

MEMORANDUM OF ASSOCIATION
OF
PRIMA AGRO LIMITED
COMPANY LIMITED BY SHARES
AS PER COMPANIES ACT, 2013*

- I. The name of the Company is "PRIMA AGRO LIMITED".
- II. The Registered Office of the Company will be situated in the State of Kerala.
- III. (a) The objects to be pursued by the Company on its incorporation are;

To carry on the business as manufacturers, producers, dealers, traders, stockists, importers, exporters, whole-sellers, commission agents and distributors of wheat and wheat products like maida, sooji, atta and bran.

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

1. To acquire and undertake the whole or any part of the goodwill, business, concern undertaking, property, rights, assets and liabilities of any person, firm, association, society, company 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 and to pay for the same by shares or debenture of this Company, or by cash or otherwise, or partly in one way and partly in another or others, and to conduct, expand and develop or wind up and liquidate such business and to purchase and take steps for the acquisition of existing and new licenses in connection with any such business.
2. To form, establish, promote, subsidise, aid, acquire, organise, or be interested in any other company or companies, syndicate or partnerships for the purpose of acquiring all or any of the undertaking, property and liabilities of this Company or of shares therein by way of exchange for its shares or otherwise or for any purpose which may seem calculated directly or indirectly to benefit the company.
3. To enter into partnership or into any agreements for sharing profits, union of interest, co-operation, joint-venture, reciprocal concession, license or otherwise with any person, firm, association, society, company or corporation carrying on or engaged in or about to carry on, or engage in any transaction which this company is authorised to carry on or engage in, or any transaction capable of being conducted so as to directly or indirectly benefit the company and to give to any person, firm, or company, special rights, licenses and privileges in connection with the above.
4. To take or otherwise acquire and hold, sell, exchange, mortgage, charge or otherwise deal with shares or stock of any other company having objects altogether or in part similar to those of this company, or otherwise, or such as maybe likely either directly or indirectly to benefit this company.
5. To amalgamate with any other company having objects altogether or in part similar to those of this Company or otherwise.

**New set of Memorandum of Association of the Company framed under Companies Act, 2013, being adopted at the Annual General Meeting of the Company held on 28th day of September, 2026.*



6. To apply for, purchase or otherwise acquire and protect, prolong and renew whether in India or elsewhere, any patents rights brevets D'invention, licences, concessions trademarks, designs and the like, conferring any exclusive or nonexclusive or limited right of use, or any secret or other information as to any invention, process or privileges which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, manufacture under, or grant licenses or privileges in respect of or otherwise to turn to account the property rights of information, use or licenses so acquired, and to subsidise, take part in or assist in any experiment, investigations, and research likely to prove beneficial to the company.
7. To acquire by lease, purchase, hire-purchase, exchange or otherwise, land, buildings, machinery, equipment and such other requirements and amenities as may be required in connection with the objects of the Company.
8. To develop, lay out and prepare any land acquired by the Company or in which it is interested, for the purpose of construction of buildings and constructing altering, maintaining any buildings, structures, factories, works amenities or such other things for the purpose of carrying on the business of the Company.
9. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part or the part of the property whether movable or immovable or any part or the rights of the company.
10. To establish at any place any agency and to appoint any person or persons to be agents on such terms and conditions as the company may deem fit from time to time.
11. To lend money to such persons on such terms as may seem expedient and in particular to customers and other persons having dealings with the company for the purpose of carrying on the business of the Company.
12. To borrow or raise money or to receive money on deposit subject to the provisions of the Companies Act, 2013 and Rules framed thereunder at interest or otherwise and to mortgage, pledge or charge the whole or part of the property, estates, or revenue of the company, present or future by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase or dispose off any such securities, provided that the company shall not do business of banking within the meaning of Banking Regulation Act, 1949.
13. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bill of exchange, bills of lading, warrants, debentures and other negotiable or transferable instrument.
14. To invest and deal with moneys of the Company not immediately required by it as the directors deem fit in connection with the business of the company.
15. To pay out of the funds of the company all expenses with respect to the formation, registration and floating of the company.
16. To pay for any right or property acquired by the company and to remunerate any person or company whether by cash payment or by allotment of shares, debentures or other securities of the company issued as paid up in full or part or otherwise.
17. To establish and maintain or aid in the establishment or maintenance of any depreciation fund, reserve fund, insurance fund, or provident funds, or trusts and conveniences calculated to benefit employees or ex-employees, their wives or dependants and to grant pension, gratuities and allowance to such persons and to make payments towards insurance of any such person aforesaid.
18. To subscribe or guarantee money for charitable, benevolent or social objects or for any public, general or useful objects. The company however shall not make contribution to any political party for any political purpose to any individual or body.
19. To establish research facilities in any or all of the fields in which the Company is engaged.
20. To establish branch or liaison offices at any place in India or abroad and to establish subsidiary companies abroad with or without collaboration of individuals or firms.



21. To carry on business as traders, export-import merchants and dealers of rubber and rubber goods, tea, coffee, cocoa, spice extracts, essential oils, oleoresins, engineering goods, textiles, readymade garments, furniture, defence equipment, precious metals, marine products, processes foods.
22. To carry on the business of manufacturers, traders, dealers, wholesalers and retailers selling directly and through mail all types of consumer durables, wearing apparel, household goods, spices and condiments, canned and readymade foods.
23. To manufacture all kinds of rubber goods such as flooring materials, rubber mats, waterproof articles, rubber goods for hospital use, rubber bushes, moulded articles, foam cushions and all rubber parts and accessories for motor vehicles.
24. To carry on the business of manufacture or processing and packaging of tea, coffee, spice extracts, oleoresins, pickles and processed foods.
25. To carry on the business of mechanical engineers and manufacturers of machinery, electrical engineers, and to buy, sell, manufacture, repair, convert, alter, let or hire, and deal in machinery, implements and hardware of all kinds.
26. To carry on business of manufacture of paper and plastic, packaging materials.
27. To carry on business as manufacturers of distilled water, icecreams aerated water, soft drinks and beverages.
28. To carry on the business of manufacture of extruded and moulded articles made from wood and plastics.
29. To manufacture and deal in radios, transistors and their accessories and electronic goods.
30. To design, manufacture, buy, sell, import, or otherwise deal in all types of material made out of plastic or polythene material.
31. To carry on the business of fishing, processing and marketing of fish, salted frozen dried and canned fish and prawns and to establish factories, Ice Plants and such other facilities necessary for the purpose.
32. To purchase take on lease or otherwise acquire estates, lands and forests and to carry on the business of planters, growers and cultivators of rubber, tea, cardamom, pepper and such other hill products.
33. To carry on the business of hotel, restaurant, café, refreshment room and lodging housekeepers as caterers.
34. To carry on the business of producers of cinematographic films and proprietors of cinema theatres and places of amusements.
35. To carry on the business as contractors, engineers, builders, consultants, designers and architects.
36. To establish breweries and distilleries and to manufacture, process, export, import, sell or otherwise deal in liquors, spirits and such other hot drinks.
37. To carry on business as manufacturers, producers, dealers, traders, stockists, importers, exporters, growers, cultivators, whole-sellers, retailers or processors of flour, wheat, rice, gram, barley, maize, oats and other cereals and their products, by-products and allied products including atta, maida, sooji, rawa, basin, bread, breakfast foods, baby foods vitaminised foods, biscuits, dietetic products and other foods for human and animal consumption or any one or more of such things.
38. To manufacture, process, import, export, buy, sell and deal in vanaspati oils, de-hydrated vegetable oils, oils made or processed from seeds, cotton seeds, coconuts, products, of plantations, horticulture, agriculture and forest produce and oil cakes, and soaps and lubricants made from such oils or as by-products thereof.
39. To produce, manufacture, purchase, refine, prepare, process, import, export, sell and generally deal in cement, portland cement, alumina cement, lime and lime stone and by-products thereof, cement-pipes, sheets and other building materials, refractories and bricks.
40. To carry on the business of manufacturers, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants.



distributors and concessionaires of and dealers in commodities of any of the following kinds:

- (a) Cakes, pastry, cornflakes, bread, biscuits, chocolates, confectionery, sweets, fruitdrops, sugar, glucose, chewing gums, milk, cream, butter, ghee, cheese, and other dairy products, pickles, jams, jellies, sausages, cider poultry and eggs, pulsed, spices, oils, powder, and condensed milk, honey, vegetables, coffee, tea, cocoa, and all kinds of materials required for preparation of food articles.
 - (b) Ammonium sulphate, nitrate (double salt), ammonium nitrate, calcium ammonium nitrate (nitroline stone), ammonium chloride, super phosphate, urea and other types of fertilisers of synthetic or natural origin containing nitrogen phosphorus or other compounds, soda ash, pesticides, DDT, seeds, processed seeds, concentrate for cattle or poultry feeds.
 - (c) Drugs, medicines, chemicals, mixtures, powder, tablets, capsules, injections, Oils, compounds, paints, creams, scents, soap lotions, toilet goods, pigments and all kinds of pharmaceutical cosmetic and medicinal preparations required for beauty aid or personal hygiene or in allopathic, ayurvedic, unani or nature cure methods or systems of treatments, bandages, cotton gauzes, crutches, stretches, and all kinds of anatomical and orthopaedic and surgical appliances and stores.
 - (d) Boots, shoes, and footwear of all kinds of leather, rubber, canvas, plastic or any Other synthetic or natural product, water proof cloth or compound, leather, hides, skins, rexine, rubber, plastic or synthetic cloth, compounds or granules, boot trees, buckles, legging, gaiters, heels, laces, boot polishes, protectors, accessories and fittings used in or required for footwear.
 - (e) Writing pen, pencils, fountain pen, ball point pen, sign pen, colour pencils, tubes and tablets, pins, erasers, ink, clips, rulers, paper, pulp newsprint, board envelopes, cards, dies, letter-heads, form files, stamps, books, bags, cases, covers, racks, cabinets, numerical printers, adhesive tapes, gums, duplicators, typewriters, computers, calculators, accounting and inter-communication machines, and all kinds of office, domestic, industrial and educational stationery, equipments, appliances, furniture instruments, gadgets, devices and stores.
41. To manufacture, export, buy, sell and deal in containers, cans, boxes, drums, cylinders, bottle tops, crown corks packages, packing materials, bags, pressed metwares, utensils, cutlery, table wares and articles made all of tin, metal, aluminium plates, sheets, glass, fiber, paper, board, cloth, hessian, leather, plastic, or other synthetic compound or materials, timber or plywood and to deal in tinplates, wire aluminium sheets and to undertake either on account or on commission basis or otherwise printing, painting, designing, enameling, electroplating, engraving or otherwise decorating the aforesaid products or any of such products or articles.
 42. To acquire by purchase, lease, exchange hire or otherwise develop or operate land, buildings, and hereditaments of any tenure or description including agricultural land, mines, quarries, tea or coffee gardens, farms, gardens, orchards, groves, plantations, and any estate or interest therein and any right over or connected with land and buildings so situated and develop or to turn the same to accounts may seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering improving, decorating, furnishing, and maintaining hotels, rooms, flats, houses, restaurants, markets, shops, mills, factories, warehouses, cold storages, godowns, offices, hostels, gardens, swimming pools, playgrounds, buildings works and conveniences of all kinds and by leasing, hiring or disposing of the same.
 43. To manage land, building and other properties, whether belonging to the company of not, and to collect rent and income and to supply tenants and occupiers and other refreshments, attendance, light, waiting rooms, reading rooms, meeting rooms, electric conveniences and other advantages.
 44. To promote, form or acquire any company and to take, purchase, or acquire share or interest in any company and to transfer to any such company any property of this



Company and to take or otherwise acquire, hold and dispose of or otherwise deal in and invest in any shares debentures and other securities in or of any company or companies either out of its own funds or out of funds that it might borrow by issue of debentures or from bankers or otherwise howsoever or in any other manner whatsoever and to subsidize or otherwise assist any such company subject to the relevant provisions of the Companies Act.

45. To carry on the business as manufacturers, processors, refiners, converters, producers, exporters, importers, traders, sellers, agents or merchants, in various kinds and forms precipitated and or activated calcium carbonate, hydrated lime, lime stone or lime, calcium carbide and other products, chemicals or gases made from or based on one or more the products mentioned herein.
46. To carry on business as timber merchants, saw mill proprietors and timber growers and to buy, sell, grow, prepare for market, manipulate import, export and deal in timber, teak, plywood, firewood and wood of all kinds and to manufacture of which timber, plywood or other wood is used and to buy, clear, plant and work timber estates.
47. To produce, manufacture, refine prepare, process, purchase, sell, import, export, or generally deal in bricks, sand, stone, marble, tiles, refractories, Chinawares, sanitary materials, pipes, tubes, tubular structures, cement, paints, adhesives, sheets, roofings, glass furniture, fittings, electrical goods, water supply or storage equipments, floor polish, door closers, concrete mixers, elevators and any other building or decorative materials made of cement, stone, clay, timber, teakboard, fiber, paper, glass, rubber plastic or other natural or synthetic substance or chemical.
48. To carry on business of manufacturers, fabricators, processors, producers, growers, makers, importers, exporters, distributors and concessionaires of and dealers in synthetic rubber, elastomers, synthetic resins, carbon black, rubber latex, plastics, latexes and formulations thereof including reclaimed rubber and plastics resins, compounds and other products, sports goods toys, petrochemicals, calcium carbide, styrene, butane ethylene, ethylalcohol, hydro-carbon, petroleum fractions and other synthetic chemicals and chemical substances-basic, intermediate or otherwise.
49. To carry on as dealers, distributors, stockists, buyers, sellers, repairers, cleaners, storers, importers, exporters, or agents of motor cars, trucks, lorries and carriages, motorcycle, scooters, bicycles, tractors, earth moving equipments, trailers and other vehicles, agricultural implements, pumps and machineries and spare parts, engines, motors, accessories, components, tools, batteries, glass panels and sheets, apparatus, fittings, furnishing materials, tyres, tubes, paints, lubricants, fuel, oils, gas or other materials used or required for such vehicles, implements or machines and to act as transporters of goods and passengers travelling or clearing agents and to let out, hire or finance on hire-purchase system or otherwise automobile and other vehicles, implements, machines and any of the aforementioned products and things.
50. To carry on business as manufacturers, dealers, traders, importers, exporters, stockists, distributors or agents of GLS lamps, electric bulbs, miniature bulbs, tube lights, flood lights, flash bulbs, mercury vapour bulbs and other type or types of bulbs lamps or tubes required or used for lighting or for industrial, domestic, electronics, transport vehicles or commercial purposes and glass shells, fittings, tubes, filaments, tungsten and molybdenum wires, caps and other materials, machineries, accessories and spares required or used for manufacture of bulbs, lamps or tubes.
51. To carry on the business as traders, dealers, wholesalers, retailers, combbers, scourers, spinners, weavers, finishers, dyers and manufacturers of yarns and fabrics of wool, cotton, jute silk, rayon, terylene and other natural, synthetic and or fibrous substances and manufacturers of materials from the waste released from the above mentioned products either on its own account or on commission and to carry on the business as drapers and dealers of furnishing fabrics in all its branches as customers, readymade dress and mantle makers, silk mercers, makers and suppliers of clothing, lingerie and trimmings of every kind, furriers, drapers, haberdashers, milliners, hosiers, glovers, lace makers, feather



- dressers, felt makers dealers in and manufacturers of yarns, fabrics and also to manufacture, in or process natural starch and other sizing materials, dyestuff synthetic or chemical substances of all kinds and compounds and other substances, dither basic or intermediate required for the above mentioned product or products.
52. To manufacture, produce, buy, sell, import, stock and deal in machine tools grinding machines, automatic lathes, drilling machines, planning machines, planogrinders, machinery of every description, precision tools, cutting and small tools electric motors, electrical equipment, electric meters, cables, wires, switch gears, frame and drip proof motors, electric fans, regulators of all types, electric kilowatt hour meters, magnets, industrial jewels, ammeters, volt-meters, and other types of measuring instruments electrical or non-electric die castings, screws, nut and bolts, transformers of all types, circuit breakers, hoists, elevators, gears, trolleys and coaches, winches, air compressors, welders, refrigerators, switches, electric transmission towers, poles, tubes, insulating materials, conductors fuse and fuse wires, adopter, domestic washing machines, television and wireless apparatus including radio receivers and transmitters, micro wave components, radar equipments, valves, resistors, electronic instruments, conductors, magnetic materials, transistors and allied items, sewing machines, watches and clocks, tape-recorders, household appliances and components thereof.
53. To carry on business as producers, importers, exporters, buyers, sellers, distributors, stockists, agents and brokers of coal, coke charcoal, petroleum-coke, copper, iron ore, bauxite, kayanite, fire clay, china clay, salt, sodium chloride, calcium phosphate, nickel, beryllium, uranium, zinc, lead asbestos, tin, alumina, mercury, silicon, sulphur, granite, brass, aluminium, silica sand, betonite, quartz, dextrine, magnetite dolomite, ferroalloys, corundum manganese, mica, silver, gold, platinum, diamond, sapphire, ruby, topaz, garnet, emerald, pearl and other precious, semi precious or commercial minerals, and stones and to act as metal founders, manufacturers, agents and dealers of metals, sheets, wires, rods, squares, plates, metal of foils, pipes, tubes, ingots, billets, circles, parts, coils, utensils, ornamentals, decorative and art materials, and jewellery made wholly or partly from any one or more of the metals and materials mentioned herein.
54. To manufacture, export, import, buy, sell and deal in voltaic battery cells, power pack or storage batteries and battery containers and battery eliminators of different types required for or used in domestic, household industrial, commercial, agricultural, mining, hospital, surgical, or scientific appliances, machinery, apparatus or accessories and railways, tramways, automobile and other vehicles, air crafts, boats, ships, defense establishments, army, navy and airforce, for wireless radios, torches, toys, electronic equipments or otherwise and also to carry on business as manufacturers of and dealers in torches toys, personal aids, and other appliances working on such batteries and such items and goods, which may be useful, akin or otherwise connected with anyone or more of the aforesaid items or products.
55. To carry on business as manufacturers, producers or growers of, dealers in exporters, importers, stockists agents, distributors of ice and ice-candy ice-cream and other ice products, carbonated aerated or mineral waters, fruit juice, wines, liquors and other alcoholic, non-alcoholic or synthetic drink, dairy products, fresh dehydrated, preserved or processed vegetables, fruits, oil seeds and other farm, agricultural or other food products and to provide for cold storage or preservation of such products, medicines and merchandise for own business or for hire other and to own, establish, purchase, taken on lease, rent or hire, build, construct, develop or otherwise acquire and arrange and, building, cold storage, space or warehouses, godowns, containers, shops, showrooms, workshops, vehicles, machinery, equipment, apparatus, appliances, stores or services required in connection with or in relation to cold storage or any of the business of objects mentioned herein.
56. To guarantee the payment of money, unsecured by or payable under or in respect of bonds, debentures, debenture-stocks, contracts, mortgages, charges, obligations and other securities of any company or of any authority, Central, State, Municipal, Local or



otherwise, or of any person whomsoever, whether incorporated or not and generally to transact all kinds of guarantee business, to guarantee the issue of or the payment of interest on the shares, debentures, debenture-stocks or other securities or obligation of any company or association and to pay or provide for brokerage, commission and undertaking in respect of any such issue, and to transact all kinds of trust and agency business, in which the Company is authorised to carry on business.

57. To carry on business as agents, brokers, distributors, traders, stockists, buyers, sellers, dealers, importers, exporters, wholesalers, retailers, preservators, processors, refiners, producers and manufacturers of sugar, sugar candy, molasses, sweets, sweetmeats, synthetic sweetening agents and materials, toffee lozenges, chocolates and products made partly or wholly of sugar or any sweet products.
58. To own, purchase, take on lease, hire or exchange or otherwise acquire any estate, land, tea garden, orchards, groves, plantations and farms and to carry on business as cultivators, growers, producers, planters, manufacturers, buyers, sellers, dealers, importers, exporters, agents, brokers, traders or stockists of tea, coffee, cocoa, cinchona, rubber, bamboo, timber, fruits, vegetables, coconuts, spices, cardamom, jute, hemp, cotton, sugarcane, linseed, oilseeds, wheat and other grains and any kind of horticulture, agricultural, food or beverage product or products and cattlefeed.
59. To carry on business as organisers, agents, holders, dealers of or investors in saving units raffle, or units issued by the Unit Trust of India and to mobilise savings from members of the company or the Public, to invest and deal with the funds available with the Company as may be deemed fit from time to time and to pay, allow, give or distribute interest, dividends, prize or gift on or in relation to any such unit or units but not amounting to lotteries.
Provided that the company shall do any banking business as defined under the Banking Regulation Act 1949 or any statutory modification thereof.
60. To carry on business as manufacturers, producers, dealers, importers, exporters, stockists, agents, brokers, traders, retailers of all kinds of paper and packages, board sheets, packing materials, stationary goods and articles made fully or partly of paper for domestic, household, educational, commercial, industrial, government or public use.
61. To carry on business as manufacturers, fabricators, producers, importers, exporters, dealers, agents, stockists, retailers, traders or brokers of foundry equipments, mould boxes, ingot mould, material handling equipments, tools, gadgets, accessories, spares, chemicals, raw materials, fuel, stores, parts, apparatus and goods used in or required by the foundries and producers of steel or metal.
62. To carry on business as agents, importers, exporters, dealers, traders, stockists, brokers, buyers, sellers, repairers, assemblers or hirers of plants, machinery, equipments, machine tools, apparatus component parts, fittings, implements, accessories or raw materials required by industries workshops, transporters, railways or for agricultural, plantations, handling, excavation, domestic. Fabrication, or irrigation purposes and to acquire, construct, hire, decorate, maintain or own land, workshops, factories, shops, showrooms, office, rights or agencies required for or in connection with any such business.
63. To carry on business as transporters of goods, passengers, livestock and materials by road, rail, waterway, sea or air and to own, purchase, take or give on lease, charter or hire or otherwise, run, use or acquire transport vehicles, craft, ships and carriers of all kinds required for the transport business and to act as forwarding agents, ware-house-man and booking agents.
64. To carry on business as manufacturers, dealers, importers, exporters, stockists, agents, contractors, distributors, buyers or sellers of paper and packages, boxes, wrappers, tapes, films, sheets, laminates and other packaging material made of paper, cardboard, corrugated sheets, cloth, hessian, timber, teak, ply-wood, metal, plastic, P.V.C. or other synthetic, chemical fibrous or natural products and to own, acquire, take on lease, rent, hire, purchase, build, construct, develop or arrange land, building, godown, shops, plants,



machinery, requirements, stores or stocks, or services required in connection to any of the foregoing business.

65. To carry on business as producers, distributors, importers, exporters, exhibitors and financiers of cinematographs, films and to manufacture, own acquire, provide, secure, arrange or deal in films and photographic sound recording, musical, lighting appliances, instruments, equipments and machines and to construct, establish, own hire or otherwise acquire and to manage, let out for rent fee, monetary gain or otherwise studios, laboratories, theatres, buildings, halls, open air theatres, bars, restaurants and other buildings or work required for the purposes of production, distribution or exhibition of the films, operas, stage plays, dances, operettas, vaudeville, revues, ballets, pantomimes, spectacular pieces, promenade concerts, circus and other performances and entertainments and to act as dealers, importers, exporters, of musical instruments and records, tapes, cinema and film projectors and cameras, wigs and other products or materials connected or related with the aforesaid objects and business and to acquire exclusive or limited rights to any play, story, script, musical songs, and lyric, book, article or technique by producing purchasing or otherwise acquiring and to act as agents for training, retaining, ranging and supplying artists, stars, art directors, scripts or story writers, technicians, extras and other personnel required by the Company or others for firm, cinema or show business.
 66. To carry on business as manufacturers, dealers, importers, exporters, stockists or distributors of safety razors, blades, shaving sets, lotions, creams, soaps, soapsticks or other materials and utilities.
- IV. The liability of the members 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 shall be Rs.17,00,00,000/- (Rupees Seventeen Crores Only) consisting of 70,00,000 (Seventy Lakhs) Equity Shares of Rs.10/- and 1,00,00,000 (One Crore) Preference Shares of Rs.10/- each with rights, privileges and conditions attaching thereto as are provided by the terms of issue or the regulations of the Company for the time being. The Company shall have powers to increase and reduce the Share Capital of the Company and to divide the shares in the capital for the time being, whether original or increased, into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions whether in regard to dividend, voting, return of capital or otherwise, as may be determined.

The Company shall also have powers to vary, modify or abrogate any such rights, privileges or conditions attached to any shares in any such manner as may for the time being be provided by the regulations of the Company or by law.



CERTIFIED TRUE COPY
for PRIMA AGRO LIMITED

[Signature]
GENERAL MANAGER (FINANCE)
& COMPANY SECRETARY

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 numbers of shares in the capital of the Company set opposite our names.

Sl. No.	Name	Address, description and occupation	Signature
1.	SANJAY GUPTA	XLI/1289, 'Saket', St. Vincent Cross Road, Cochin-18 Son of S K Gupta Businessman	Sd/-
2.	KAVITA GUPTA	140, R. H. Road, D. No. 27, Luz Ginja, Madras -4 Daughter of S K Gupta Student	Sd/-

Dated this the Fifteenth day of July 1987.

Witness to the above signatures : Sd/-
 Name : C V Kuruvilla
 Father's Name : K K Varkey
 Occupation : Chartered Accountant
 Address : 37/3566, High Court Road, Ernakulam,
 Cochin-31



CERTIFIED TRUE COPY

for PRIMA AGRO LIMITED

[Signature]
**GENERAL MANAGER (FINANCE)
 & COMPANY SECRETARY**

ARTICLES OF ASSOCIATION
OF
PRIMA AGRO LIMITED
COMPANY LIMITED BY SHARES
AS PER COMPANIES ACT, 2013*

I. INTERPRETATION

The Regulations contained in Table "F" in the Schedule I to the Companies Act, 2013, shall apply to the Company except in as far as otherwise expressly incorporated hereinafter
In these regulations—

- a. "Act" means the Companies Act, 2013 or any statutory modification or re-enactment thereof.
- b. "Articles" or "Articles of Association" means the Articles of Association of the Company as amended from time to time.
- c. "Board" or "Board of Directors", in relation to the Company, means the collective body of the Directors of the Company.
- d. "Company" or "this Company" means PRIMA AGRO LIMITED.
- e. "Depositories Act" means the Depositories Act, 1996.
- f. "Depository" means a Depository registered under the Depositories Act, 1996.
- g. "Depository Participant" means a person registered as such under sub-section (1A) of Section 12 of the Securities and Exchange Board of India Act, 1992.
- h. "Directors" means the Directors for the time being of the Company and includes Independent Directors, Nominee Directors and Alternate Directors.
- i. "Dividend" includes interim dividend.
- j. "Executor" or "Administrator" means a person who has obtained probate or letters of administration, as the case may be, from a competent court having effect in India and includes an Executor or Administrator or the holder of a succession certificate or other authority granted by such competent court and authorised to negotiate or transfer the shares of a deceased member.
- k. "ISIN" means International Securities Identification Number.
- l. "Memorandum" or "Memorandum of Association" means the Memorandum of Association OF the Company as originally framed or as amended from time to time.

**New set of Articles of Association of the Company framed under Companies Act, 2013, being adopted at the Annual General Meeting of the Company held on 28th day of September, 2026*



- m. "Member" means a person whose name is entered in the Register of Members of the Company or whose name appears as beneficial owner in the records of a Depository.
- n. "Office" means the Registered Office of the Company for the time being.
- o. "Proxy" includes an attorney duly constituted under a power of attorney.
- p. "Register" means the Register of Members maintained pursuant to the Act.
- q. "RTA" means Registrar and Transfer Agent.
- r. "Rules" means the rules for the time being in force prescribed under the relevant provisions of the Act.
- s. "Seal" means the Common Seal of the Company, if any.
- t. "Securities" means the securities as defined in clause (h) of Section 2 of the Securities Contracts (Regulation) Act, 1956.
- u. "SEBI" means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992.
- v. "Stock Exchange" means any recognised stock exchange where the securities of the Company are listed.
- w. "Table F" means Table F of Schedule I to the Companies Act, 2013.
- x. "Writing" or "Written" includes printing, lithography and other modes of representing or reproducing words in a visible form.
- y. "Year" means the English calendar year.

Unless the context otherwise requires, words or expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Company. The provisions of the Companies Act, 2013 and the rules made thereunder shall apply to the Company and these Articles shall be read subject to such provisions. In case of any inconsistency between these Articles and the provisions of the Act, the provisions of the Act shall prevail.

In these Articles, words imparting the singular number shall include the plural number and vice versa. Words imparting the masculine gender shall include the feminine gender, words imparting person shall include corporation and writing shall include printing, lithography, photography and other modes of representing words in a visible form. The Company is a Public Limited Company within the meaning of Section 2(71) of the Companies Act, 2013.



SHARE CAPITAL AND VARIATION OF RIGHTS

1. The Authorised Share Capital of the Company is as mentioned in Clause V of the Memorandum of Association of the Company with power of the Board of Directors to sub-divide, consolidate, increase or reduce and with power from time to time, issue any shares of the original capital with and subject to any preferential, qualified or special rights, privileges or conditions as may be, thought fit, and upon the sub-division of shares apportion the right to participate in profits in any manner as between the shares resulting from sub-division. Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

2. Share Certificate

****Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,**

- (a) one certificate for all his shares without payment of any charges; or
- (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

Every certificate shall be issued in accordance with the provisions of the Act and applicable rules and, where the Company has a common seal, shall be issued under such seal. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

Dematerialization of Shares:

- a) Notwithstanding anything to the contrary or inconsistent contained in these Articles, the Company shall be entitled to dematerialize its shares, debentures and other securities in accordance with the Depositories Act, 1996, as amended from time to time.
- b) The shares/securities to be issued to the shareholders of the Company in case of any corporate actions including consolidation of share capital, sub-division of share capital, bonus issuance and any other kind of issuances, shall be in dematerialized form in the manner prescribed under Depositories Act, 1996 and any other

*****The Clauses relating to the issue, allotment, transfer and transmission of securities in physical form shall not be applicable if the securities of the company are dematerialized.***



- applicable law, as may be amended from time to time.
- c) Except as ordered by a court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, the Company shall be entitled to treat the person whose name appears on the applicable register as the holder of any security or whose name appears as the beneficial owner of any security in the records of the depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such securities or (except only as by these Articles otherwise expressly provided) any right in respect of a security other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them.
 - d) The Company shall cause to be kept and maintained a Register of Members and an Index of Members, together with details of securities held in dematerialized form, in such manner and in any media as may be permitted under applicable law, including in electronic form. The Register and Index of Beneficial Owners maintained by a Depository under the provisions of the Depositories Act, 1996 shall be deemed to be the Register and Index of Members for the purposes of the Companies Act, 2013 and these Articles. The aforesaid registers, records and related compliances shall be maintained and carried out by the Registrar and Transfer Agent (RTA) appointed by the Company, in accordance with applicable laws, rules and regulations.
 - e) The Company may, whenever required under applicable law or pursuant to directions issued by a Depository, Stock Exchange or any regulatory authority, freeze the ISIN for debit transactions or permit only such credits as may be allowed under the applicable regulations.
3. **If any Share Certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the Company deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.
 4. Except as required by law no person shall be recognized by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable contingent future or partial interest in any share or any interest in any fractional part of a share or (except



only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. The Company may exercise the powers of paying commissions conferred by sub-section (6) of Section 40 provided that the rate or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder. The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of Section 40. The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.
6. If at any time the share capital is divided into different classes of shares the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may subject to the provisions of Section 48 and whether or not the Company is being wound up be varied with the consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class. To every such separate meeting the provisions of these regulations relating to general meetings shall mutatis mutandis apply but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not unless otherwise expressly provided by the terms of issue of the shares of that class be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.
8. The Company may, subject to the provisions of the Act, and these Articles, issue securities on a preferential basis or make private placement of its securities to any person. The Company may issue securities in accordance with the provisions of Sections 42, 55, 62, 63, and 71 of the Act, including any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof for the time being in force. Subject to the provisions of the Act, the rules made thereunder, and other applicable laws, any preference shares may be issued on such terms and conditions, including their redemption, as may be permitted under the Act and applicable law and as determined by the Company by special resolution prior to their issue.
9. Subject to the provisions of the Act, the rules made thereunder, and these Articles, the Company may issue further securities by way of a rights issue, bonus issue, private placement, preferential allotment, qualified institutional placement, employee stock option scheme, or by any other method as may be permitted under the applicable law.



LIEN ON SHARES

10. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all monies (whether presently payable or not) called or payable at a fixed time in respect of that share and on all shares (not being fully paid shares) standing registered in the name of a single person for all monies presently payable by him or his estate to the Company. Provided that the Board of Directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause. The Company's lien if any on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.
11. The Company may sell in such manner as the Board thinks fit any shares on which the Company has a lien. Provided that no sale shall be made unless a sum in respect of which the lien exists is presently payable or until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
12. To give effect to any such sale the Board may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer. The purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
13. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable. The residue if any shall subject to a like lien for sums not presently payable as existed upon the shares before the sale be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

14. The Board may from time to time make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call. Each member shall subject to receiving at least fourteen days' notice specifying the time or times and place of payment pay to the Company at the time or times and place so



specified the amount called on his shares. A call may be revoked or postponed at the discretion of the Board.

15. A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be required to be paid by instalments.
16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
17. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent per annum or at such lower rate if any as the Board may determine. The Board shall be at liberty to waive payment of any such interest wholly or in part.
18. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date whether on account of the nominal value of the share or by way of premium shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable. In case of non-payment of such sum all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.
19. The Board – (a) may if it thinks fit receive from any member willing to advance the same all or any part of the monies uncalled and unpaid upon any shares held by him and (b) upon all or any of the monies so advanced may (until the same would but for such advance become presently payable) pay interest at such rate not exceeding unless the Company in general meeting shall otherwise direct twelve per cent per annum as may be agreed upon between the Board and the member paying the sum in advance. Monies so paid in advance shall not confer on the member any voting rights or entitle the member to participate in dividends in respect thereof until the same are appropriated towards payment of the calls in respect of which such advance has been made.
20. The Company shall give notice of every call to the Members specifying the amount payable, the date fixed for payment, and the manner in which payment shall be made. The accidental omission to give notice of a call to any Member, or the non-receipt of such notice by any Member, shall not invalidate the call or any proceedings in respect thereof.

TRANSFER OF SHARES

21. **The instrument of transfer of any share in the Company shall be executed by or on behalf of both the transferor and transferee. The transferor shall be deemed to remain



holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Transfer in dematerialized form:

Notwithstanding anything contained in these Articles, transfer of securities held in dematerialized form shall be effected in accordance with the provisions of the Depositories Act, 1996, the rules and regulations framed thereunder, SEBI regulations, and the bye-laws and business rules of the concerned Depository, as amended from time to time.

22. The Board may subject to the right of appeal conferred by Section 58 of the Act and any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof decline to register the transfer of a share not being a fully paid share to a person of whom they do not approve or any transfer of shares on which the Company has a lien.
23. The Board may decline to recognize/ register any request for transfer of securities held in dematerialized form if the member desirous to transfer doesn't comply with provisions stated in Article 21.
24. On giving not less than seven days previous notice in accordance with Section 91 and rules made thereunder the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine. Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

TRANSMISSION OF SHARES

25. On the death of a member the survivor or survivors where the member was a joint holder and his nominee or nominees or legal representatives where he was a sole holder shall be the only persons recognized by the Company as having any title to his interest in the shares. Nothing in this article shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

Notwithstanding anything contained in these Articles, the transmission of securities held in dematerialized form shall be effected in accordance with the provisions of the Depositories Act, 1996, the rules and regulations framed thereunder, the applicable SEBI regulations, and the bye-laws and business rules of the concerned Depository, as amended from time to time.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be



entitled if he were the registered holder of the share except that he shall not before being registered as a member in respect of the share be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company. Provided that the Board may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety days the Board may thereafter withhold payment of all dividends, bonus shares or other monies payable in respect of the share until the requirements of the notice have been complied with.

FORFEITURE OF SHARES

27. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof the Board may at any time thereafter during such time as any part of the call or instalment remains unpaid serve a notice on him requiring payment of so much of the call or instalment as is unpaid together with any interest which may have accrued.
28. The notice aforesaid shall name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made and state that in the event of non-payment on or before the day so named the shares in respect of which the call was made shall be liable to be forfeited.
29. If the requirements of any such notice as aforesaid are not complied with any share in respect of which the notice has been given may at any time thereafter before the payment required by the notice has been made be forfeited by a resolution of the Board to that effect.
30. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. At any time before a sale or disposal as aforesaid the Board may cancel the forfeiture on such terms as it thinks fit.
31. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall notwithstanding the forfeiture remain liable to pay to the Company all monies which at the date of forfeiture were presently payable by him to the Company in respect of the shares. The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
32. A duly verified declaration in writing that the declarant is a director the manager or the secretary of the Company and that a share in the Company has been duly forfeited on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the



consideration if any given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of. The transferee shall thereupon be registered as the holder of the share and the transferee shall not be bound to see to the application of the purchase money if any nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture sale or disposal of the share.

33. The provisions of these regulations as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share becomes payable at a fixed time whether on account of the nominal value of the share or by way of premium as if the same had been payable by virtue of a call duly made and notified.

ALTERATION OF CAPITAL

34. The Company may from time to time by ordinary resolution increase the share capital by such sum to be divided into shares of such amount as may be specified in the resolution.
35. Subject to the provisions of Section 61 of the Act and any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof, the Company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares convert all or any of its fully paid-up shares into stock and reconvert that stock into fully paid-up shares of any denomination sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person.
36. Where shares are converted into stock the holders of stock may transfer the same or any part thereof in the same manner as and subject to the same regulations under which the shares from which the stock arose might before the conversion have been transferred or as near thereto as circumstances admit. Provided that the Board may from time to time fix the minimum amount of stock transferable so however that such minimum shall not exceed the nominal amount of the shares from which the stock arose. The holders of stock shall according to the amount of stock held by them have the same rights privileges and advantages as regards dividends voting at meetings of the Company and other matters as if they held the shares from which the stock arose but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not if existing in shares have conferred that privilege or advantage. Such of the regulations of the Company as are applicable to paid-up shares shall apply to stock and the words



share and shareholder in those regulations shall include stock and stock-holder respectively.

37. Subject to the provisions of Section 66 of the Act or any statutory modification(s), amendment(s), re-enactment(s) or substitution(s) thereof and these Articles, the Company may reduce its share capital in such manner as may be permitted by law, provided that such reduction is approved by the Members by way of a special resolution, confirmed by the Tribunal wherever required, and carried out in compliance with the applicable provisions of the Act, the rules made thereunder, and the requirements of the Securities and Exchange Board of India and the relevant stock exchange(s), where applicable.

CAPITALISATION OF PROFITS

38. (i) The company in general meeting may, upon the recommendation of the Board, resolve-
- (a) that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the, profit and loss account, or otherwise available for distribution; and
 - (b) that such sum be accordingly set free for distribution in the manner specified in clause (i) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards-
- (A) paying up any amounts for the time being unpaid on any shares held by such members respectively;
 - (B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
 - (C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);
 - (D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;
 - (E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.
39. **Whenever such a resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby and all allotments and issues of fully paid shares if any and generally do all acts and things required to give effect thereto. The Board shall have power to make such



provisions by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit for the case of shares becoming distributable infractions and to authorize any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively credited as fully paid-up of any further shares to which they may be entitled upon such capitalization or as the case may require for the payment by the Company on their behalf by the application thereto of their respective proportions of profits resolved to be capitalized of the amount or any part of the amounts remaining unpaid on their existing shares. Any agreement made under such authority shall be effective and binding on such members.

BUYBACK OF SHARES

40. Notwithstanding anything contained in these articles but subject to the provisions of Sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force the Company may purchase its own shares or other specified securities.

GENERAL MEETINGS

41. (i) All general meetings other than annual general meeting shall be called extraordinary general meeting.

(ii) The general meeting of the Company may be convened and conducted either physically or through Video Conferencing or other Audio-Visual Means, or in such other manner as may be prescribed under the provisions of the Companies Act, 2013 and the rules made thereunder.

(ii) A general meeting (including Extra Ordinary General Meeting) may be convened by giving not less than twenty-one days' notice either in writing or through electronic mode to all members whose name appear on the register of members at their registered address as appearing in the said register of members with the Company whether within or outside India. A general meeting may be held by giving a shorter notice in writing or by electronic mode with the consent of not less than ninety-five percent of the members of the Company entitled to vote at such meeting.

42. The Board may whenever it thinks fit call an extra ordinary general meeting. If at any time directors capable of acting who are sufficient in number to form a quorum are not within India any director or any two members of the Company may call an extraordinary general meeting in the same manner as nearly as possible as that in which such a meeting may be called by the Board.



PROCEEDINGS OF GENERAL MEETINGS

43. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise provided herein, the quorum for General Meetings shall be as provided in Section 103 of the Companies Act, 2013.
44. The Chairperson if any of the Board shall preside as Chairperson at every general meeting of the Company.
45. If there is no such Chairperson or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairperson of the meeting the directors present shall elect one of their members to be Chairperson of the meeting.
46. If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting the members present shall choose one of their members to be Chairperson of the meeting.

ADJOURNMENT OF MEETING

47. The Chairperson may with the consent of any meeting at which a quorum is present and shall if so, directed by the meeting adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid and as provided in Section 103 of the Act it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

VOTING RIGHTS

48. Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands every member present in person shall have one vote and on a poll the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.

The holders of preference shares shall have the right to vote only on resolutions which directly affect the rights attached to such preference shares and on any resolution for the winding up of the Company or for the repayment or reduction of equity or preference share capital, in accordance with Section 47 of the Companies Act, 2013.

Provided that where dividends in respect of a class of preference shares have not been paid for a period of two years or more, such preference shareholders shall have the right



to vote on all resolutions placed before the Company, and their voting rights shall be in proportion to the paid-up value of the preference shares held by them.

49. A Member may exercise his vote at a meeting by electronic means (E-Voting) in accordance with the provisions of Section 108 of the Companies Act, 2013, read with the rules made thereunder, and shall vote only once.

The Company may also transact such business as may be required or permitted to be conducted by means of postal ballot in accordance with the provisions of Section 110 of the Companies Act, 2013, and rules made thereunder.

50. Subject to the provisions of the Act and these Articles, all matters requiring an ordinary resolution shall be decided by a simple majority of the votes cast by the Members entitled to vote thereon, and all matters requiring a special resolution shall be decided by such majority as is prescribed under the Companies Act, 2013.

51. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

52. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote whether on a show of hands or on a poll by his committee or other legal guardian and any such committee or guardian may on a poll vote by proxy.

53. Any business other than that upon which a poll has been demanded maybe proceeded with pending the taking of the poll.

54. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

55. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

PROXY

56. The instrument appointing a proxy and the power-of-attorney or other authority if any under which it is signed or a notarized copy of that power or authority shall be



deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

57. An instrument appointing a proxy shall be in the form as prescribed in the rules made under Section 105.

58. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given. Provided that no intimation in writing of such death insanity revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

BOARD OF DIRECTORS

59. Composition of the Board

i. The number of Directors of the Company shall not be less than three and not more than fifteen. The first directors of the Company are:

1. Mr. Sanjay Gupta

2. Ms. Kavita Gupta

Unless and until otherwise determined by the Company in general meeting, the number of Directors shall not exceed fifteen, including any Directors nominated by financial institutions.

ii. Subject to the applicable statutory provisions of the Act, the Board may appoint one or more of their number as Managing Director or Managing Directors, whole-time Director or whole-time Directors, at such remuneration and upon such conditions as they think fit.

iii. The Company shall ensure compliance with the applicable provisions of the Act, the rules made thereunder, and other applicable laws relating to the composition of its Board of Directors, including the requirements as to the minimum and maximum number of Directors, appointment of independent Directors, a woman Director, a Resident Director, and such other category of Directors as may be prescribed under the applicable law.

iv. The Board of Directors shall be constituted in accordance with the provisions of the Act, the rules made thereunder, these Articles, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure



Requirements) Regulations, 2015. The Board shall maintain an appropriate balance of executive, non-executive, and independent Directors, and the Company shall comply with all applicable corporate governance requirements prescribed for listed entities under the applicable laws.

- v. Every Director shall perform his or her duties in accordance with Section 166 of the Act and shall act in good faith, exercise due care, skill, and diligence, avoid conflicts of interest, and comply with all applicable laws, rules, regulations, and obligations applicable to the Company and its Directors.

60. **Managerial Remuneration to KMPs**

- i. Subject to the provisions of the Companies Act, 2013, the rules made thereunder, the Securities and Exchange Board of India Act, 1992, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable laws, regulations and guidelines, as amended from time to time, the Managing Director, Whole-time Director, Manager and other Executive Directors of the Company shall be entitled to receive such remuneration as may be approved by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and by the Members of the Company wherever such approval is required.
- ii. The remuneration may consist of fixed pay, salary, allowances, perquisites, commission, performance-linked incentives, bonus, stock options or other share-based benefits, retirement benefits, reimbursement of expenses, and such other components as may be approved in accordance with applicable law.
- iii. The aggregate and individual remuneration payable to Managerial Personnel shall be in accordance with the provisions of the Companies Act, 2013, Schedule V thereto, the applicable SEBI Regulations, and such other statutory provisions as may be applicable from time to time.
- iv. In the event of absence or inadequacy of profits in any financial year, remuneration may be paid in accordance with the provisions of Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof, subject to such approvals as may be required under applicable law.
- v. The Board shall have the power to revise, vary or restructure the remuneration payable to any Director or Managerial Personnel within the limits and subject to the approvals prescribed under applicable law.
- vi. All remuneration paid under this Article shall be subject to the Company's Remuneration Policy, the recommendation of the Nomination and Remuneration Committee, shareholder approvals wherever required, and compliance with all applicable statutory and regulatory requirements.



61. Remuneration of Directors

- i. Non-Executive Directors and Independent Directors may be paid sitting fees, commission, profit-related commission, reimbursement of expenses and such other remuneration as may be approved by the Members and permitted under the Companies Act, 2013, the SEBI Regulations and other applicable laws.
 - ii. Subject to the provisions of the Act, a Director may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.
 - iii. Subject to the provisions of the Act and Rules made thereunder the fees payable to a Director for attending the meetings of the Board or Committee thereof shall be such sum as may be decided by the Board of Directors from time to time within the limits prescribed under the Act.
 - iv. The remuneration of the Directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day to day and shall be paid in accordance with the provisions of Section 197 and Schedule (Part II, Section II) of the Companies Act, 2013 read with the rules made thereunder. It shall also be applicable in case of no profit or inadequate profit.
 - v. In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel, and other expenses properly incurred by them-(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company or (b) in connection with the business of the Company.
 - vi. Subject to the provisions of the Act, a Director may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.
 - vii. Subject to the provisions of the Act and Rules made thereunder the fees payable to a Director for attending the meetings of the Board or Committee thereof shall be such sum as may be decided by the Board of Directors from time to time within the limits prescribed under the Act.
62. The Directors may be paid sitting fees for attending meetings of the Board or Committees thereof and may be reimbursed for expenses incurred in connection with the affairs of the Company, in accordance with the provisions of the Act and applicable laws.

Powers of the Board

63. i. The business of the Company shall be managed by the Directors, who may pay all expenses incurred in getting the Company registered, and may exercise all such powers of the Company as are not by the Act or any statutory modification thereof for the time



being in force, or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of Act and to such regulations being not inconsistent with the aforesaid regulations or provisions and as may be prescribed by the Company in General Meeting. But no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

ii. In furtherance of and without prejudice to the general powers conferred by or implied in the immediately preceding Article and other powers conferred by these Articles, it is hereby declared that the Directors shall be competent to carry out all such objects set forth in the Memorandum of Association as may lawfully be carried out by them and to do the following acts and things:

- a. To pay off expenses for the promotion, establishment and registration of the Company and for procuring its Capital to be subscribed.
- b. To take on lease, purchase or otherwise acquire or obtain in any lawful manner on behalf of the Company and property movable or immovable, or rights, privileges, things or services which the Company may purchase, acquire, or obtain and to pay for the same, either wholly or partly in cash in shares, bonds, debentures or other securities of the Company, and any such shares may be issued either credited as fully paid-up or as agreed upon.
- c. Subject to the provisions of the Act, to lease out any property of the Company for such rent and subject to such conditions as may be thought desirable and to sell or otherwise dispose off or deal with any specific movable or immovable property or other assets of the Company and to do and execute all such acts, deeds and things in the name and on behalf of the Company as they may consider necessary or expedient for or in relation to such matters provided that the Directors shall not have power to sell the undertaking of the Company except with the sanction in general meeting.
- d. Subject to the provisions of the Act in so far as they apply, to appoint, remove or suspend managers, secretaries, officers, clerks, agents, or servants, and to direct and control them and to fix and pay their remuneration.
- e. To enter into negotiations and agreements or contracts (preliminary, conditional or final) and to give effect, to modify, vary or rescind the same and if necessary, to bind the Company in penalties for the due performance of any such contracts.
- f. To exercise the borrowing powers of the Company subject to the provisions of the Act and secure the repayment of any sum or sums so borrowed or raised in such manner and upon such terms and conditions in all respects as they think fit and in particular, by the issue of bonds, debentures or debenture stock on any



mortgage or charge or other security on the undertaking or the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.

- g. To appoint agents and attorneys for the Company, either in this country or abroad, with such powers (including power to sub-delegate) as may be thought fit.
- h. To enter into any arrangements with any Company, firm or person carrying on the business similar to that of this Company, for mutual concessions, or for any joint working combination, or for any restriction upon competition, or for any pooling of business or profits that may seem desirable, and to carry the same into effect.
- i. To give award or allow any pension, gratuity, benefit or compensation to any employee of the Company, or his widow, children, relatives or dependents that may appear to the Directors just or proper, whether such employee or other recipient has or has not a legal claim upon the Company, and to make any contributions to any charitable or public purpose, subject to the applicable statutory provisions of Companies Act, 2013.
- j. To commence and carry out, or defend, abandon, or compromise any legal proceedings, bankruptcy, on behalf of or concerning the Company or any of its Directors or Officers, or to refer any claims or demands by or against the Company to arbitration, and to observe and perform the awards and to accept compensations from or give time to any debtor or contributory owing money or alleged to owe money to the Company, provided such debtor be not a Director of the Company in which case no remission shall be made without the consent of the Company in general meetings.
- k. To engage or appoint, solicitors, advocates, attorneys or other law agents for the above purposes or for generally protecting or assisting to carry on the business of the Company on such terms as they may consider proper and from time to time to revoke such appointments.
- l. To give receipts, releases and discharges on behalf of the Company.
- m. To invest and deal with any of the moneys of the Company not immediately required for the purpose of its business in such manner as they think fit, and to vary such investments or realize the amounts invested therein.
- n. To open on behalf of the Company an account or accounts with such bank or banks as they may select or appoint, and also by such signatures as they may appoint, to draw, accept, make, endorse, sign and execute, cheques, bills of exchange and promissory note, bills of lading, receipts, contracts and agreements.



bonds, mortgages, proxies and other documents on behalf of and to further the interest of the Company.

- o. To give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Company and to secure such Director or other person against loss by giving him a mortgage or charge upon the whole or any part of the property of the Company by way of security.
 - p. To remunerate any person rendering services to the Company, whether in its regular employment or not, in such manner as may deem fit, whether by cash, salary, bonus, or shares or debentures, or by a commission or share of profits either in any particular transaction or generally, or otherwise.
 - q. To fix the financial year of the Company.
 - r. To appoint any person or persons to hold in trust for the Company or property belonging to the Company or in which it is interested or for any other purpose and to execute all such things as may be necessary or requisite in relation to any such trust.
 - s. And if so determined by the Board, the authority of any one Director shall be sufficient for the institution, conduct, defense, compromise or abandonment of any legal proceedings of any kind by or against the Company and one Director shall have power to execute and sign on behalf of the Company, and without using the seal of the Company, retainers, warrants or attorney, vakalath and any other form or forms of authority to Solicitors, Advocates and all other persons for any purpose and any one Director may attend and vote on behalf of the Company at any meetings and also any one Director appear, or attend before any Registrar of Documents or other official and acknowledge on the Company's behalf (without any necessity of using the Company's seal) the execution of any deed or document which may be executed by the Company and require registration.
64. The Company may exercise the powers conferred on it by Section 88 with regard to the keeping of a foreign register and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.
65. All cheques, promissory notes, drafts, hundis, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed drawn accepted endorsed or otherwise executed as the case may be by such person and in such manner as the Board shall from time to time by resolution determine.
66. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.



67. Subject to the provisions of the Act, these Articles, and applicable laws, the Board shall be entitled to exercise all such powers and to do all such acts, deeds, and things as the Company is authorised to exercise and do, except those matters which are required to be exercised or done by the Members in General Meeting. The Board shall exercise its powers in accordance with the provisions of the Act, these Articles, applicable regulations of the Securities and Exchange Board of India, and the requirements of the relevant stock exchanges, wherever applicable.
68. Without prejudice to the general powers conferred upon the Board under these Articles, the Board may exercise all powers necessary or expedient for the management and affairs of the Company, including the power to issue securities, borrow money, invest the funds of the Company, acquire businesses or assets, appoint officers and employees, constitute committees, enter into contracts and arrangements, and undertake such other corporate actions as may be permitted under applicable law.

Appointment of Directors

69. (i) Subject to the provisions of Section 149, the Board shall have power at any time and from time to time to appoint a person as an additional director provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.
- (ii) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.
- (iii) In accordance with Section 161 of the Companies Act, 2013 and other applicable provisions of the Act, the Board may appoint an alternate director duly recommended for such appointment by a Director (herein after called the original director) to act for him during his absence for period of not less than three months or such period allowed by the Act from the State in which the meetings of the Board are ordinarily held. An alternate director appointed under this Article shall not hold office as such for a longer period than that is permissible to the original director in whose place he has been appointed and shall vacate office if and when the original directorship is terminated. Any provision in the Act or these Articles for the automatic reappointment of retiring Directors shall apply to the original director and not to the alternate director.
- (iv) The Directors may appoint any person to fill a casual vacancy on Board. A person appointed as a Director to fill a casual vacancy on the Board shall hold office only up to the date up to which the Director whose vacancy he has filled would have held office. The Directors shall have the power at any time and from time to time to appoint any



person as a Nominee Director (subject to the provisions of Section 161 of the Companies Act, 2013).

(v) The Company shall appoint such number of Independent Directors as may be required under Section 149 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder. The appointment, qualification, tenure, re-appointment, resignation, removal and evaluation of Independent Directors shall be governed in accordance with the provisions of Section 149, Section 150 and Section 152 of the Act and the applicable rules made thereunder. An Independent Director shall not be liable to retire by rotation and shall hold office for such term as may be prescribed under the Act.

70. The Company shall appoint such number of Woman Director as may be required.

Retirement by Rotation

71. Unless otherwise exempted under the provisions of the Act and these Articles, the Directors liable to retire by rotation shall retire at every Annual General Meeting and shall be eligible for re-appointment in accordance with the applicable provisions of the Act and other applicable laws. The Board of Directors shall have the power to determine which of the Directors shall be liable to retire by rotation and which shall not be so liable, in accordance with applicable law.

Resignation of Directors

72. A Director may resign from office by giving notice to the Company in accordance with Section 168 of the Act. The Company shall comply with all statutory filing, disclosure, and other applicable requirements relating to the resignation of Directors as prescribed under the Act and other applicable laws.

Removal of Directors

73. The Company may remove a Director from office in accordance with Section 169 of the Act and other applicable laws. A Director proposed to be removed shall be entitled to be heard before such removal in accordance with the provisions of the Act and applicable law.

PROCEEDINGS OF THE BOARD

Board Meetings

74. (i) The Board of Directors may meet for the conduct of business adjourn and otherwise regulate its meetings as it thinks fit and can conduct meeting on shorter notice.

(ii) A director may and the manager or secretary on the requisition of a director shall at any time summon a meeting of the Board.



(iii) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio-visual means or teleconferencing as may be prescribed by the Rules or permitted under law.

75. Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes the Chairperson of the Board if any shall have a second or casting vote.
76. The continuing directors may act notwithstanding any vacancy in the Board but if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum or of summoning a general meeting of the Company but for no other purpose.

Chairperson of the Board

77. The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the directors present may choose one of their number to be Chairperson of the meeting.

Board Committees

78. The Board may subject to the provisions of the Act delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
79. A committee may elect a Chairperson of its meetings. If no such Chairperson is elected or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting the members present may choose one of their members to be Chairperson of the meeting.
80. A committee may meet and adjourn as it thinks fit. Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present and in case of an equality of votes the Chairperson shall have a second or casting vote.
81. The Company shall constitute an Audit Committee in accordance with Section 177 of the Act and applicable SEBI regulations, wherever applicable. The Audit Committee shall consist of such number of Directors, including Independent Directors, as may be prescribed under applicable laws. The functions of the Audit Committee shall include oversight of financial reporting, recommendation regarding the appointment and remuneration of auditors, review of financial statements, evaluation of internal financial



controls, review of related party transactions, and such other functions as may be prescribed under applicable law.

82. The Company shall constitute a Nomination and Remuneration Committee wherever required under applicable laws. The Committee shall identify persons qualified for appointment as Directors and senior management, recommend remuneration policies, evaluate the performance of Directors, and perform such other functions as may be prescribed under applicable law.
83. The Company shall constitute a Stakeholders Relationship Committee wherever required under applicable laws. The Committee shall consider and resolve grievances of security holders relating to transfer of securities, non-receipt of dividends, non-receipt of annual reports, and other investor complaints in accordance with applicable laws.
84. The Company shall constitute a Risk Management Committee wherever required under the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee shall assist the Board in identifying risks, developing risk management policies, monitoring risk mitigation measures, and performing such other functions as may be prescribed under applicable law.
85. Where applicable, the Company shall constitute a Corporate Social Responsibility Committee in accordance with Section 135 of the Act. The CSR Committee shall formulate the CSR policy, recommend CSR expenditure, monitor the implementation of CSR activities, and perform such other functions as may be prescribed under applicable law.
86. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director shall notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid or that they or any of them were disqualified be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
87. Save as otherwise expressly provided in the Act a resolution in writing signed by all the members of the Board or of a committee thereof for the time being entitled to receive notice of a meeting of the Board or committee shall be valid and effective as if it had been passed at a meeting of the Board or committee duly convened and held.
88. In addition to the committees required under the Companies Act, 2013, the rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any other applicable law, the Board may constitute such other committees, sub



committees, task forces, or working groups as it may consider necessary or expedient for the efficient management of the affairs of the Company, and may delegate to such committees such powers, duties, and functions as may be permitted under applicable law.

Disclosure of Interest

89. Every Director shall disclose his or her concern or interest in any company, body corporate, firm, or other association of individuals in accordance with the provisions of the Act and applicable laws. The Company shall maintain proper records of such disclosures as required under applicable law.
90. A Director who is directly or indirectly concerned or interested in any contract or arrangement entered into or proposed to be entered into by the Company shall disclose such concern or interest and shall comply with all restrictions relating to participation in discussions or voting as prescribed under the Act and applicable laws.

Circular Resolutions

91. Subject to the provisions of Section 175 of the Companies Act, 2013, the rules made thereunder, and all other applicable laws, regulations and Secretarial Standards, the Board of Directors may pass resolutions by circulation. A resolution proposed to be passed by circulation shall be circulated, together with the necessary papers, to all the Directors or members of the Committee, as the case may be, at their addresses registered with the Company by hand delivery, post, courier, electronic means or such other mode as may be prescribed under applicable law.

A resolution duly passed by circulation in accordance with the provisions of the Companies Act, 2013 and applicable law shall be as valid and effective as if it had been passed at a duly convened meeting of the Board or the Committee, as the case may be.

Borrowing Powers

92. Subject to the provisions of the Companies Act, 2013, the rules made thereunder, these Articles and all other applicable laws, the Board of Directors may, from time to time, raise or borrow or secure the payment of any sum or sums of money for the purposes of the Company in such manner and upon such terms and conditions as it may deem fit, including by way of loans, credit facilities, issue of debentures, bonds or other securities or instruments, whether convertible or non-convertible, and may create, modify or release any mortgage, charge, lien, pledge or other security or encumbrance over the whole or any part of the undertaking, property or assets of the Company, whether present or future, in accordance with applicable law.



93. The powers of the Board to borrow monies and to create security in respect thereof shall be exercised subject to the provisions of the Companies Act, 2013, including Section 180 thereof, these Articles, the applicable regulations of the Securities and Exchange Board of India, the requirements of the recognised stock exchanges on which the securities of the Company are listed, and such approvals, consents or sanctions of the Members or other authorities as may be required under applicable law from time to time.

CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER

94. Subject to the provisions of the Act, a Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer may be appointed by the Board for such term at such remuneration and upon such conditions as it may think fit and any Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer so appointed may be removed by means of a resolution of the Board. A director may be appointed as Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.
95. A provision of the Act or these regulations requiring or authorizing a thing to be done by or to a director and Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer shall not be satisfied by its being done by or to the same person acting both as director and as or in place of Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer.

SEAL

96. (i) The Board shall provide for the safe custody of the seal.
- (ii) The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

DIVIDENDS AND RESERVE

97. The Company in general meeting may declare dividends but no dividend shall exceed the amount recommended by the Board.

Where the Company has issued preference share capital, the holders of such preference shares shall, subject to the terms of issue thereof and in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder, be entitled to payment of dividend in priority to the holders of equity shares.



98. Subject to the provisions of Section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.
99. Subject to the provisions of the Act, the rules made thereunder, and these Articles, the Company may fix a record date for determining the eligibility of Members for the purpose of declaration of dividend, exercise of voting rights, allotment of bonus shares, entitlement under a rights issue, or for any other corporate action as may be permitted under the applicable law.
100. Subject to the provisions of the Act, the rules made thereunder, and these Articles, the Company may close the Register of Members and the Share Transfer Books for such period and in such manner as may be permitted under the Companies Act, 2013, the applicable regulations of the Securities and Exchange Board of India, and other applicable laws.
101. The Board may before recommending any dividend set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall at the discretion of the Board be applicable for any purpose to which the profits of the Company may be properly applied including provision for meeting contingencies or for equalizing dividends and pending such application may at the like discretion either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may from time to time thinks fit. The Board may also carry forward any profits which it may consider necessary not to divide without setting them aside as a reserve.
102. Subject to the rights of persons if any entitled to shares with special rights as to dividends all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid but if and so long as nothing is paid upon any of the shares in the Company dividends may be declared and paid according to the amounts of the shares. No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.



103. The Board may deduct from any dividend payable to any member all sums of money if any presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.
104. (i) Any dividend interest or other monies payable in cash in respect of shares may be paid by cheque or warrant or in any electronic mode sent through the post directed to the registered address of the holder or in the case of joint holders to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct.
(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
105. Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
106. Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.
107. No dividend shall bear interest against the Company.

ACCOUNTS

108. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors. No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.
109. The Board shall prepare the financial statements of the Company in accordance with the provisions of the Act, applicable accounting standards, the requirements of the Securities and Exchange Board of India, and the regulations of the relevant stock exchanges, wherever applicable.
110. The Board shall prepare and submit its report to the Members along with the financial statements in accordance with Section 134 of the Act. The Board's Report shall contain all disclosures and information required under the Act and other applicable laws.
111. The Company shall appoint statutory auditors in accordance with the provisions of the Act. The appointment, remuneration, powers, duties, and other matters relating to the auditors shall be governed by the applicable provisions of the Act and other applicable laws.



112. The auditors of the Company shall have such rights, powers, duties, and obligations as are prescribed under the Act and applicable laws. The auditors shall report to the Members on the financial statements examined by them in accordance with the provisions of applicable law.

113. The Company shall conduct a secretarial audit wherever required under Section 204 of the Act and applicable laws. The Company shall comply with the observations, qualifications, and reporting requirements arising from such audit in accordance with the provisions of applicable law.

WINDING UP

114. Subject to the provisions of Chapter XX of the Act and rules made thereunder, If the Company shall be wound up, the liquidator may with the sanction of a special resolution of the Company and any other sanction required by the Act divide amongst the members in specie or kind the whole or any part of the assets of the Company whether they shall consist of property of the same kind or not. For the purpose aforesaid the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may with the like sanction vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

115. Every officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

INSURANCE FOR DIRECTORS AND OFFICERS

116. The Company may obtain and maintain insurance for its Directors, officers, Key Managerial Personnel and employees against such liabilities as may be permitted under the Companies Act, 2013 and other applicable laws.

SECRECY

117. Except as allowed by the Act or any other law or these Articles, no Member shall be entitled to visit or inspect the Company's properties without the permission of the Board of Directors or the Managing Director or to require discovery of or any information respecting any details of the Company's trading or any matter which is or



may be in the nature of trade secret, mystery of trade, or secret process which may relate to the conduct of the Company's business and which in the opinion of the Board of Directors, or Managing Director it will be inexpedient in the interest of the member of the Company to communicate to the public.

118. The Directors, officers, and employees of the Company shall maintain the confidentiality of all information obtained by them in the course of their duties and responsibilities. No confidential information shall be disclosed to any person except where such disclosure is required under applicable law, for the purpose of regulatory reporting, or with the approval of the Company.

AUTHORITY TO UNDERTAKE CORPORATE RESTRUCTURINGS

119. Notwithstanding anything contained in this Articles of Association, the Company is authorized to undertake any arrangement, scheme, or transaction involving amalgamation, merger, demerger, acquisition, or any other form of restructuring or reorganization, in accordance with the provisions of the Companies Act, 2013, and any amendments or modifications thereto, subject to necessary approvals from the Board of Directors, shareholders, and relevant regulatory authorities.

****DEBENTURES AND BONDS**

120. Pursuant to the provisions of Sections 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), the Company shall have power to issue debentures, bonds or other debt securities, whether secured or unsecured, convertible or non-convertible, redeemable, at par, premium or discount (where permitted by law), on such terms and conditions as the Board of Directors may determine from time to time.
121. The Board of Directors shall be authorized to determine all matters relating to such issue, including the rate of interest, tenure, mode and time of redemption or conversion, security, ranking, and other incidental terms, and to create, modify or release any charge or security in accordance with Section 77 of the Companies Act, 2013.
122. The Company may issue such debentures or bonds by way of public issue, private placement or otherwise, appoint debenture trustees, execute debenture trust deeds and carry out all acts, deeds and things as may be necessary in compliance with Section 71 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.



123. The Company shall comply with the requirements relating to Debenture Redemption Reserve or any other applicable regulatory requirement as prescribed under the Companies Act, 2013 and the rules made thereunder.

INVESTOR GRIEVANCE REDRESSAL

124. The Company shall establish appropriate mechanisms for the timely resolution of investor complaints and shall comply with all applicable requirements relating to investor services, transfer and transmission of securities, payment of dividends, and communication with Members and security holders.

COMPLIANCE WITH SEBI REGULATIONS

125. The Company shall comply with all applicable regulations, guidelines, and requirements issued by the Securities and Exchange Board of India, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, regulations relating to issue of securities, regulations relating to insider trading, and other applicable securities laws.

LISTING OBLIGATIONS

126. Where any securities of the Company are listed on any recognised stock exchange(s), the Company shall comply with the provisions of the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Companies Act, 2013, the rules and regulations made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listing agreements or other arrangements entered into with the recognised stock exchange(s), and all other applicable laws, rules, regulations, circulars and guidelines, as amended from time to time.

The Company shall make all necessary disclosures, filings, intimations, submissions and compliances with the recognised stock exchange(s), SEBI and other statutory authorities within the timelines and in the manner prescribed under applicable laws and regulations.

RELATED PARTY TRANSACTIONS

127. All related party transactions entered into by the Company shall be undertaken in accordance with the provisions of the Act, applicable accounting standards, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, and other applicable laws. The Audit Committee and the Board shall review and approve such transactions wherever required under applicable law.



INSIDER TRADING COMPLIANCE

128. The Company shall establish and maintain policies and procedures to prevent insider trading in accordance with applicable SEBI regulations. The Directors, officers, and designated persons of the Company shall comply with all applicable trading restrictions, disclosure requirements, and other obligations prescribed under the securities laws.

EXECUTION OF DOCUMENTS

129. Documents, deeds, instruments, and other writings may be executed on behalf of the Company by such persons as may be authorised by the Board. The Board may authorise Directors, Key Managerial Personnel, officers, or other representatives of the Company for the execution of documents on behalf of the Company.

INSURANCE FOR DIRECTORS AND OFFICERS

130. The Company may obtain and maintain insurance coverage for its Directors, officers, and employees, including such insurance as may be permitted under applicable laws.

DISTRIBUTION OF ASSETS

131. Subject to the provisions of the Act and applicable laws, upon winding up or dissolution of the Company, the surplus assets remaining after payment of all liabilities shall be distributed among the Members in accordance with their respective rights and interests in the Company.

COMPLIANCE WITH APPLICABLE LAWS

132. These Articles shall be read and interpreted subject to the provisions of the Companies Act, 2013, the rules made thereunder, applicable regulations of the Securities and Exchange Board of India, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, applicable stock exchange regulations, and all other applicable laws for the time being in force.

ALTERATION OF ARTICLES

133. The Company may alter these Articles by passing a Special Resolution in accordance with Section 14 of the Act. Any alteration of these Articles shall not be valid or effective to the extent that it is inconsistent with the provisions of the Act, the Memorandum of Association of the Company, applicable securities laws, or applicable listing requirements.

SAVING OF RIGHTS

134. Nothing contained in these Articles shall prejudice, limit, or otherwise affect any rights, obligations, liabilities, duties, or remedies created under or arising from the provisions of the Companies Act, 2013 or any other applicable law for the time being in force.



INTERPRETATION

135. These Articles shall be interpreted in accordance with the provisions of the Companies Act, 2013, the rules made thereunder, and all other applicable laws and regulations. If any question, ambiguity, or doubt arises regarding the interpretation or application of any provision of these Articles, the provisions of the Companies Act, 2013 and the applicable statutory rules, regulations, notifications, circulars, and judicial or regulatory interpretations shall prevail.

CERTIFICATION

136. The foregoing Articles of Association were adopted by the Members of Prima Agro Limited pursuant to the provisions of the Companies Act, 2013.



*CERTIFIED TRUE COPY
for PRIMA AGRO LIMITED*

[Signature]
GENERAL MANAGER (FINANCE)
& COMPANY SECRETARY

SUBSCRIBER DETAILS

Sl. No.	Name	Address, description and occupation	Signature
1.	SANJAY GUPTA	XLI/1289, 'Saket', St. Vincent Cross Road, Cochin-18 Son of S K Gupta Businessman	Sd/-
2.	KAVITA GUPTA	140, R. H. Road, D. No. 27, Luz Ginja, Madras -4 Daughter of S K Gupta Student	Sd/-

Dated this the Fifteenth day of July 1987.

Witness to the above signatures : Sd/-
 Name : C V Kuruvilla
 Father's Name : K K Varkey
 Occupation : Chartered Accountant
 Address : 37/3566, High Court Road, Ernakulam,
 Cochin-31



**CERTIFIED TRUE COPY
for PRIMA AGRO LIMITED**

[Signature]
 GENERAL MANAGER (FINANCE)
 & COMPANY SECRETARY