

THE COMPANIES ACT 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATES
OF

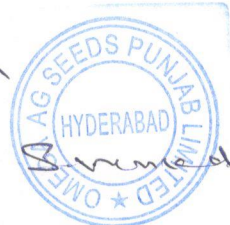
OMEGA AG-SEEDS (PUNJAB) LIMITED

- I. The name of the Company is **OMEGA AG- SEEDS (PANJAB) LIMITED**
- II. The Registered Office of the Company will be situated in the state of Telangana
- III. **A.THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON INCORPORATION:**

1. To develop/advanced technology in the field of cultivation and growing of hybrid varieties of every kind of seeds both edible and non-edible, like oilseeds, pulses, grains, vegetables, fruits, crops, fodder, saplings of every kind of trees for afforestation and other purpose and the dry farming activities in arid and semi- arid agricultural zones, including any agricultural produce to be grown on mother earth and soil.
2. *To carry on the business of purchasing, selling, trading, importing, exporting, distributing, storing, processing and dealing in all kinds of seeds, whether edible or non-edible, including oilseeds, pulses, grains, cereals, vegetables, fruits, crops, fodder, saplings, seedlings, plants and nursery products of all kinds, and all types of agricultural and allied produce grown or capable of being grown on land or soil, whether natural or cultivated; and to purchase, sell, trade, import, export, process, extract, manufacture, refine, distribute and otherwise deal in all types of oils, including crude, refined, perfumed and other specialty oils, derived from all oil-bearing commodities and seeds.
3. **
 - i. To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade all kinds of ayurvedic pharmaceuticals products, medicines, drugs, medicines, biologicals, healthcare, ayurvedic and dietary supplement products, medicinal preparations, vaccines, chemicals, chemical products and dry salters, also to engage in business of health care, life sciences, research and development, contract manufacturing in India and/or abroad.
 - ii. To manufacture, formulate, process, develop, refine, import, export, wholesale and/or retail trade in medicinal goods such as surgical instruments, contraceptives, photographic goods, oils, perfumes, cosmetics, patent medicines, soaps, artificial limbs, hospital requisites, proprietary medicines, veterinary medicines and tinctures extracts and to carry on the business of vialling, bottling, repacking, processing of tablets, capsules, syrups, injections, ointments, etc. and also, to carry on the business of chemists, druggists, buyers, sellers, agents, distributors and stockist of all kinds of pharmaceuticals and allied products.

*Alteration in the Main Object Clause (*alteration of existing Clause 2 and **insertion of new Clause 3) vide resolution passed by the Shareholders through Postal Ballot dated February 21, 2026*

Venkata Rao Sadhanala
Director
DIN: 02906270



- iii. To carry on the business of chemists, druggists and dealers, buyers, sellers, agents, distributors and stockiest of all kinds of ayurvedic pharmaceuticals and allied products in pharmaceutical, medicinal, chemical, industrial and other preparations and articles, compounds, cements, oils, phenyl, drugs, herbs and manufacturers of patent and other medicines, indigenous drugs, pharmaceutical, medicinal, industrial and other preparations.
- iv. To carry on the business of manufacture and sale of patent and non-patent medicines, drugs, mixtures, formulations, capsules, tablets, pills, powders, pharmaceuticals, chemicals, medical and medicinal products, preparations and materials, sterilized injections, needles, syringes, vaccines, chemical and surgical dressings and generally to carry on the business of manufacturers, buyers and sellers of and dealers in all kinds of medicines and medical preparations and drugs whatsoever and obtain patents of them.
- v. To carry on in India or abroad business of importers, merchants, general order suppliers, commission agents, representatives, distributors, royalty owner, contractors, auctioneers, indent agents, passage agents, factors, organizers, sale agents, sub agents, and insurance agents, in connection with the business as referred to in sub-clause (i) & (iv).

B. THE OBJECTS INCIDENTAL TO OR ANCILLARY TO THE ATTAINMENT OF MAIN OBJECTS:

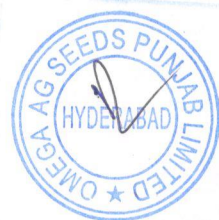
- 1. To carry on and establish Research and Development facilities with indigenous as well as imported know how and technologies for the improvement and up-gradation of existing farming activities in the agricultural field, including tissue Culture.
- 2. To develop the resources of and turn to account any lands and any rights and over or connected with land belonging to or in which the Company is interested and in particular by clearing, draining, fencing, planting, cultivating, building improving, farming, irrigating, grazing, and the establishment of towns villages and settlements.
- 3. To buy, all kinds of raw materials, machinery, plants, stores, grains, oil flour, pulses, oils, oil-cakes, bran, husks for the business of the Company.
- 4. Without prejudice to the generality of the foregoing, project programme of rural development shall mean and includes;
 - a. Assistance in the setting up of rural industries in selected area by the rural weak, to provide them self-employment.

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- b. Establishment and running of dispensaries, clinics, hospitals, family planning centers, maternity and children welfare centers and family welfare centers.
- c. Nutrition programmers for school children.
- d. Establishment and running of educational and vocational training centers, establishment of sports and recreation centers for students.
- e. Construction and maintenance of rural link roads, village, street, pavements and drainage and sanitary systems.
- f. Construction and maintenance of drinking water projects such as well, tube wells, etc. and cleaning oil wells and ponds.
- g. Rural electrification i.e., provisions of street lighting in village and electrification of harijan/tribal homes.
- h. Assistance to the weaker section of society in constructing houses at sites provided in rural areas by government village panchayat etc.
- i. Minor irrigation schemes including boring of tube wells and installation of pumping sets for the benefit of groups of small and marginal farmers.
- j. Supply of improved varieties of seeds and provisions of facilities for seeds testing to groups of small/marginal farmers and assistance to such farmers for establishing seed farms.
- k. Supply of fertilizers and insecticides to groups of small/marginal farmers and giving guidance and training to such farmers in the use of fertilizers, insecticides, etc.
- l. Assist the farmers, in improvement of cattle through establishment of veterinary dispensaries, artificial insemination centers etc., and in processing and marketing of the dairy products.
- m. Supply of plant protection equipment, sprayers, farm machinery, implements etc. to the village panchayat for the use of groups of small/marginal farmers.
- n. Assistance to groups of small/marginal farmers, landless laborers etc., in poultry farming, horticulture, pisciculture etc.
- o. Establishment of workshops for servicing and repair of farm machinery and training of artisan's machines etc. or any other program for promoting the social and economic welfare of the upliftment of the people in any rural area which is likely to promote and assist the rural development.

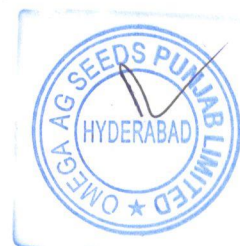
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And that the word 'rural areas' shall include such areas as may be regarded as rural areas under the provisions of income tax act, 1961 or any other law in force for the time being relating to rural development.

5. To undertake and custody and warehousing of merchandise goods and materials and provide good storage for materials and to provide cold storage and other special storage facilities.
6. To carry on the business as producers and dealers of food-stuffs and products of every description, whether for human, animal or poultry and piggery consumption fish, milk, butter, cream cheese, oil, fruits, vegetables, confectionary, sweet meats, jam, jellies, pickles, drinks beverages, and to carry on as distillers and masters in all its branches.
7. To purchase, take on lease, exchange or otherwise, acquire any land for agriculture, horticulture or otherwise to sell, give on lease, exchange or otherwise transfer any such land or lands.
8. To carry on the business of manufacturers, sellers, dealers, exporters, of and in all types of pumps, tractors, agricultural machinery and instruments and machine tool makers, generating sets, compressors, rock drillers, chain saws, vibrators, lawn mowers, threshers, powered winches weed powered cutters, soil rollers, air conditioners, humidifiers, and winnowing fans.
9. To carry on the business of undertaking and setting up projects on turn-key basis.
10. To establish preservation Centre at any place or places for the purpose of the company and to give subsidies to farmers, fisher men and other persons doing the business which the company is authorized to do or who can grow and/or procure necessary materials required by the company.
11. To carry on or to be interested in and to purchase, sell, deal in, acquire, exploit in India or elsew here, patents, copy rights, royalties, trademarks, trade names and other rights, of and in the articles and things the business of which is carried out by the company or the articles or things the company intends to carry on or otherwise, and to do, every business regarding the patents, copyrights, royalties, trademarks, tradenames and other rights.
12. To establish depots, agencies and service stations in different parts of India and abroad and to make experiments alone or jointly with others with a view to improving the company's products and business.
13. To provide for the welfare of any of the employees or past employees of the company including and the wives, widows, families, dependents or connections of such persons by grants of money, donations, allowances, bonuses or other payments from time to time subscribing to provident and other funds, institutions, association or trusts, and by providing, subscribing or contributing towards places of recreation, schools and other educational institutions, hospitals,

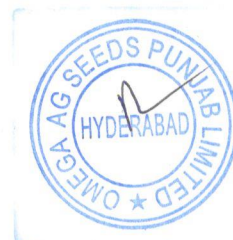
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dispensaries, medical and other attendances or building of dwelling houses or quarters or in similar manner as the company may think fit.

14. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, political or other institutions or projects which shall have any moral or other claims to support or aid by the company, either by reason of locality or operation, or of public and general utility or otherwise.
15. To purchase, charter, hire, or otherwise acquire vehicles for the businesses of the company.
16. To enter into any like or barter business involving the exchange or purchases and sales of any of the products and allied items dealt in by the company.
17. To act as contractors, suppliers, agents, importers, and exporters for any government or autonomous body or any firm, company, organization in the private or public sector in furtherance of any of the objects of the company.
18. To establish and maintain agencies branches or appoint representatives, agents, canvassers, selling and buying agents in India or abroad for sale, purchase, exchange, hire distribution or for any one or more of the objects of the company and to regulate and discontinue the same.
19. To apply for, take out, obtain, purchase or otherwise acquire and turn to account any copyrights, licenses, concessions, patent rights, or inventions, privileges, trademarks or secret processes which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit this Company and to use, exercise, develop or grant licenses, in respect of or otherwise turn to account the property, right or information to acquire and to expend money in experimenting upon and testing and improving or seeing to improve any patent rights, inventions, discoveries, process or information of the Company or which the Company may acquire or proposed to acquire.
20. To undertake the payment of all rents and the performance of all covenants, conditions and agreement contained in and reserved by any lease that may be granted or assigned to or be otherwise acquired by the Company.
21. The Company may at any time invite and receive or without any such invitation receive any gifts of immovable or movable property and offerings or voluntary donations or bequests, legacies either from the shareholder or from any other person for all or any of the objects of the Company with or without any special conditions provided such receipts or the conditions are not inconsistent with or derogatory to any of the objects of the Company.

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22. To acquire and take over as a going concern by purchase of, or on lease and to undertake, to carry on the whole or any part of the business together with the goodwill and trade name, property rights, and liabilities of any person or persons, firm or any Company carry on any business, any part of the purposes of which is within the objects of the Company or which the Company is authorized to carry on or possessed of property suitable for the purposes of the Company and to pay for same by shares debentures, debenture-stock, bonds, cash or otherwise and to conduct and carry on or liquidate and wind up and such business.
23. To amalgamate, enter into foreign or Indian technical, and/or financial collaboration, partnership or into any arrangement, for sharing or dealing profits, union of interest, co-operation, joint-venture, reciprocal concession, or otherwise with any person, firm, corporation or government or company carrying on, similar business and to lend money, to guarantee the contracts or otherwise assign any such person, firm or Company and to take or otherwise acquire and hold shares or securities of any such person, firms or companies, to sell, hold, reissue with or without guarantee or otherwise deal with the same.
24. To promote form and to be interested in, and take, hold and dispose of shares in any other Company having objects similar altogether or in part of those of this Company and to subsidize or assist any such Company financially or otherwise by issuing or subscribing for or guaranteeing the subscription and issue of shares, stocks, debenture- stock, or other securities of any property of this Company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such Company.
25. To enter into, make and perform contracts and arrangements, of every kind and description with Corporate Body, State or Central Government or any Companies, firms or persons that may seem conducive to the Company's objectives or any of them and to obtain from any such authority and rights, privileges, charters, contracts concessions, licenses or purchases and sale of any kind of goods, machinery, spare parts, securities, shares, stocks, debentures, which the Company for the time being may think desirable to obtain and to carry out, exercise and comply with such arrangements, rights, privileges and concessions.
26. To sell sublet, mortgage, lease, manage, develop exchange, dispose off or transfer the business, immovable or movable property and undertaking of the Company or any part thereof or any part of the property, rights and concessions of the Company in such manner and upon such terms and conditions and for such consideration as the Directors of the Company, for the time being may think fit to accept and in particular for cash, shares, debentures, debenture-stock, bonds or securities of any other Company having objects altogether or in part similar to those of this Company.

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27. To receive, raise, or borrow money from time to time for any of the purposes of the Company by bond, debentures or promissory notes or by taking credit, in or opening current accounts with any individual or firm or with any Bank of bankers and whether with or without giving any security, goods or other articles or by mortgaging, Pledging, charging, hypothecating or selling or receiving advances, or the sale of any lands, buildings and machinery, goods, assets or revenue of the Company, present or future, including its uncalled capital or by the issue of debentures, debenture- stock, perpetual or otherwise including debentures or debenture-stock convertible into shares of this or any other Company or to convey the same absolutely or in trust and give lenders powers of sale and other powers as may be expedient and to purchase, redeem or pay off such securities, subject to the provisions of Section 58A and directives of Reserve Bank of India.
28. To lend or deposit moneys belongings or entrusted to or at the disposal of the Company to such person or Company and in particular to customers and others having dealings with the Company with or without security upon such terms as may be thought proper and to invest or otherwise employ such moneys in such manner as may be thought proper and from time to time to vary such transactions. However, the Company shall not carry on banking business as defined under the Banking Regulation Act, 1949.
29. To invest and deal with the moneys of the Company not immediately required in immoveable properties, shares, stock bonds, debentures, obligations or other securities of any Company or association or in Government Securities or current or deposit account with banks or on the mortgage of immoveable properties of any tenure or on the pledge of moveable property or in any other manners may from time to time be determined by the Directors of the Company for the time being and from time to time, Sell or vary all such investment and execute all assignments, transfer, receipts and documents that may be necessary in that behalf.
30. To advance and/or to lend money, either with or without security and generally to such persons firms, associations, trusts, corporation, companies etc. Upon such terms and condition as the think fit.
31. To give guarantee for the performance or discharge of moneys by any persons, firms, and companies or governments of the state and to give indemnities.
32. To guarantee the payment of money un secured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contractors, mortgages, charges, obligations, instruments, stock and securities of any company or of any such authorities, supreme municipal local or otherwise or of any persons whomsoever, whether incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations.
33. To assist any company, financially or otherwise, or by issuing or guaranteeing the subscription and issue of capital, shares, stock, debentures, debenture-stock or other securities and to hold and deal in shares, stock and securities of any company, not with standing there may be liability

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there on.

34. To place, to reserve, or to distribute as bonus shares among the members or otherwise to apply any moneys received by way of premium on shares, or debentures issued at a premium by the company and moneys received in respect of forfeited shares and any moneys arising from the sale by the company of forfeited shares. Subject to the provisions of the companies act 1956, to distribute among the members in specie any property of the company or any proceeds of sale or disposal of any property of the company, in the event of winding up.
35. To draw, make, issue, accept, transfer and endorse, discount, execute and negotiate promissory notes, hundies, I bills of exchange, Cheques, drafts, bills of lading, letters of credit delivery orders, dock-warrants, railway or transport receipts, warehouse-keeper's certificates and other negotiable or commercial or mercantile instruments connected with the business of the company.
36. To open account with any bank or banks and to deposit moneys there in and to draw and endorse Cheques on and to withdraw moneys from such accounts and generally operate upon same (whether overdraft or not) as may be required for any of the objects or purpose of the company.
37. To insure any of the persons, properties, under-takings, contracts, guarantee or obligations or profits of the company, of every nature and kind in any manner whatsoever.
38. To refer any dispute, claim or demand by or against the company to arbitration and observe and perform the awards.
39. To employ experts to investigate and to examine into the conditions, prospects, value, character and circumstances of business concerns and undertakings and generally of any assets, property of rights.
40. To acquire from any person, firm or body corporate technical information, know- how, processes, plans, layouts and blue prints, useful for any of the business of the company and to acquire any grant or license and other rights and benefits in the foregoing matters and things.
41. To be interested in, promote and undertake the formation and establishment of such institutions, associations, chambers of commerce, or other bodies, business, agricultural trading or manufacturing within the objects of the Company as may be considered to be conducive to the profit and interest of the Company and to acquire promote and/or subsidise any industry or under taking.
42. To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise, and/or to make donations to any persons, Company or association and to subscribe or guarantee money for any national, international, charitable, benevolent,

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educational public object, activity, exhibition, or trade show, which may be the objects of the Company or in the interest of its members or for the welfare of the staff.

43. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the Company to the public or any section of the public as also any activity likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and to undertake, carry out , promote and sponsor any activity for publishing of any books, literature newspapers, etc., or for organizing lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance , to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or research's and institutions, funds, trusts, having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner and in order to implement any of the above mentioned objects or purposes, transfer with out consideration or at such far or concessional value and subject to the provisions of the act divest the ownership of any property of the company to or in favour of any public or local body or authority or central or state government or any public institution or trusts or funds.
44. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental stations work-shops for scientific and technical researches, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, training college, schools and other institutions for training, lectures meetings and conferences and by providing the remuneration of scientific or technical professors, or teachers and by providing for the award of exhibitions/scholarships, prizes grants and bursaries to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the company is authorized to carry on.
45. To enter into any arrangements and to take all necessary or proper steps with governments or with other authorities supreme, national, local, municipal including gram panchayaths or otherwise of any place in which the company may have interest and to carry on any negotiations or operations for the purpose of directly carrying out the objects of the company or effecting any modification in the constitution of the company or furthering the interests of its members and to oppose any such steps taken by the other company, firm or persons , which may be considered likely directly or indirectly to prejudice the interests of the company or its members and to promote or assist the promotion, whether directly or indirectly of any legislation which may appear to be in the interest of the company and to oppose and resist whether directly or indirectly legislation which may seem disadvantageous to the company and to obtain from any such government, authority or any company and charter, contracts, decrees, rights, agents, loans privileges or concessions which the company may think fit or desirable to obtain and to carry out, exercise and comply with any such arrangements, charters, contacts, decrees, rights, privileges or concession.

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46. To adopt such means of making known the business of the company as may seem expedient and in particular by the advertising in the press, radio, television, etc., by circulars, posters, by purchase and exhibition of works of art or interest, by publication of books and donations (including donations to any fund for charitable or public purpose).
47. To promote, form and register and aid in promotion formation and registration of any company or companies subsidiary or otherwise, for the purpose of acquiring all or any of the property, undertaking rights, and liabilities of such company and to be interested in or take or otherwise acquire, purchase, hold, sell or take or otherwise dispose of shares, debentures, and other securities in or of any such company, or any other company for all or any of the objects mentioned in this memorandum and to subsidize or otherwise assist any such company to undertake the management or other work, duties and business if any such company on such terms and conditions as may be arranged.
48. To create any depreciation fund reserve fund, sinking fund, insurance fund, dividends equalization fund, capital redemption or for repairing improving extending or maintaining any of the property of the company or for redemption of debentures or redeemable preference shares or for any other purpose what so ever conducive to the interest of the company. To provide for the welfare of the directors, ex- directors, employees or ex-employees of the company or its predecessors in the business and the wives and families of the dependents or connections of such persons by buildings or contributing to building of houses, dwellings, chawls or quarters or by grants of money, pensions, gratuities, non-contributory pensions or superannuation funds, allowances, bonuses, awards, profits sharing or other scheme or trusts and by providing or subscribing or contributing towards places of instructions and recreating, hospitals and dispensaries, medical and other attendance and other assistance as the company shall think fit and to establish maintain and grant scholarships monies to any persons for technical study and education in India and elsewhere in the world which may be necessary or useful for any of the objects of the company and to subscribe or otherwise to assist or to guarantee money to charitable benevolent religious scientific national or aid by the moral or other claim to support or aid by the company either by reason of locality of operation or of public and general utility or otherwise.
49. To aid, pecuniary or otherwise any association or movement having for an object the solution settlement or surmounting of agricultural, labor problems or troubles or the promotions of agriculture or trade.
50. To payout of the funds of the company all expenses of and incidental to the issue of subscription of the shares or loans commission or obtaining applications for or placing or guaranteeing the placing of shares of any debentures, debentures-stock and also all expenses attending the issue of any circular or notices and the printing, stamping, circulating, provides and forms to be filled up by the members of the company.
51. To do the above things and all such things as principals, agents, contractors, trustees or

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otherwise and as alone or in conjunction with others.

52. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the union of India and in any or all states, territories, possessions colonies and dependencies thereof in any or all foreign countries and for this purpose to appoint managers, agents either on salaries and commission and to have maintain and to discontinue such number of offices and agencies therein as may be convenient.
53. To procure the company to be registered or recognized in any part of the world.

C. OTHER OBJECTS:

1. To carry on business a manufacturers, processors, exporters, Importers, distributors and dealers in all types of synthetic resins such as alkyd resins of oxidizing, semi- oxidising or non-oxidising varieties modified alkyd resins of phenolated, styrenated, acrylated, siliconized, thixotropic, watersoluble, chain terminated or vinylated types pure or modified phenolic resins, estergum, resins, resin derivatives, resin modified alkyds, amino resins saturated and unsaturated polyesters, exosies, polyamides, ketonic resins, acrylic resins of all varieties , thermoplastic and thermosetting resins hydrocarbon resins, vinyl resins of different Types, polymeric plasticizers, polyethers, poly-carbonates, silicones, cellulosic, plastic, thermosetting and thermoplastic materials, plastic and resinous materials, elastomer emulsions, polymers surface active and tanning agents.
2. To carry on business as manufacturers, processors extractors, refiners, bleachers, exporters, importers, distributors and dealers in vegetable oils, marine oils and derivatives thereof.
3. To carry on the business of manufacturers and dealers, importers, exporters, of oil and color paints of types and all kinds including lacquers, enamels, paints, varnishes, oils, distempers, dry colors, minerals, disinfectants, turpentine, painting brushes, and /or any other items or items that can be manufactured or dealt with in connection with the business of the Company and compounds, derivatives, intermediates and by-products of all or any of them
4. To carry on business as manufacturers processors refiners, extractors, exporters, importers and dealers in all types of chemicals including basic chemicals, organic chemicals, rubber, chemicals mixed chemicals and chemical fertilizers, dyes, dyestuff and dyestuff intermediates (all types of pesticides, including insecticides, fungicides, herbicides, weedicides, drugs and pharmaceuticals including biological and therapeutic preparations) hormones including plant growth activators and regulators and other articles and compounds, ingredients and products and other things of any description for use in connection therewith.

To carry on the business of manufacturers of and dealers in chemical products of any nature and kind whatsoever and as wholesale and retail chemists and druggists, analytical chemists, dry-salters, oil and color men, importers, exporters and manufacturers of and dealers in heavy chemicals, alkalis, acids, drugs, tannins essences and pharmaceutical, photographic, sizing,

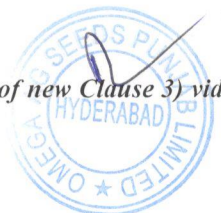
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medicinal, chemical, petro- chemical industrial and other preparations and articles of any nature and kind whatsoever, waxes natural and synthetic, industrial solvents and passing agents, extenders, rubber chemicals including vulcanisers, anti-oxidants, accelerators, reinforcing agents, carbon black silicon, compounds, drugs, softeners, bowing agents and special chemical substances, cement, oils, paints, plasticizers, and extenders, pigments and varnishes compounds, drugs, dy-stuffs, organics or mineral intermediates, makers of and dealers in proprietary articles of all kinds and of electrical, mechanical, chemical, photographic, surgical and scientific apparatus and materials.

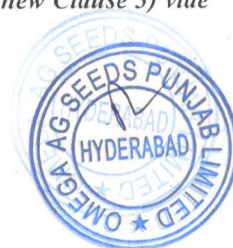
5. To manufacture, refine, manipulates, import, export and deal in salts and marine minerals and their derivatives, by-products and compounds of and nature and kind whatsoever.
6. To carry on the business of manufacturers and producers of fats, plasticizers, extenders, fertilizers, manures, dips, sprays, vermifuges, fungicides, medicines and remedies of all kinds for agricultural, fruit-growing or other purposes or as remedies for men or animals and vegetable life and whether produced from vegetable or animal matter or by any chemical, biological or synthetic processes.
7. To open or acquire or purchase, and hold tea gardens, estates and plantations and shall be considered expedient for the purposes of the Company and to plant, cultivate, export, buy and sell tea seed and other produce of the soil, and to prepare, manufacture and render the same marketable, and to buy sell, trade and deal in any such produces either in its prepared, manufactured or raw state, and to manufacture and sell tea shook's, tea boxes, seed boxes and other articles and in connection with the cultivation, manufacture, packing or sale of tea and any other produce of the soil and to carry on any business connected with any of the above purposes or convenient to be carried on therewith.
8. To cultivate tea, coffee, cinchona, rubber, all kinds of fruits, vegetables, flowers and trees and other produce and to carry on the business of tea planters in all its branches, to carry on and work the business of cultivators, winnowers and buyers of every kind of fruits, dried or otherwise, vegetables, flowers, mineral or other produce of the soil, to prepare, manufacture, and render marketable any such produce and to sell, dispose of and deal in any such produce, either in its prepared, manufactured or raw state and either by wholesale or retail.
9. To acquire, establish, promote and run or otherwise manage or carry on any industry, trade and business which the Directors may from time to time consider desirable, in India and or/ elsewhere in the world and generally to do business in all aspects of manufacturers, industrialists and financiers and to all such things as are usual or necessary in relation to or in connection with such industry and business.

*Alteration in the Main Object Clause (*alteration of existing Clause 2 and **insertion of new Clause 3) vide resolution passed by the Shareholders through Postal Ballot dated February 21, 2026*



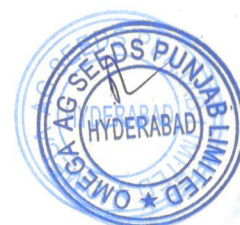
10. To carry on business as breeders of and dealers in livestock (including in that term horses, asses, donkeys, mules, pigs, cattle, sheep, goats and other animals) cattle agents, eggs, meats and produce salesmen, importers and exporters of livestock and to carry on the trade or; business of fell mongering, tanning and dealers in hides, fat, tallow, grease, offal and other animal products.
11. to cultivate, grow, produce or deal in any dairy products and to carry on the business of farmers, dairymen, contractors, dairy farmers, millers, purveyors and vendors of milk, cream, cheese, butter, poultry and provisions, of all kinds, growers of and dealers in corn, hay and straw, seeds men, and nursery men, and to buy, sell and trade in any goods usually traded in any of the above business or any other business associated with the farming interest which may be advantageously carried on by the Company.
12. To purchase, sell, import, export, produce or otherwise deal in preserved vegetables, tinned-fruits, and all types of food products, food grains, develop and exploit farms, horticulture, animal husbandry, dairy, poultry and allied farming lines which can be conveniently carried on in farming business or to assist anyone in this business and to carry on the business of farming and serial spraying.
13. To acquire, collect and gather by fishing or purchase all varieties of sea food including prawns, shrimps, lobsters, pomfrets, etc, and to process, pack and prepare the same for sale and export.
14. To acquire, construct, operate, buy, sell, or work flour mills, sugar mills, dal and basin mills, rice mills, paper mills, oil refineries, and weaving mills soap stones mills, and candle manufacturing factories.
15. To carry on business as bakers and manufacturers of and dealers in bread, flour, Rawa, Maida, biscuits, and farinaceous compounds and materials of every description.
16. To carry on business as brewers, distillers and manufacturers of and merchants and dealers, in vinegar, acetic acid, glucose, wines, spirits, beers, porter, malts, hops, grain, meal yeast, aerated water carbonic acid gas, mustard, pickles sauces, condiments of all kinds, cocoa, coffee, preserves and all or any other commodities and things which may be conveniently used or manufactured in conjunction with any of the above business.
17. To carry on the business of tobacconist in all its branches and to sell, make up and manufacture tobacco, Cigars, Cigarettes, snuffs and other articles usually sold by tobacconists
18. To carry on the business of timber and timber yard and saw mill proprietors, and to buy, sell, prepare for the market, import, export and deal in timber and wood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber or wood is used, to carry on the business of logging and lumbering, purchasing, acquiring and leasing timber berths, and so far as may be deemed expedient the business of general merchants.

*Alteration in the Main Object Clause (*alteration of existing Clause 2 and **insertion of new Clause 3) vide resolution passed by the Shareholders through Postal Ballot dated February 21, 2026*



19. To carry on the business as manufacturers of and dealers in plywood, hardwood, for flooring and other purposes, boxes, windows, doors, wood-pulp, wood, wool, masts, spares, derricks, sleepers wholly or partly made from wood, bricks, cement or stone.
20. To carry on the business of manufacturers or dealers in pulp and paper of all kinds, and articles made from paper or pulp and materials used in the manufacture or treatment of paper, including cardboard, mill boards and oil papers and packing cartoons and newsprints and photographic raw films.
21. to carry on all or any of the business of manufacturers, imports, exporters, buyers, sellers, and distributing agents of and dealers in all kinds of patent, pharmaceutical, medicinal and medicated preparations, patent, medicines, drugs, herbs and in pharmaceuticals, medicinal, proprietary and industrial preparations, compounds and articles of kind, chemists, druggists and chemical manufacturers and to manufacture, makeup, prepare, buy, sell and deal in all articles, substances, and things commonly or conveniently used in or from making up preparing or packing any of the products.
22. To carry on the business of spinning, weaving, manufacturing or dealing in jute, hemp, cotton, wool, silk, flex or any other substances and the cultivation thereof and the business of buyers and sellers of any such fibrous substances or manufacturing, curing, preparing, dyeing or coloring processes and mercantile business that may be necessary or expedient thereto, and to purchase and vend raw materials and manufactured articles.
23. To manufacture, purchase, sell, import, export or otherwise deal in paper, newsprints, paper board, strawboard, hardboard, fiberboard, chipboard, corrugated paper, transparent paper, craft-paper, carbons, inks, parchment and corks.
24. To manufacture, assemble fabricate, import export, buy, sell, distribute, lease out or otherwise deal in all kinds and types of hand tools such as spanners, wrenches, pliers, water pump pliers, alien keys, screw drivers, wrench pipes, chisels, sledge hammers, pick axes, nuts, bolts, bolt clippers, wire cutters, hacksaw blades, socket sets, vices, screws, automatic machinable materials, dies, tools, jigs, fixtures, electronic and mechanical instruments, goods and equipment and allied products used in any industry or for defense, communications, aviation transport, medical research, recreational, educational or domestic purpose and install service or repair, overhaul and maintain all such equipment's.
25. To carry on, acquire and/or take over business of and/or act as selling agents, purchasing agents forwarding agents, sub-agents or agents of any kind of description or as producers, buyers, sellers, distributors of suppliers for and to any Government, Indian State or any other public authority or officer and any other person, firm corporate or incorporate body and/or association of persons and/or to do business in any produce goods, commodity, merchandise, article or thing and to do any other business, which may be usefully carried on, in connection with such business or is necessary or usual in connection with the business of acting as agents or as producers, buyers, sellers, distributors or suppliers for any produce, commodity, merchandise article or thing and for that purpose to enter into necessary agreements, deeds and arrangements.

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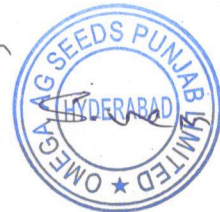
AND IT IS HEREBY DECLARED THAT:

- (i) The objects incidental or ancillary to the attainment of the main objects of the Company as aforesaid shall also be incidental or ancillary to the attainment of the other objects of the Company herein mentioned.
- (ii) The word "Company" (save when used with reference to this Company) in this memorandum shall be deemed to include any partnership or other body or association of persons whether incorporated or not and wherever domiciled.
- (iii) The objects set forth in each of the several clauses of paragraph III hereto shall extend to any part of the world and shall have the widest possible construction.
- (iv) Subject to the provisions of the Companies Act, 1956 the objects set forth in any clause of sub-paragraph (C) above shall be independent and shall be in no way limited or restricted by reference to or inference from the terms of any of the clauses in sub-paragraph (A) or by the name of the Company. None of the clauses in sub-paragraph (C) or the objects therein or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in any of the clauses of sub-paragraph (A).
- (v) Nothing in this paragraph shall authorize the Company to do any business which may fall within the purview of the Banking Regulation Act, 1949 or insurance Act, 1938.

IV. The Liability of the Members is Limited.

V. ***The Authorized Share Capital of Company is Rs. 25,00,00,000 (Rupees Twenty-Five Crores only) divided in to 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs.10/- (Rupees Ten only) each.

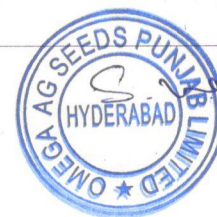
Nenaka Rao Sathana
Director
DIN: 02906370



*Alteration in the Main Object Clause (*alteration of existing Clause 2 and **insertion of new Clause 3) vide resolution passed by the Shareholders through Postal Ballot dated February 21, 2026*

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

Sr. No.	Name, address, description & Occupation of the subscriber	Signature of the subscriber	Number of Equity Shares taken by each subscriber	Signature, Names, addresses, Occupation & description of witness
1.	Mr. Subhash B. Vaishampayan S/o. Balwant K. Vaishampayan 81205, Nandadeep New MIG Colony, Bandra (East), BOMBAY-400051. BUSINESS	Sd/-	100 One Hundred	
2.	Mr. Nitin M. Parekh S/o. Mr. Manharlal Parekh H-21, Maker Towers G.D. Somani Marg, Cuffe Parade, BOMBAY-400005. BUSINESS	Sd/-	100 One Hundred	
3.	Mr. Mayur M. Parekh S/o. Mr. Manharlal H. Parekh F-501, Vishal Apartment M.V. Road, Andheri (East), BOMBAY-400069. BUSINESS	Sd/-	100 One Hundred	
4.	Mr. Kiran M. Mehta S/o. Mr. Mahendra B. Mehta E-103/104, Vishal Apartment Andheri (East), BOMBAY-400069. BUSINESS	Sd/-	100 One Hundred	



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

Sr. No.	Name, address, description & Occupation of the subscriber	Signature of the subscriber	Number of Equity Shares taken by each subscriber	Signature, Names, addresses, Occupation & description of witness
5.	Mr. Bharat Raj Bajaj S/o. Late D.N. Bajaj 522, Sector 16 CHANDIGARH SERVICE	Sd/-	100 One Hundred	(f) a. ou w w < w 0:: Z < w (J) 0:: I- ... 0:: CX? u (5)
6.	Mr. Narinder Singh Brar S/o. S. Lal Singh House No. 709, Sector 8-B CHANDIGARH SERVICE	Sd/-	100 One Hundred	
7.	Mr. Inderjit Singh Sekhon S/o. Birinder Singh House No. 1145, Sector 360, CHANDIGARH SERVICE	Sd/-	100 One Hundred	
	Total		700 (Seven Hundred Only)	



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THE COMPANIES ACT 2013
(COMPANY LIMITED BY SHARES)
ARTICLES OF ASSOCIATION
OF
OMEGA AG SEEDS PUNJAB LIMITED ^{*1}

Preliminary

Subject as hereinafter provided the Regulations contained in Table 'F' in Schedule I to the Companies Act, 2013 shall apply to the Company.

Interpretation

- I. 1. In these regulations—
- a) "The Act" means the Companies Act, 2013,
 - b) "The Seal" means the common seal of the company.
 - c) "The Year" means 1st April to 31st March respectively.
2. 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.

Public Company

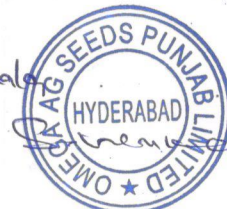
3. As per Section 2(71) of the Companies Act, 2013 "Public company" means a company which:
- (ii) is not a Private Company
- Provided that a Company which is a subsidiary of a Company, not being a Private Company, shall be deemed to be a Public Company for the purpose of this Act even where such Subsidiary Company continues to be a Private Company in its articles;

Share capital and variation of rights

- II. 1. Subject to the provisions of the Act and these Articles, the shares 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. Further, provided that the option or right to call of shares shall not be given to any person except with the sanction of the Company in general meeting.
2. (i) 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.

^{*1} Adoption of altered Articles as per Table F of the Companies Act, 2013 vide resolution passed by the Shareholders through Postal Ballot dated February 21, 2026

Venkata Rao Sadhanala
Director
DIN: 02906270



- (ii) The Company agrees to issue certificates within fifteen days of the date of lodgment of transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies or to issue within fifteen days of such lodgment for transfer, Pucca Transfer Receipts in denominations corresponding to the market units of trading autographically signed by a responsible official of the Company and bearing an endorsement that the transfer has been duly approved by the Directors or that no such approval is necessary;
 - (iii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.
 - (iv) 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.
3. (i) 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 the execution of such indemnity as the company deem 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.
- (ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.
4. Except as required by law, no person shall be recognised 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 recognise (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. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. 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.
- (ii) 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.
- (iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.
6. (i) 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.
- (ii) 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. (i) Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

(ii) Where at any time Company having Share Capital proposes to increase its subscribed capital by the issue of

**1 Adoption of altered Articles as per Table F of the Companies Act, 2013 vide resolution passed by the Shareholders through Postal Ballot dated February 21, 2026*



further Shares, such shares shall be offered in compliance with the relevant provisions of the Companies Act, 2013 and any other applicable law.

9.

Dematerialisation of Shares

- I. Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its shares, debentures and other securities and to offer any shares, debentures or other securities proposed to be issued by it for subscription in a dematerialized form and on the same being done, the Company shall further be entitled to maintain a Register of Members/ Debenture holders/ other security holders with the details of members/debenture holders/ other securities both in materialized and dematerialized form in any medium as permitted by the Act.
- II. Every person subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities in electronic form with a Depository. If a person opts to hold his security with a Depository, the Company shall intimate such Depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its records the name of the allottee as the Beneficial Owner of the Security.
- III. Save as herein otherwise provided, the Company shall be entitled to treat the person whose name appears as the beneficial owner of the shares, debentures and other securities in the records of the Depository as the absolute owner thereof as regards receipt of dividends or bonus on shares, interest/premium on debentures and other securities and repayment thereof or for service of notices and all or any other matters connected with the Company and accordingly the Company shall not (except as ordered by the Court of competent jurisdiction or as by law required and except as aforesaid) be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such shares, debentures or other securities as the case may be, on the part of any other person whether or not it shall have express or implied notice thereof.
- IV. In the case of transfer of shares, debentures or other securities where the Company has not issued any certificates and where such shares, debentures or other securities are being held in an electronic and fungible form, the provisions of the Depositories Act, shall apply.
Provided that in respect of the shares and securities held by the depository on behalf of a beneficial owner, provisions of Section 9 and any other applicable section as amended of the Depositories Act shall apply so far as applicable.
- V. Every Depository shall furnish to the Company, information about the transfer of securities in the name of the Beneficial Owner at such intervals and in such manner as may be specified by the bye-laws of the Depository and the Company on that behalf.
- VI. Except as specifically provided in these Articles, the provisions relating to joint holders of shares, calls, lien on shares, forfeiture of shares and transfer and transmission of shares shall be applicable to shares held in electronic form so far as they apply to shares in physical form subject however to the provisions of the Depositories Act.

10.

Lien

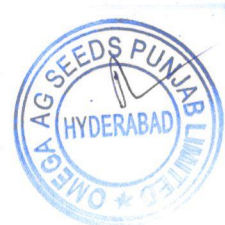
(i) The company shall have a first and paramount lien

- a. 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
- b. 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.

Every fully paid shares shall be free from all lien and that in the case of partly paid shares the issuer's lien

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shall be restricted to moneys called or payable at fixed time in respect of such shares.

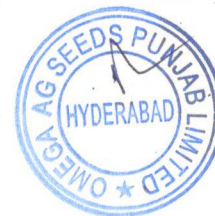
(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

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. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
- (ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
- (iii) 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. (i) 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.
- (ii) 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. (i) 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.
- (ii) 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.
- (iii) 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 authorising the call was passed and may be required to be paid in installments.
16. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.
17. (i) 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.

**¹ Adoption of altered Articles as per Table F of the Companies Act, 2013 vide resolution passed by the Shareholders through Postal Ballot dated February 21, 2026*



(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

18. (i) 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.

(ii) 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.

Transfer of shares

20. (i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

21. The Board may, subject to the right of appeal conferred by section 58 decline to register—

- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.

Provided however that the Company will not decline to register or acknowledge any transfer of shares on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever.

The common form of transfer shall be used by the Company.

22. The Board may decline to recognise any instrument of transfer unless:

- (a) the instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.

23. 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.

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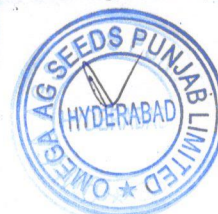
Transmission of shares

24. (i). 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 recognised by the company as having any title to his interest in the shares.
- (ii). Nothing in clause (i) 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.
25. (i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either:
- a. to be registered himself as holder of the share; or
 - b. to make such transfer of the share as the deceased or insolvent member could have made.
- (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
26. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.
- (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- (iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
27. 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, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Forfeiture of shares

28. If a member fails to pay any call, or installment 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 installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued.
29. The notice aforesaid shall:
- a. 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
 - b. 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.
30. 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.

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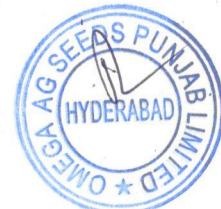


31. (i) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.
(ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
32. (i) A person whose shares have been forfeited shall 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.
(ii) 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.
33. (i) 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.
(ii) 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.
(iii) The transferee shall thereupon be registered as the holder of the share.
(iv) 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.
34. 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

35. 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.
36. Subject to the provisions of section 61, the company may, by ordinary resolution:
- (a) consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares;
 - (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
 - (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
 - (d) 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.
37. Where shares are converted into stock:
- (a) 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:

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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.

- (b) 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.
- (c) 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.

38. The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law:

- (a) its share capital;
- (b) any capital redemption reserve account; or
- (c) any share premium account.

Capitalization of Profit

39. (i) The company in general meeting may, upon the recommendation of the Board, resolve:

(a) that it is desirable to capitalise 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;

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) 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);

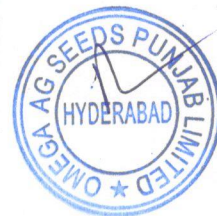
(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The board shall give effect to the resolution passed by the company in pursuance of this regulation

40. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) 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 (b) generally do all acts and things required to give effect

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thereto.

(ii) The Board shall have power—

(a) 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 in fractions; and

(b) to authorise 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;

(iii) Any agreement made under such authority shall be effective and binding on such members.

(iv) Capital paid-up in advance of calls on any share may carry interest but shall not in respect thereof confer a right to dividend or to participate in profits.

Buy-back of shares

41. 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

42. All general meetings other than annual general meeting shall be called extra-ordinary general meeting.

43. (i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) 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 at general meetings

44. (i) 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.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

45. The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

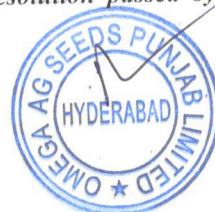
46. If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

47. 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

48. (i) 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.

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(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) 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.

(iv) 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

49. Subject to any rights or restrictions for the time being attached to any class or classes of shares:
- (a) on a show of hands, every member present in person shall have one vote; and
 - (b) 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.
50. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.
51. (i) 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.
- (ii) 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 may be 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. (i) 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.
- (ii) 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.

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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. The number of directors and the names of the first directors shall be determined in writing by the subscribers of the memorandum or a majority of them.

The First Directors of the Company are:

1. Shri S.B. Vaishampayan
2. Shri N.M. Parekh
3. Shri B.R. Bajaj
4. Shri N.S. Brar
5. Shri I.S. Sekhon
6. Shri M.M. Parekh

60. (i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) 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.

61. The Board may pay all expenses incurred in getting up and registering the company.

62. 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.

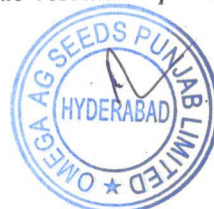
63. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

64. 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.

65. (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.

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2. MANAGING DIRECTOR(S)/WHOLE TIME DIRECTOR(S)/KEY MANAGERIAL PERSONNEL

The Managing Director or Whole Time Director shall be appointed in compliance with the provisions of Companies Act, 2013 and any other applicable law in force.

3. Powers and duties of Managing Director or whole-time Director

The Managing Director/Whole-time Director shall be subject to the supervision, control and direction of the Board and subject to the provisions of the Act, exercise such powers as are exercisable under these presents by the Board of Directors, as they may think fit and confer such power for such time and to be exercised as they may think expedient and they may confer such power either collaterally with or to the exclusion of any such substitution for all or any of the powers of the Board of Directors in that behalf and may from time to time revoke, withdraw, alter or vary all or any such powers. The Managing Directors/whole-time Directors may exercise all the powers entrusted to them by the Board of Directors in accordance with the Board's direction.

Proceedings of the Board

66. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- (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.
67. (i) Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.
- (ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote.
68. 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.
69. (i) The Board may elect a chairperson of its meetings and determine the period for which he is to hold office.
- (ii) 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.
70. (i) 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.
- (ii) 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
71. (i) A committee may elect a chairperson of its meetings.
- (ii) 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.
72. (i) A committee may meet and adjourn as it thinks fit.

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(ii) 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.

73. 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.
74. 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.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

75. Subject to the provisions of the Act,—
- (i) 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 the chief financial officer so appointed may be removed by means of a resolution of the Board;
- (ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.
76. 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.

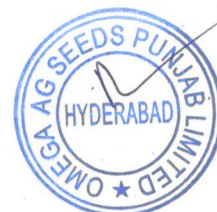
The Seal

77. (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 authorized by it in that behalf, and except in the presence of at least two directors and of the 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

78. The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.
79. 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.
80. (i) 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

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or for equalising 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, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.

81. (i) 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.

(ii) 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.

(iii) 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.

82. 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.

83. (i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant 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.

84. 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.

85. 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.

86. No dividend shall bear interest against the company.

Provided however that no amount outstanding as unclaimed dividends shall be forfeited unless the claim becomes barred by law.

Accounts

87. (i) 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.

(ii) 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.

Winding up

88. Subject to the provisions of Chapter XX of the Act and rules made thereunder—

a) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the

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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.

- b) 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.
- c) 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

89. 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.

Borrowing Powers

- 90.
- (i) Subject to the provisions of Companies Act, 2013 the Directors for the time being of the company may from time to time at their direction guarantee or borrow any sum or sums of money or make any arrangement for finance for the purpose of the company and secure the payment of such sum or sums of the financial arrangement in such manner and upon such terms and condition in all respects as they think fit and in particular by making drawing or accepting on behalf of the company promissory notes or bills or exchange or giving or issuing any other receipts of the company or of the issue of debenture or debenture stock of the company charged upon all or debenture stock or any mortgage or other tangible security on the under-taking of the whole or any part of the property of the company (both present and future) but shall not create a charge on its uncalled capital for time being without the sanction of the company in the General Meeting. Any part of the property of the company both presents and future including as uncalled for the time being.
 - (ii) The board may raise or secure the payment of such sum or sums in such a manner and upon such terms and conditions in all respects as it thinks fit in particular by issue of bonds perpetual or redeemable debentures.

Venkata Rao Sadhanala
Director
DIN: 02906370



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