
Memorandum

And

Articles of Association

of

AGRINNOVATE INDIA LIMITED

(Promoted By Government of India)

FILE

(1)

(THE COMPANIES ACT, 1956)
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
AGRINNOVATE INDIA LIMITED

- I. The name of the company is : **AGRINNOVATE INDIA LIMITED**
- II. The registered office of the company will be situated in the **National Capital Territory of Delhi.**
- III. The objects for which the Company is established are:
 - (A) **MAIN OBJECTS TO BE PURSUED BY THE. COMPANY ON ITS INCORPORATION**
 1. To do protection and management of intellectual properties generated in the system and its commercialization / distribution for public benefit.
 2. To do production, marketing and popularization of Indian Council of Agricultural Research (ICAR's) products processes and technologies in agriculture and allied sectors, viz. seed, planting material, vaccines, diagnostics, several other biotechnological products, other value added inputs and products, farm implements and machinery, other technologies etc.
 3. To provide professional extension of skilled services from ICAR, such as consultancies, contract research, contract service, customized capacity building, etc.
 4. To setup research and production farms outside India, especially in Africa and in the Asia-Pacific region. To build as part of culture building initiatives global brand building initiatives through various workshops and progress.
 5. To providing technical support for turnkey projects on production and processing plants in different sectors, viz. agriculture engineering, etc.
 6. To create public-private partnerships in research, education and other capacity building in agriculture and allied sectors.
 7. To carry activities to integrate proficiencies in agriculture sciences with management, such as market intelligence, pricing and valuation issues, to nurture demand-driven research.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:-

1. To plan, promote, coordinate and undertake research in agriculture and allied science and its application, including farm implements and machinery and develop and evolve mechanisms for protecting intellectual property so generated or caused to generate and to maintain IPR titles under the law.
2. To identify intellectual property in the field of agriculture & allied science for commercialization, and carry out its valuation, pricing and licensing in India and abroad, take preventive legal action to safeguard and defend it.
3. To conduct market intelligence in the field of agriculture & allied science, accordingly provide information for and promote demand-driven research, have an active interaction with industry, both in India and abroad, keep a keen eye both on the markets and the requirements of farmers with steady increase in the population, land availability for cultivation is shrinking meaning need of much more to ensure future growth in more efficient sustainable agriculture productivity with Higher yields can be possible by using better soil nutrition management, technologically superior crop protection products and seed varieties resistant to water, stress, pests, etc. for the long-term prospects of the crop protection and seeds sector.
4. To facilitate research collaboration, enter into suitable agreements with potential partners, avoid duplication of efforts and provide efficient and cost-effective services with effective liaisoning and linkages, provide guidelines and train manpower in “best practices” from time to time to promote research and protection of research output in the field of agriculture & allied science.
5. To track or cause tracking of patents and licenses, including unscrupulous applications for patenting natural products developed through research in agriculture & allied science, liaise and network with national and international IP management and commercial institutions, facilitate and help in pooling intellectual property-generated publicly-funded institutions.
6. To carry out in-licensing of property research tools in the field of agriculture & allied science, like genes/strains/ alleles and promoters, that would be crucial for research needs in frontal areas and to set up a clear and transparent regime of incentive and benefit sharing.
7. To enter into appropriate partnerships with private sector or other non-government organizations that would, inter alia, cover: Dissemination of IPR enabled agricultural technologies, joint validation of technologies, up-gradation/incubation/up-scaling for product development/transfer of technologies, Mechanization of production technologies, cost-effective quality production, Joint exploration of local and global markets for requisite demand, test marketing of new products and market development, facilitating access to foreign technology, Training, consultancies, collaborations, contracts, education etc. in mutually identified areas in the field of agriculture & allied science.
8. To impart and develop adequate skills and human resource development in the field of agriculture & allied science.
9. To channelised entire seed production and marketing activity in the field of agriculture & allied science into a corporate framework to make it accountable, to add to the availability of quality seed in the market, and to try to reduce the financial burden of the Government of India in terms of grant-in-aid.

10. To properly coordinate and organize the Intellectual property rights for protecting different aspects of an inventive work for multiple protection like Patents, Copyrights, Trademarks, Registered (industrial) design, Protection of IC layout design Geographical indications, and Protection of undisclosed information and to enter JV's on manufacturing and marketing of products such as vaccines and diagnostic kits from implementing and all kinds of agriculture and allied technologies.
11. To undertake responsibility of undertaking research and development programmes outside India in the field of agriculture & allied science.
12. To get allotment of large land in abroad to cultivate the country's requirement on it, especially that of pulses and to promote research, development, local expertise and training in such countries.
13. To Set-up research and production farms outside India, especially in Africa and in the Asia-Pacific region.
14. To provide technical support for turnkey projects such as Dairy plants, Vaccine production plants, Farm machinery, Feed proceeding plants.
15. To participate in PPP in agricultural education and research & allied science.
16. To develop and maintain technological assets in the field of agriculture & allied science, such as high yielding and resilient crop varieties, animal and poultry breeds and fish strains, packages of improved crop and animal husbandry practices, natural resource management technologies, improved tools, equipment and farm machinery, improved dairy, poultry and fisheries technologies, post harvest technology, computer software and data sets, and several other processes and products of agriculture and the allied sectors.
17. To carry on the business of providing or making available information or services on crop protection, pest control, weather condition, soil science, health, education etc, and to establish research and development facilities in relation thereto and to do all activities as may be necessary or incidental thereto.
18. To act as sourcing agent for procurement and sale of Agro products including seeds, pesticides, insecticides and other products used in or produced by agriculture, fisheries, dairy and farming sectors.
19. To adopt such means of making known the products or businesses as may seem expedient and in particular by advertising in the press, by circulars, on television, or radio, by purchase and exhibition of works of art, by publication of books and periodicals and by granting prizes, scholarships, rewards and donations.
20. To lend moneys to such persons and upon such terms as may seem expedient and in particular customers and other persons are having dealings with the company and to guarantee the performance of contracts by members or persons having dealing with the Company.
21. To help, provide assistance and to make aware to the farmers and other persons in rural sector about the use of Telecom, communication, information technology and broadcasting and any other technologies and establish training centers for this purpose or otherwise train or instruct people for any of the business carries on or is entitled to deal in.

22. To pay for any property, rights or privileges, acquired or for acquisition of any property or otherwise either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company and to issue any share either fully paid up or with such amount credited as paid up thereon, as may be agreed upon and to charge such bonds, debentures or other securities upon all or any part of the property of the Company. While doing so the Company shall comply with all the requirements of law for the time being in force.
23. To purchase, own, whether on lease or otherwise, setup or otherwise acquire and use, points of sale and other related infrastructure and facilities of whatever kind as may be convenient or useful or conducive to the effective working of the business or any part thereof.
24. To organize seminars, conduct research evaluation and other studies in connection with the business.
25. To apply for, obtain, purchase or otherwise acquire, own, use protect, prolong and renew whether in India or elsewhere any trade secrets, rights improvements, processes, formula, patent rights, brevated, invention trademarks, designs, protections, concessions and the like conferring any exclusive, non- exclusive or limited rights to use any secret or other information as to any invention or otherwise or any process or privilege which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, manufacture or grant licenses or privileges in respect of, or otherwise turn to account, the intellectual Property Rights and information so acquired and to carry on the business in any way connected therewith and to pay royalties if anywhere necessary.
26. To take over or otherwise acquire all or any part of any land, business including the goodwill, trademarks, stocks, machinery, plants and liabilities of any person, firm, company or concern carrying on business which this Company is authorized to carry on or its possessed property suitable for the Company or that is likely to benefit the Company directly or indirectly in the attainment of its objects.
27. To acquire and hold shares, stock, debentures stock, bonds, obligations and securities issued or guaranteed by any company having similar objects constituted or carrying on business in India, or elsewhere and debentures, debenture stock, bonds, obligations and securities issued or guaranteed by any Government, Commissioner, public body or authority, supreme, municipal, local or otherwise whether in India or elsewhere.
28. To borrow, raise or secure moneys in such manner as the Company shall think fit and in particular by the creation, execution, grant or issue of any mortgage, mortgage debentures, debentures stock and bonds either at par, premium or discount and either redeemable or irredeemable, secured upon all or any part of the undertaking, rights and properties of the Company present and future, including its uncalled capital or the called but unpaid capital of the Company and to purchase, redeem, pay off or satisfy such securities.
29. To guarantee the payment of money unsecured or secured of payable under or in respect of promissory notes, bonds, debenture stock contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the purpose of the company.

30. To secure orders for supply of any article or things and to carry out and comply with the said orders.
31. To acquire by purchase, lease, concession, grant, license or otherwise such minerals, water-works, stores, rights, privileges, easements and other property as may from time to time be deemed necessary for carrying on the business of the Company and to build or erect upon any land of the Company howsoever acquired such factories, workshops, warehouses, offices, residence and other buildings and erect such machinery and construct such roadways, tram ways, branches or sidings, bridges, reservoirs, water-courses, hydraulic works and other works and conveniences as may be deemed necessary for the purpose of the Company or any of them and to hold any property whatsoever, either in the Indian Union or abroad.
32. To draw, accept, endorse, discount, execute and issue or negotiate cheques, bills of exchange, promissory notes, bundles, bills of lading and other negotiable instruments.
33. To sell or sublet any facility, concession or license obtained or contracts entered into and generally to sell the whole or any part of the property and business of the Company for cash or for shares whether fully paid up or not, debentures or securities of another Company or partly in cash or partly in such shares, debentures, or securities as are distributed in specie of kinds amongst the members or otherwise.
34. To subscribe or contribute otherwise to assist or guarantee money for charitable, benevolent, religious, social, national, public or any other institutions, or for any exhibition and to make authorized donation to such persons and in such cases as the Company may think conducive to attainment of any of its objects.
35. To let on lease or on hire, mortgage, pledge, transfer, sell, exchange or otherwise dispose off the whole or any part of the undertaking of the Company or any land, buildings, business and property rights or assets of any kind of the Company or any share or interest therein in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or securities of any Company having objects similar to those of the Company.
36. To engage, employ, suspend and dismiss executives, engineers, agents, managers, superintendents, assistants, clerks, coolies and other servants and labourers and to remunerate any such person at such rate as shall be thought fit, to grant bonus, compensation, pension or gratuity to any such person or to his widow or children and generally to provide for the welfare of all employees.
37. To grant annuities, pension, allowances gratuities, bonuses to any employee or ex- employee (including directors, managers of the Company) or the relations, connections or dependents of any such persons and to establish or support associations, institutions, clubs, schools, funds, schemes and trusts (religious, scientific, educational, provident and otherwise) advance the interest of the Company or of its members and to establish or contribute to any scheme for the purchase by trustee of shares in Company to be held for the benefit of the Company's employees and to formulate and carry into effect any such scheme for sharing the profits of the Company with its employees or any of them and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or useful objects or earmark a portion of the property of the Company or create funds for many such objects or purposes.
38. To remunerate any person or company for services rendered in connection with the formation of the Company or the acquisition or disposal of property by the Company or the conduct of its business.

39. To insure all or any of the properties or assets or obligations of the Company of whatsoever nature against any risk.
40. To create any depreciation fund, reserve fund, insurance, sinking fund, or any other special fund whether for depreciation or repairs, replacement, improvement, extension or maintenance of any of the properties of the Company or by way of Development Rebate Reserve or for the redemption of debentures or redeemable preference shares or for other purpose conducive to the interest of the Company.
41. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time seem expedient and be determined by the Company for implementing its main objects.
42. To set up joint ventures any where in the world by providing know how for such products or business as may be manufactured or carried on by the Company.
43. Subject to the provisions of Section 78 of the Companies Act 1956, to place to reserve or to distribute as dividend or bonus or bonus shares among the members or otherwise to apply as the Company may from time to time think fit any moneys belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium on money arising from the re-issue by the company of forfeited shares.
44. To set up research laboratories and to sponsor, financial aid or otherwise promote and encourage research and development of any products or services dealt with or manufactured by the Company or in products and materials which the Company may be using in its production or as may be used by it in any manufacturing process or business.
45. To distribute among the members in specie or in kind any property of the Company, or any proceeds of sales or disposal of any property of the Company, but no distribution amounting to a reduction of capital shall be made, except with the sanction (if any) for the time being required by law and to capitalize its reserves.
46. To improve, manage, cultivate, exchange, let on lease, mortgage, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of properties and rights of the Company on such terms as the Company shall determine and to supply power, light and heat and to lay out land for building purposes and to sell the same, and to build, improve let on lease advance money to persons building thereon or otherwise to develop the same.
47. To undertake and execute any trust which may be of benefit to the business of the Company directly or indirectly.
48. To enter into partnership or any other individual arrangement for sharing profits, co operation, joint venture, reciprocal concession license or otherwise with any person, firm association society or body corporate carrying on or engaged in or about to carry on or engage in or any business or transaction capable of being conducted to as directly or indirectly to benefit the Company and to give any special rights licenses and privileges in connection therewith and in particular the right to nominate one or more person or persons whether they be shareholders or not to be directions of such Company.
49. To manage or maintain lands, buildings, houses or any other property belongings to the Company and to collect rents and income and supply to tenants and occupies all kinds of conveniences and advantages.

(7)

50. To form, incorporate or promote or join in the promotion of any company or companies whether Indian or foreign, having amongst its or their objects the acquisition of all or any other objects which in the opinion of the Company could or might directly or indirectly assist the company in the management of its business or the development of its properties or otherwise prove advantageous to the company and to pay all or any of the costs, expense incurred in connection with any such promotion or incorporation.
51. Subject to Section 391 to 394 of the Act, to amalgamate with any other company having objects altogether or in part similar to those of this Company.
52. To do all such other things as are incidental or as the Company may think conducive to the attainment of the above objects or any of them.
53. To manufacture, store, maintain, sell, buy, repair, alter, exchange, let on hire, export, import and deal in all kinds of articles and things which may be required for the purpose of any the business of Company or are commonly supplied or dealt in by persons engaged in any such business or which may seem capable of being profitably dealt in connection with any of the business of Company.
54. To maintain transport units of its own or in collaboration with any other organization in India and abroad for movement of goods by any form or manner of transportation including by land, sea etc.
55. To act as warehousing agency under the Warehousing Act and to construct, set up godowns or hire godowns for the storage of its products by itself or in collaboration with any other agency.
56. To enter into contracts and collaboration for purchase, production, manufacture and marketing, sale and distribution of raw materials, auxiliary products, packing materials, finished products, by-products and other waste products and as so enter into Joint marketing and products exchange agreements with other Company, Public Sector Undertaking or any other agency or person.
57. To carry an agency business and consultancy business of every kind and description connected with the business of Company.
58. To undertake research and such other activities as are incidental and conducive to the development of the industry as well as Company.
59. To acquire, build, construct, alter, repair, lease, sell, let on hire houses, .fiats, real estates in rural and urban areas and also promote housing for employees.
60. To promote subsidiary institutions for the purpose of furthering the objects of Company.
61. To pay out of the funds of the Company to promoters and others if any, all costs,
62. Charges and expenses with respect to promotion formation, registration, and establishment of the Company and all other expenses and reimbursements of deposits, advance for purchases, for the business of the Company made prior to She incorporation and of business commencement by the Company and all expenses on the issue of its capital including underwriting or other commission brokers' fees and charges in connection therewith, and to remunerate (by cash or other assets or by allotment of fully or partly paid shares or by call or option on shares, debentures, debenture stock or securities of this or any company or in any

other manner whether out of the Company's capital or profit otherwise) to any person or persons for services rendered or to be rendered in introducing any property or business to the Company or in placing or assisting to place or guaranteeing the subscription of shares, debentures, debenture stock or other securities of the Company or for any other reason which the Company may think proper.

63. To invest and deal with the moneys of the Company in such manner as may from time to time be determined by the Directors and to hold, sell or otherwise deal with such investments.
64. Subject to the provisions of the Act, to borrow or raise money, with or without security from Financial Institutions, Banks, Financial Corporations, and from any person or persons and other sources, or to receive money on deposit or Loan at interest or otherwise in such manner as the Company may think (it and in particular by the issue of debentures, perpetual or otherwise and convertible into shares of this or any other company, convertible Bonds and to secure the repayment of any such money borrowed, raised or received or owing by the mortgage, pledge, charge or lien upon all or any of the property, assets or revenue of the Company (both present and future) including its uncalled Capital and to borrow unsecured loans/deposits and to give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person, firm or company of any obligation undertaken by the Company or any person, firm or company, as the case may be.
65. To guarantee the performance of the obligations of and the payment of interest on any stocks, shares or securities of any company, corporation, firm or parson in any case in which such guarantee may be considered likely, directly or indirectly, to further the objects of the Company or the interests of its shareholders.
66. To issue or make arrangement for issuance of guarantees, letter of credits or arty other obligations from Financial Institutions, bank and others.
67. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person, firm or company, carrying on or proposing to carry on any business which this Company is authorized to carry on or processes of property or rights suitable for any of the purposes of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the Company and to purchase, acquire, sell arid deal in property, share, stocks, debentures of any such person firm or company and to conduct, make or to carry into effect any arrangements in regard to the winding up of the business on any such person, firm or company.
68. To vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
69. To enter into arty arrangement and to take all necessary or proper steps with Governments or with other authorities, supreme, national, local municipal 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 or indirectly carrying out the objects of the Company or effecting any modification in She constitution of the company of furthering the interest of its members and to oppose any

such steps taken by any other company, firm or parson 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, any legislation which may seem disadvantageous to the Company and to obtain from any such Government authority or any company any charters, contracts, decrees, rights grants, loans, privileges or concessions which the Company may think desirable to obtain and carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges or concessions.

70. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were any time in the employment or service of the company, or of any company which is a subsidiary of this Company or is allied to or associated with the Company or with any such subsidiary company, or who are or were at any time the Directors or officers of the company or of any such other company as aforesaid, and the wives widows, families and dependents of any such persons, and also establish and subsidize and subscribe and donate to any institutions, associations, clubs or funds calculated to benefit or to advance the interest and well being of The Company or of any such other company as/aforesaid and make payments for or towards medical relief or the insurance of any such persons as aforesaid either alone or in conjunction with any such other company as aforesaid.
71. To form, incorporate, acquire, amalgamate or promote any company or companies, whether in India or in any foreign country, having amongst its or their objects the acquisition of all or any of the assets of control or development of the company or any other object or objects which, in the opinion of the Company, could or might, directly or indirectly, assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in obtaining subscription for placing or assisting to place or to obtain subscription for or for guaranteeing the subscription of or the placing of any shares in the capital of the Company or any bonds, debentures, obligations or securities of the Company or any stock, shares, bonds, debentures, obligations or securities of any other company held or owned by the Company or in which the Company may have an interest or In or about the formation or promotion of the Company or the conduct of its business or in or about the promotion or formation or winding up of any other company in which the Company may have an interest.
72. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licenses, easements, options and other rights over and deal in any other manner with or dispose of the undertaking, property, assets, rights and effects of she Company or any part thereof for such consideration as may be thought fit and in particular for stocks, Shares, whether fully or partly paid up or securities of any other company.
73. In the event of winding up. to distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to s reduction of capital be made except with the sanction, if any, for the time being required by law.

74. To advance, deposit with or lend money, securities and property to or receive loans or grants or deposits from She Government.
75. To undertake financial and commercial obligations, transactions and operations of all kinds in connection with the business of the Company.
76. To apply for purchase, or otherwise acquire and protect, prolong and renew, enter into collaboration whether in India or elsewhere, any patents, patent rights, invention, trade-marks, designs, licenses, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information as to any invention, process or privilege which may seem capable of being used for any of the purposes of the company of the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, manufacture under or grant licenses or privilege in respect of, or otherwise turn to account the property rights and information so acquired and to carry on any business in any way connected therewith.
77. To expend money in experimenting on and testing and in improving or seeking to improve any patents, rights inventions, discoveries, processes, or information of the Company or which the Company may acquire or propose to acquire.
78. To take part in the supervision or control of the business or operation of any company or undertaking and for that purpose to appoint and remunerate any Directors, Accountants or other experts or agents.
79. To procure the registration or incorporation or recognition of the Company in or under the laws of any place outside India.
80. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund on anyway connected with any particular trade or business or with trade or commerce generally, including any association, institution of fund for She protection of the interest of the masters, owners and employers against loss by bad debts, strikes, combinations, fire accidents or otherwise or for the benefit of any clerks, workmen or others at any time employed by the Company or any of its predecessors in business or their families or dependants and whether or not in common with other persons OF classes of persons and in particular of friendly, cooperative and other societies, reading rooms, libraries, education and charitable institutions, refectories, dining and recreation rooms, places of worship, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscriptions for arty purposes whatsoever.
81. To aid, pecuniarily or otherwise, any association, body or movement having for its object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
82. To carry on any business whether manufacturing or otherwise that may seem to\the Company capable of being conveniently carried on in connection with the above object or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights or which it may be advisable to undertake with a view to improving, developing, rendering, valuable or turning to account any property, real of personal, belonging to the company or in which the Company may he interested and to do all or any of the above things in any part of the world either as

principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise and to establish offices, agencies or branches or sales depot for carrying on any of the aforesaid objects in India or elsewhere in the world.

83. To undertake, carry out, promote and sponsor agricultural and rural development including any programme for promoting the social and economic welfare of or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing “programme of rural development” shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area which the Directors consider it likely to promote and assist rural development, and that the words “rural area” shall include such areas as may be regarded as rural areas under section 35CC of the Income Tax Act, 1961 or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration, or at such fair or concessional value as the Directors may think fit and 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 Institutions or Trusts of Funds or Organisation (s) or Person(s) as the Directors may approve.
84. To enter into compromise or arrangement with its members or any class of them or with creditors or any class of them for any purpose whatsoever or in connection with the scheme for reconstruction or amalgamation with any other company or companies.
85. Subject to the provisions of sections 391 and 394 of the Act, to amalgamate another company or be amalgamated with any other company having objects altogether or in part, similar to that & of this Company,
86. To do all such other things as are incidental, ancillary or conducive to the attainment of the above objects or any of them.

(C) THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:-

1. To carry on the business of telecom, engineers other engineers, contractors, manufacturers, constructors, suppliers of and dealers in telecom, electrical, electronics and other appliances, cables wire-lines, and other similar things required for or capable of being used in connection with the telecom and communication that may be discovered in dealing with telecom and communication directly or indirectly.
2. To carry on a general business of providing comparative information about the characteristics, interest of other attributes of individuals, communities, organizations, countries or other social units and of any articles or commodities or economic trends or persons whatsoever; to design, invent, prepare, own make use of, lease, sell or otherwise dispose of and, generally, to deal in and with computers, data processing machines, tapes, cards memory equipment or any other equipment and materials of every kind and description useful in connection with this business, to license or otherwise authorize others to engage in the foregoing and to engage in general research and development in areas related to or involving the foregoing.

3. To commence and carry on all activities connected with insurance whether general or life insurance, to act as Insurance agent, to carry on business of soliciting or procuring insurance business as a corporate agent of Insurance company(s) and to sell, purchase or deal in policies in this behalf, to represent insurance companies, to provide risk management consultancy, to coordinate with Insurance Companies whether local or foreign, to act as composite broker, direct general insurance broker, direct life insurance broker, insurance broker, insurance consultant, insurance reinsurance broker, Investigators, Financial and Investment Consultant, Investment advisors, Investment Broker, Mutual Fund Broker, capital Market broker and financial planners etc and to License or otherwise authorize others to engage in the foregoing.
4. To carry on business as tourists agents and contractors and to facilitate travelling and to provide for tourists and travellers and promote the provision of conveniences of all kinds in the way of through tickets, circulate tickets, sleeping car or berths reserved places, hotel and lodging accommodation guides, safe deposits, inquiry, bureaus, libraries, lavatories, reading room, baggage transport and otherwise.
5. To acquire from or sell to any person, firm or body corporate or incorporated whether in India or elsewhere, technical and managerial information; know-how, processes, engineering, manufacturing, operating and commercial data, plans, layouts and blue prints useful for the design, erection and operation of and plant or process of manufacture and to acquire and grant or license other rights and benefits in the foregoing matters and things and to render any kind of management and consultancy service.
6. To carry on investment business in and dealing in shares, stocks, securities and properties of and kind and description, including estate business.
7. To design, install, erect, lay, provide consultancy and management services or undertake turnkey projects for manufacturing, installing, laying, commissioning of agricultural and allied patent & products.
8. To carry on the business as Producers of, and Dealers in, food stuff and food products of every description, whether for human, animal, or milk, butter, cream, cheese, oil, fruits, vegetables, French fries, confectionery, sweet meats, sugar, jams, jellies, pickles, drinks, beverages, mineral and aerated water and wine and to carry on the business of brewers, distillers and master in all their branches and to can, bottle, dehydrate, freeze or otherwise process all articles food and drinks.
9. To carry on the business as manufacturer, producers and dealers of all kinds of detergents, pigments and medicines, pharmaceuticals, veterinary, serobacteriological, dental and toilet preparations, cosmetic and perfumery products and by-products thereof, soaps., medicinal goods, diagnostic preparations, bacteriological strains, manures, and other products designed to protect or encourage the germination or growth of seeds of plants of every description, of insecticides of any kind, and generally of chemicals and chemical products of all kinds and of auxiliary by products and intermediate thereof.
10. To carry on the business of advertising, publicity, public relations, mass communication, market research, consumer research, industrial and sociological research, graphic designing including product, packaging and exhibition, photography for advertising, printers, publishers, manufacturers and dealers of all the publicity materials, including packaging material, paper of all kinds, plastic, electrical materials mainly used in advertising, publicity and/or for mass

communication, to manufacture and/or market aid and instruments required for advertising and publicity or for mass communication including production, editing, exhibition of films and establish facilities for such production and exhibition to arrange, organize, initiate display, exhibition and participate in displays of any kind and to manufacture, acquire, contract, lease the facilities required for such displays or exhibitions.

11. To promote, acquire, undertake, carry on, enter into partnership for carrying on the business of advertising and publicity, mass communication, marketing consumer research, industrial and sociological research, market research, graphic designing, including designing, printing, manufacturing and sales packaging, exhibition designing, oleographic, cinematographic, photographic or other type of designing either required for advertising business or any other industrial applications including textile designing, and to plan and carry out training and educational programmes within the areas of Advertising, Publicity Marketing, Mass Communications, and Applied Arts,
12. To undertake the business of any type of agency, house agency, to act as technical consultants in marketing, advertising and publicity, safes promotion \ Mass Communication to Companies, Corporation, local authorities, Government or any other customer.
13. To manufacture, produce, refine, process, prepare, buy, sell, import, export, market and to deal in gul, jaggery, jaggery products, and other agro based natural products.
14. To own, acquire, takeover, purchase, establish, take or give on hire, equip, run, maintain, manage, administer; computer education and training institute/centers / classes /schools/colleges to provide training facilities in respect of computer systems, data collection/creation, operations, applications, programming, system analysis, electronic data processing, software, hardware, computer engineering, web-designing, internet communications, transcriptions, multimedia, desk top publishing, designing, project reporting in information technologies by way of conduction oral classes, postal tuitions or online training and to award degrees, diplomas, certificates or recognitions.
15. Co breed, raise, buy, sell and deal in kinds of poultry, poultry and seeds; to establish develop and maintain and aid in the establishment and maintenance of poultry and seed farms and ancillary operations like hatcheries, breeder house, egg producing and distributing centers, green houses and stores.
16. To carry on either as manufacturers, processors, traders, exporters, importers, consignees, consigners, principals, owners, agents or factors and either wholesale, retail, forward or ready all or any of the business following that is to say, disinfectants, insecticides, fertilizers, manures, foods, drugs, medicines, chemicals, dyes, perfumes, toilet requisites, oils, paints, Pharmaceuticals, botanical and biological products, proprietary articles, chemists and druggists, surgical, orthopedic and scientific apparatus.
17. To carry on the activity of marketing, selling, trading and dealing in Indian made branded or unbranded fast moving farm machinery equipments.
18. To plant, grow, cultivate, produce, breed, raise, purchase, sell, repurchase, resell, export, import, deal in or turn to account or otherwise dispose of or crush seeds of vegetables, flowers, food grains and seeds of all other description, vegetables, flowers, fruits, pulses, cereals, herbs, aromatic grass, plants, trees, crops and its residue and extracts and natural products of any kind.

19. To carry on the business of tissue culture, agriculture, horticulture, pisciculture and sericulture and grow and trade in seeds, vegetables, flowers, herbs, saplings, fruits, plants, trees, crops, grass and its residue, extracts, essences and natural products of any kind.
20. To carry on in India or elsewhere the business to manufacture, process, produce, formulate, mix, disinfect, clean, wash, dilute, concentrate, compound, segregate, pack, repack, add, remove, heat, grade, freeze, fermentate, reduce, improve and, to act as manufacturers, processors, producers, dealers, traders, importers, exporters, sellers, consultants, researchers and developers of all or any sort of agro and biotech products and any other proprietary items in related fields and the know-how for the production, distribution and management of such products.
21. To deal in all types of business of agro-manure, bio-fertilizers, organic fertilizers, tissue culture plants, agriculture farming and plantations, landscaping, acquire/own/manage/lease/otherwise part with estates, green-houses, farms, plantations, gardens, land, etc., required for the attainment of the above objects.
22. To take on lease or otherwise part with, develop, maintain and manage laboratories for research and development of agro based fertilizers, bio-fertilizers, organic fertilizers and for breeding, cultivation, production, testing, packaging, storage and selling of seeds, flowers, vegetables, seedlings, plants, fruits, plantation crops, cuttings and to provide fertilizers and such other inputs necessary therefore.
23. To develop, establish, set-up, acquire, take over, equip, maintain, acquire on lease, give on lease, manage the business of storing, transporting, marketing, advertising, trading, selling, distributing, dealing, importing, exporting variety of movable products, facilities used for commercial, industrial technical, consumable, educational, entertainment, household, medical, decorative purposes and render consumer services through shopping centers, chain shops, bazaars, service centers and other such consumer oriented establishment.
24. To undertake production, processing, manufacture, sale, distribution, marketing, import, export and to otherwise deal in agricultural production requisites.
25. To set up agricultural farms by purchasing, acquiring or taking on lease of land from Government, institutions and private agencies for research and development of agriculture.
26. To set up institute for providing training to the farmers and others in the modern and improved agricultural practices, technology and other areas of human resource development.
27. To set up forestry.
28. To undertake production and/or processing of agricultural items including mushroom, and agro-based industrial Hems and food products including sugar, fruit and vegetable processing, starch products, and fiber board, molasses based products.
29. To undertake Bio-technology based industries,
30. To acquire, purchase, take on lease lands, buildings, machineries, factories, to carry on and work the business of cultivations, vinedressers and dealers in every kind of vegetables, fruits, flowers, cereals, pulses or other produces of the soil to prepare, manufacture, process, pack, case and render marketable any such produce, and to self, dispose of and deal in any such produce either in its prepared, manufactured or raw state, and either by wholesale or retail.





31. To purchase, sell import, export, speculate, and deal in food and other grains, seeds of all kinds country produce, flex, hemp, jute and jute products, bullion and specie, chemicals, Pharmaceuticals, medicinal, perfumery and toilet preparations, salt, shellac, glassware, musical goods, apparatuses and instruments, clocks, watches and accessories thereof, umbrella ribs and other fittings, sugar, provisions, oils, paints, varnishes, electrical goods and machineries, plants, other equipments and fittings, photographic and scientific materials, timber wood and their products.
32. To act as agents or brokers and trustees for any person or company and to undertake and perform sub-contracts and to do all or any of the above things in any part of the world either as principals, agents, trustees, contractors, of otherwise and either alone or jointly with others and either by or through agents, sub-contractors, trustee or otherwise.
33. To carry an the business of manufacturers, producers, processors importers, exporters, buyers, sellers of the dealers in ail kinds of yarn, nylon, polyester, acrylics, rayon, silk, linen, cotton, wool, jute and any other fiber or fibrous material, whether synthetic, artificial or natural, textile substances, allied products, by-products, and substitutes for all or any one of them and to treat and utilize any waste arising from any such manufacture, product of process whether carried on by the Company or otherwise.
34. To carry on the business of manufacturers, exporters, importers, sellers, buyers, and/or dealers in rubber, synthetic rubber, vulcanizing materials, rubber tubes, tyres, films, molded goods, foam, rubber, hygienic goods made of rubber and latex, other rubber products, transmission belts and conveyers, rubber containers, bottles and closures and rubber lined vessels, toys and other allied goods, leather, floor, cloth, dress preservers, dress linings, umbrellas, waterproof goods and ail kind of articles made there from.
35. To search for, get, work, raise make merchantable, sell, import, export and deal in coal, iron, ironstone brick, earth bricks and other metals, minerals and substances and to acquire by purchase or otherwise patent-rights, goodwill, established factories and mines for the purpose of Company's business.
36. To purchase, take on lease or otherwise acquire any mines, mining rights and metalliferous land in India or elsewhere and any interest therein and to explore, work, \ exercise, develop and turn to account the same.
37. To acquire and carry on the business of the manufacturers, producers, processors.
38. importers, exporters, buyers, sellers of and dealers in all kinds of oils, hydrogen's ted, dehydrated, decolorized or otherwise and other vegetable products including, vegetable ghee, allied products, by-products and substitutes- for all or any one of / them and to utilize any waste arising from any such manufacturers, production or process, whether carried by the Company or otherwise.
39. To carry on the business of manufacturers, assemblers and agents of and dealers in duplicating machines, franking machines, addressing machines, various types of office machines, systems, furniture, partitioning and allied equipment.

40. To carry on business of stationers, printers, block-makers, type-founders, lithographers, chro-lithographers, stereo-types, electrotypes, photographic printers, photo—lithographers, engravers, die-sinkers, envelope manufacturers, bookbinders, account book manufacturers, machine rufers, numerical printers, paper bag and account-book makers, photographers, manufacturers of and dealers in playing, visiting, railway, festive, complementary and fancy cards and valentines, dealers in parchment, designers, draughts men, ink manufacturers and dealers, in or manufacturers of any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.
41. To acquire by lease, exchange or otherwise and carry on business as proprietors and publishers of newspapers, journals, magazines, reviews, books and other literary works and act as advertising agents, booksellers and printers.
42. To acquire by purchase, lease, exchange or otherwise and to carry on She lousiness of iron-founders, iron and steel manufacturers, mechanical engineers, civil engineers, consulting engineers and manufacturers of agricultural implements, pails and accessories, fabricators, toot makers, brass founders, metal-workers, boiler makers, millwrights, machinists, iron and steel converters, smiths, wood-workers, builders, metallurgists, electrical engineers, water supply engineers, chemical engineers, chemists, chemical and physical analysts and to export, import, buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, roiling stock, hardware and scrap of all kinds.
43. To acquire by purchase, lease, exchange or otherwise and to carry on the business of cultivators, manufacturers, exporters, importers, buyers and sellers of Tea and. Coffee and any other produce and any other mercantile business connected therewith or conducive thereto.

IV. THE LIABILITY OF THE MEMBERS IS LIMITED

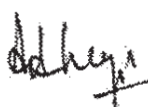



- V. The Authorized share capital (Tentative figure) of the company is Rs. 100,00,00,000/- (Rupees Hundred Crore Only),divided into 10,00,00,000 (Ten Crore Only) Equity shares of Rs. 10/- (Rupees Ten) each.

We, the several persons whose names and addresses are subscribed below 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 Capital of the Company, set opposite our respective names :-

Sl. No.	Name, Description, Occupation and Address of Subscribers.	Number of Equity Shares taken by each subscribers	Signature of subscriber	Signature of Witness with address and occupation
1.	RAJESH RANDAN S/o Shri Randhir Kheran Malta Occupation: Service R/o-B-583, Greenfields Colony Fauzeshah Mayang - 120013	10 (Ten)		I hereby witness the signatures of all the subscribers, who have signed in my presence. CIVIL MALIK S/o Late Shri Harshans Lal Malik R/o Flat No 108 Golf Apartments, Sujan Singh Park New Delhi - 110063 Chartered Accountant, M.No 500 - 80468
2.	Ankara Prabhakaran S/o Late Krishnanknthy Occupation: Service R/o 36, Type-4, Niveda Colony, Sector 10, R K Puram, New Delhi 110022	10 (Ten)		
3.	ROOPAK CHANDHURI S/o Late Ramendra Mohan Chaudhri Occupation: Service R/o GG-I/92-B, VIKASPURI New Delhi - 110018	10 (Ten)		
4.	President Government of India Through Sumita Dasgupta Under Secretary M/o Agriculture. Dept. of Agri. Res. & Edu. S/o Shri Suddhachan Muehjee Occupation Service R/o Q-511, Sec 21, Jalvagar No 10A 201301 TOTAL	49940 Fortynine thousand nine hundred and forty.		

Place: New Delhi Dated the 28 day of Sept. 2011..

We, the several persons whose names and addresses are subscribed below 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 Capital of the Company, set opposite our respective names :-

Sl. No.	Name, Description, Occupation and Address of Subscribers.	Number of Equity Shares taken by each subscribers	Signature of subscriber	Signature of Witness with address and occupation
	ALKA AMUJA d/o shree O.P. Rajpal R/o D-4A, MIDDA Flats, Mayapuri New Delhi - 110064 Occupation: Service	10 (Ten)		I herby witness the signatures of all the subscribers, who have signed in my presence.  S/o Late Shri Harbans Lal Malik R/o Flat No 108, Golf Apartment, Sujan Singh Park, New Delhi - 110003 Chartered Accountant, M.No 500-80468
	Vijay Singh Solate Shri Ram Bhawan No C-9, Gali No. 2 Gurgaon Vihar, East Saket Delhi - 94	10 (Ten)		
	Vinod Kumar S/o Sh. Shree Pharsingh Occ - Service. R/o - 12-A, Varadla Apts Sector-6, Varadla Gharanbad (U.P.) - 201012	10 (Ten)		
	TOTAL	50.000 Fifty thousand only		

Place: New Delhi Dated the 28 day of Sept 2011..