

**UNDER THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**(INCORPORATED UNDER THE COMPANIES ACT, 1956)**

**MEMORANDUM OF ASSOCIATION**

**OF**

**MAHAAN FOODS LIMITED**

- I. The name of the Company is “**MAHAAN FOODS LIMITED**”.
- II. The Registered Office of the Company will be situated in the State of Himachal Pradesh.
- III(A). **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
  1. To carry on the business of manufacturers, producers and processors of and dealers in milk, cream, butter ghee, cheese condensed milk, malted milk, milk powder, skimmed milk powder, whole milk powder, ice-milk, ice-cream, milk foods, baby foods, infant foods, invalid foods and milk products and milk preparations of all kinds.
  2. To manufacture, produce, process, prepare, buy, sell and deal in soya milk, soya milk products and preparations, soya bean based foods including spray dried milk powder, cheese, curd ice-cream, baby foods, protein foods and other preparations, soya cereals and lentils including soya snack foods, soya sweets, soya cookies and soya weaning foods flavoured with fruits and vegetables and soya beverages and other products and preparations of every kind, nature and description.
  3. To manufacture, produce, process, prepare, buy, sell and deal in all kinds of aerated, artificial and mineral waters, soft drinks, carbonated drinks, fruit and vegetable powders and preparations of all kinds, fruit juices, breakfast foods, protein foods, dietic products, strained baby foods, instant foods and food stuffs and provisions of all kinds.
  4. To carry on the business of farming, agriculture and horticulture in all their respective forms and branches and to grow, produce, manufacture, process, prepare, refine, extract, manipulate, hydrolize, grind, bleach hydrogenate, buy, sell or otherwise deal in all kind of agricultural, horticultural dairy and farm produce and products including food grains, cereals, seeds, oilseeds, plants, flowers, vegetable fruits, vegetable and edible oils, meat, fish, eggs and foods and food products and preparations of any nature or description whatsoever.
  5. To carry on the business of preservation, dehydration, freeze-drying, freeze, drying, drying canning, tinning, bottling and packing of all or any of the produces and products mentioned above and food stuffs, provisions and consumable materials of all kinds.
- (B) **MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A) ARE:—**

1. To employ any person, firm or company for the purpose of carrying out all or any of the contracts from time to time entered by the Company upon such terms and conditions as may be thought expedient.
2. To enter in to collaboration with any foreign firms for the purpose of carrying on any business which this company is authorised to carry on.
3. To purchase or otherwise acquire and undertake all or any part of the business, property and transactions and liabilities of any person, firm or corporation carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purpose of this Company.
4. To pay all or any costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company and the issue of its capital and any modification of its Memorandum or Articles of Association and of all applications to courts on behalf of the Company and all legal charges incurred or to be incurred by the Company.
5. To adopt such means of making known the business of the Company as may seem expedient, and in particular by purchase and exhibition of works of art or interest, by publication of books and periodical, and by granting prizes, rewards and donations.
6. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licences, easements, options and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the Company or any part thereof on such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid up or securities of any other Company, having objects similar to those of the Company.
7. To act as and carry on the business of agents, sub-agents, commission agents, factors, brokers, auctioneers, representatives, distributors, attorneys, manufacturers, traders and producers dealing in, manufacturing, producing or otherwise concerned with the purchase, supply and disposal of any of the goods, articles, commodities, merchandise or thing which the Company is by virtue of these presents authorised to export, import, manufacture, supply, sell, exchange, transfer, deal in and handle, in any way.
8. To purchase, take on lease or in exchange or on hire or otherwise acquire any moveable or immovable property and any rights or privileges which the Company may think necessary or expedient for the purpose of its business, and in particular any lands, buildings, works, plants, machineries, stock in trade, and/or easements on such terms as may be deemed proper and to sell, improve, develop, let out, exchange, lease out, mortgage, dispose off, turn to account or otherwise deal with all or any part of the property and rights of the Company for such considerations as may be thought fit.
9. To apply for purchase or otherwise acquire, sell, exchange or transfer any patents, trademarks, rights, monopolies, licences, authorities, concessions, privileges, and like conferring any exclusive or non-exclusive or limited right to use any secret device or other information as to any invention or business which may be capable of being used for any of

the purpose of the Company or the acquisition of which may seem, directly or indirectly, to benefit the Company and to exercise, develop or grant licences and authority in respect of or otherwise turn to account, the property rights or information so acquired.

10. To insure the whole or any part of the property of the Company or any goods, commodities, articles, products, property and assets for the time being in possession or in charge of the Company for which the Company may be liable, whether wholly or in part, and to protect and indemnify the Company from liability or loss in respect thereof, either fully or partly.
11. To invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may from time to time be determined.
12. To create and issue any shares, debentures and stocks of the Company at part, at a premium or at a discount and to redeem, cancel or accept surrender of the same.
13. 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.
14. To receive monies or deposits, borrow or raise or provide for or secure to the repayment of borrowing by or borrowings guaranteed by the Company in such manner as the Company shall think fit and in a particular by the issue of debenture, bonds or securities, secured or unsecured, with floating or fixed charges, perpetual or otherwise, charged upon all or any of the Company's property, effect and stock-in-trade (both present and future) including the uncalled capital and the rights of the Company and upon such terms as to priority or otherwise as the Company shall think fit and to purchase, redeem and pay off any such securities, but the Company shall not carry on the banking business.
15. To appoint trustee (whether a person, firm or a Company) to hold securities on behalf of and to protect the interests of the Company, its members, debenture-holders and creditors.
16. To carry on any business or branch of a business which this Company is authorised 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 for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary 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.
17. To appoint Directors or manager of any subsidiary Company or of any other company in which this company is or may be interested.
18. To take, purchase or otherwise acquire and hold shares, debentures or stock in any other company having altogether or in part objects similar to those of this Company, or carrying on any business which may seem directly or indirectly, calculated to benefit the Company.

19. To acquire the business similar to those of this Company of any person, firm, individual, Hindu Undivided Family, Company, Society, Corporation or association of persons by taking over all or any assets or liabilities and to pay consideration thereof wholly or partly in the shape of cash, debentures, shares, bonds, transfer or exchange of property, both present or future, personal or real, reversions, right or in any other shape.
20. To promote any Company or companies to carry out any function or business or affairs of this Company or to carry out any of the objects of this company.
21. To enter into any arrangement with any Government or authority, Indian or Foreign, municipal, local body or other public or quasi-public or any body corporate that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, authority, company or corporation all rights, concessions and privileges which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
22. To appoint agents, sub-agents, depot-holders, factors, representatives, distributors, attorneys and correspondent for the business or purpose of the Company or to carry out any of its objects.
23. To enter in to partnership or any agreement for sharing, union of interest, joint-ventures, reciprocal concession or otherwise with any person, company or firm (Indian or Foreign) carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorised to carry on, or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit the Company, and to take or otherwise acquire and hold shares or debentures or subscribe to the capital in that company, firm or association.
24. To establish, support or aid in establishment or support of associations, institutions, funds, trust, and conveniences calculated to benefit the employees of the Company or its predecessors in business or the dependents, connections, relatives and estates of such employees or ex-employees and grant pensions, allowances, gratuities, bonus or other payments and provide, subscribe or contribute towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance or assistance, make contribution to provident or other funds and create scholarships; and to subscribe or contribute or otherwise to assist or grant money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company, either by reason of locality of operation or of public and general utility or otherwise.
25. To aid pecuniarily or otherwise, any association, body or movement having an object for the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade or any other similar or analogous objects, but the Company shall not associate with any political party.
26. 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 student 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.

27. To undertake research work and to expend money in experimenting and testing and in improving or seeking to improve and giving publicity to the business and products of the Company and its constituents and associates and popularise brand in India, foreign markets by means of advertisement in the press , pamphlets, hand bill, circulars, advertisement reels, posters, cinema slides or by publication of books, periodicals and magazines, by purchase and exhibition of works of art, by granting rewards, prizes and donations and by any other suitable means, and placing upon the market any products which the Company may or may propose to manufacture or distribute or any patents, inventions, processes, information or rights which the company may acquire or lease or propose to acquire.
28. To make arrangements to send, at the cost of the Company, any person or persons whether in the employment of the Company or not, for technical studies or research connected with the business or any of the businesses of the Company or to acquire special or advance knowledge and experience in that line or field by such studies, work of research and apprenticeship, training or in any other way, to any place, station or institution, technical or otherwise, and within India or abroad, and to contribute to any such arrangement or arrangements, in any manner whatsoever.
29. To compensate for loss of office of Managing Director or Directors or other officers of the Company within the limitation prescribed under the Companies Act or other statute or 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.
30. To draw, make, endorse, accept, discount execute, transfer, purchase and issue bill of exchange, promissory notes, bills of lading, cheques, railway receipts, government securities, deeds and documents of title, warrants, bonds, debentures and other negotiable or transferable instruments or securities.
31. To institute, conduct, defend, compound or abandon any legal proceeding, by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Company.
32. To refer or agree to refer any claim, demand, dispute or 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 parties, to arbitration in India, or at any place outside India, and to

observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.

33. To undertake and execute any trust the undertaking of which may seem to the Company desirable, and either gratuitously or otherwise.
34. To distribute all or any of the property or assets of the Company amongst the members, debenture-holders, and creditors in specie or kind, in liquidation proceedings.
35. Subject to the applicable provisions of the Companies Act, to place, to reserve to distribute as dividend or bonus shares among the members or otherwise to apply as the Company may from time to time think fit, any money belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium and any moneys received in respect of dividend accrued on forfeited shares and moneys arising from the issue by the Company of forfeited shares.
36. 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, possessions, colonies and dependencies thereof and in any for 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.
37. To repair, alter, re-model, clean, renovate, convert and prepare for sale or otherwise any goods belonging to the Company.
38. To erect and set up cold-storage, refrigeration and cooling plant or plants and air-conditioned rooms for the cooling and preservation of potatoes, seeds, fruits, flowers, vegetables, herbs, medicines, drinks, fluids, gas, films, milk and milk products, furs and other preservable products of whatsoever type and description, and whether fresh from fields or processed wholly or partially, and to erect and set up plant for the manufacture of ice, ice-creams, cool-drinks, jams, marmalades, chutneys, syrup, fluids, gas and the like.
39. To carry on business as manufacturers, of and dealers in all kind of boxes, bottles, cases and containers, whether made wholly or partly of metal, timber, glass, plywood, card board, paper, porcelain, tin or otherwise and kinds of packing material and appliances required in connection with the packing and transport of raw materials and finished goods and stores.
40. To carry on the business of warehouseman, removers, packers, hauliers, transport, cartage and haulage contractors and agents, forwarding transport and commission agents, wharfingers, cargo superintendent, to accept valuables and goods and materials on deposit or for sale custody and to lend or give guarantee on the security thereof.
41. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights.

42. To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any Directors, trustees, accountants or other experts or agents.
43. 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 article, whether made by the Company or not, by way of loans or by the purchase of any such articles or article, and the letting thereof on the hire-purchase system or otherwise howsoever, and to act as financiers generally.
44. To apply for tender, purchase or otherwise acquire any contracts and concern for or in relation to the construction, executive, carrying out, equipment, improvement, management administration or control of works and conveniences and to undertake and executive, civil and military supplies and transports, and carry out, dispose of or otherwise turn to account the same.
45. To develop and turn to account any land acquired by or in which the Company is interested and in particular by laying out, clearing, draining, planting and preparing the same for agricultural or building purposes, and by altering, constructing, pulling down, maintaining, furnishing, decorating, fitting up and improving buildings and by planting, paying, draining, farming, cultivating, letting on building, lease or building agreement and by advancing money to and entering into contracts and arrangement of all kinds with builders, tenants and others.
46. To acquire any shares, stocks, debentures, debenture stocks, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise and to subscribe for the same either conditionally or otherwise, and to dispose off the same by sale, exchange, tender, surrender or otherwise at such time or times and in such a lot or lots as is deemed beneficial.
47. To facilitate and encourage the creation, issue or conversion of debentures, stocks, bonds, obligations, shares, stocks and securities and to act as trustee in connection with any such securities.
48. To purchase (outright, on hire purchase, instalment or any other basis), sell, exchange, transfer, and dispose of furniture, fittings, equipment's, vehicles and conveyances, automobiles and livestock of all kinds and description, including motor cars, motor trucks, station wagons, (motor cycle) and scooters, cycles and the like.
49. To guarantee the payment of money secured or unsecured by or payable under or in respect of promissory notes, bonds, debentures, debenture stock, contracts, mortgage, charges, obligations, instruments and securities of any person, firm, Company or of authority supreme, municipal, local or otherwise whether incorporated or not and generally to guarantee or become sureties for the payment of principal or interest thereon or of dividends on any stock or shares of any company or for the performance of any contract or obligation by any person, firm or company, whatsoever.

50. To sell, transfer or dispose of the undertaking of the Company, all or part of the assets, tangible or intangible and liabilities of the Company, to sell or transfer the Company as a going concern; to from companies in which the Company may be absorbed or with which the Company may be amalgamated; to absorb into and amalgamate with the companies formed by others; to from companies with a view to reconstructing the Company without forming any Company; to absorb other companies whether formed by this company or by others; and in all cases to receive or pay the consideration in the shape of cash, shares, debentures, bonds, securities, transfer or exchange of property, present or future, personal or real, reversion, rights or in any other shape.
51. To act as agents, broker, or trustees for any person, Company or corporation in any part of the world and either as principals, agents, distributors, depot-holder, trustees, contractors or otherwise and either alone or jointly with others.
52. To procure the Company to be registered or recognised in any part of the world.
53. To do all and everything necessary, suitable or proper for the accomplishment of any of the purpose for the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firm, or individuals and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of, or connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.

And it is hereby declared that:-

- (i) The word "Company" (save when used with reference to this Company) in this memorandum shall be deemed to include any partnership or other body or association of persons whether incorporated or not wherever domiciled.
- (ii) Nothing in this paragraph shall authorise the Company to do any business which may come within the purview of the Banking Regulation Act, 1949, or the Insurance Act, 1938.
- 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 Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore), divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/-(Rupees Ten) each.#

**# Amended by the resolution passed by the members of the company at the \_\_\_\_\_ Annual General Meeting held on \_\_\_\_\_, 20\_\_.**



We 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 our respective names: -

Name, address, description and occupation of each subscriber	Number of shares taken by each subscriber	Signature of subscriber	Signature of witness with address, description and occupation
Amar Nath Goyal S/o Late Sh. Bishnamal 78/3, Janpath, 2 <sup>nd</sup> Floor, New Delhi-110001 (Business)	101 (One Hundred One) Equity Shares	Sd/-	I witness signatures of both the subscribers
Dalip Chand S/o Sh. Gopi Ram C/o M/s Dalip Chand & Sons Industries, Industrial Area, Pilibangan-335803 (Business)	101 (One Hundred One) Equity Shares	Sd/-	Sd/- (Sushil Kumar) Chartered Accountant S/o Dr S.Prasad, N-12, Green Park Extension, New Delhi-110016
Total	202 (Two Hundred Two)		

Dated this 13<sup>th</sup> day of March, 1987.