan d Shares)	Sd/-	Sd/- Rohtash Kumar Agrawal S/o. Shri G. P. Agrawal Rohtash Agrawal & Co. Company Secretaries D-4, IInd Floor, Ekatma Parisar, G.E. Road, Raipur (C.G.) 492001 Company Secretary
	TOTAL NUMBER OF EQUITY SHARES	10,000	(Ten Thousand Shares)	

Date: 04/08/2005
Place : RAIPUR