

(THE COMPANIES ACT, 1956)

AND

(THE COMPANIES ACT, 2013 TO THE EXTENT  
APPLICABLE)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION OF THE COMPANY

OF

SHRI KRISHNA PRASADAM LIMITED

- I. The Name of the Company is SHRI KRISHNA PRASADAM LIMITED.
- II. The Registered office of the Company will be situated National Capital Territory of Delhi.
- III. The Objects for which Company is established are:
  - A. THE MAIN OBJECTS TO BE PERSUED BY THE COMPANY ON ITS INCORPORATION ARE:-
    1. To purchase any movable or immovable property including industrial, commercial, residential, or farm lands, plots, buildings, houses, apartments, flats or areas within or outside the India, to divide the same into suitable plots, and to rent or sell the plots for building/constructing residential houses, bungalows, business premises, and colonies and rent or sell the same and realize cost in lump sum or easy instalments or by hire purchase system or otherwise and to purchase, sell and otherwise to carry on the business such as builders, contractors, broker, Estate agents, decorators and surveyors, Underwriter and To purchase for resale and to trade in land and house and other immoveable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property whether real or personal.

2. To undertake and carry out the business of consultancy services of all kinds and description and in all branches and kinds and for its purpose to open branch/branches in India or any part of the world and without prejudice to the generality of the foregoing, to buy, underwrite, invest in and acquire and hold, sell and deal stocks (all kinds), debenture stock (whether or not convertible, including optionally convertible debentures), bonds, obligations and securities issue or to be issued by any firm or body corporate, either with limited or unlimited liability, or issued or guaranteed by any Government, state, dominions commissioners, public body or authority, municipal local or otherwise, firm or person in India or elsewhere and to invest in futures and options of Shares and commodities to Act as technical consultant in mergers and amalgamations, assisting them in setting up of joint ventures .
3. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere. And To carry on the business as exhibitors of various goods, services and merchandise and to undertake the necessary activities to promote sales of goods, services and merchandise manufactured/dealt with/provided by the Company. To act as broker, trader, agent, C & F agent, shipper, commission agent, distributor, representative, franchiser, consultant, collaborator, stockist, liasoner, job worker, expert house of goods, merchandise and services of all grades, specifications, descriptions, applications, modalities, fashions, including by-products, spares or accessories thereof, on retail as well as on wholesale basis.
4. To cultivate, grow produce, trade or otherwise deal in any agriculture, vegetable or fruit products and to carry on all or any of the business of farmers, dairymen, milk contractors, dairy farmers and milk products, condensed milk and powdered milk, cream, cheese, butter, poultry, fruits essences, vegetables, cash crops and provisions of all kinds, growers, of and dealers in corn hay and straw, seeds men and nurserymen all types of flowers, products, flower essences and to buy, sell, manufacture and trade in any goods usually traded in any of the above business inclusive of staples foods and medicinal preparations from milk, vegetable, flowers and animal products or any substitutes for any of them associated with the farming interests which may be advantageously carried out on by the company.

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

1. To acquire by purchase, lease, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the main business of the Company.
2. To enter into partnership or any arrangement for sharing profits, union of interest with venture, reciprocal business or co-operation with persons or companies carrying on or engaged in the main business of the Company.
3. To import, buy, exchange, alter, improve, manipulate, trade in all kinds of plant, machinery, apparatus, tools and things, necessary for carrying on the main business of the Company.
4. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the Company, in any person or persons or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
5. To purchase or otherwise acquire, construct, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend factories, any plants, warehouses, workshop sheds, dwellings, offices, shops, stores, buildings, telephones, electric and gas works and all kinds of works, machinery, apparatus, labour lines, and houses, warehouses and such other works and conveniences necessary for carrying on the main business of the Company.
6. To acquire and takeover the whole or any part of the business, goodwill, trade marks, properties and liabilities of any person or persons, firms, companies or undertake other existing or new, engaged in or carrying on or proposing to carry on the main business which the Company is authorized to carry on and possession of any property or rights suitable for the main business of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares.
7. To undertake or promote scientific research relating to any business or class of business in which the Company is engaged in.
8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporation and such other organisations for technical, financial or any other assistance for carrying on all or any of the main objects of the Company or for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulae and patent rights for furthering the main objects of the Company.
9. Subject to Section 301 to 304 and 304A of the Companies Act, 1955 to amalgamate with any other such company or companies having all or any objects similar to the objects of this Company in any manner whether with or without process of liquidation of that Company.
10. Subject to the companies Act, for the time being in force, to undertake or take part in the formation, supervision or control of the main business or operations of any person firm, body corporate, association, undertaking carrying on the main business of the Company.

11. To apply for, obtain, purchase or otherwise acquire patents and renew any patents, patent-rights, patents de-invention, processes, scientific technical or such other assistance of all types, manufacturing process know-how and such other information, designs, patterns, copyrights, trade marks, licences, commissions and rights or benefits, conferring an exclusive or non-exclusive or limited or right or use thereof, which may seem capable of being used for or in connection with the main objects of the company or the acquisition of which may seem directly or indirectly to benefit the Company on payment of any fee, royalty or such other consideration of all type and to use, exercise or develop the same or grant licences in respect thereof and to spend money in experimenting upon, testing or improving any such patents, inventions, rights or commissions.
12. To apply for and obtain any orders, charter, privilege, concession, licence or authorisation or any Government, State or such other Authority for enabling the Company to carry on its main objects into effect or for extending any of the powers of the company or for effecting any modification of the constitution of the company, or for any other such purpose which may seem expedient and to oppose any proceedings or applications which may seem directly or indirectly to prejudice the interest of the company.
13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the company or any of them and to obtain from any such Government, Authority, person or any company rights, franchises, contracts, licences and concessions which the Company may desire and to carry out, exercise and comply therewith.
14. To procure the company to be registered or recognised in or under the laws of any State, State or India and to do all acts necessary for carrying on in any foreign country the main business of the company.
15. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments or securities of all types and to open and operate Accounts and to operate the same in the ordinary course of business.
16. To advance money, either with or without security to such persons and upon such terms and conditions as the company may deem fit and also to invest and deal with the moneys of the company, not immediately required in or upon such investments and in such manner as may be determined, not being investment in company's own shares provided that the company shall not carry on the main business of banking as defined in the Banking Regulations Act, 1949.
17. Subject to Sections 292, 293, 295, 372A & 58A of the Companies Act, 1956, and the Regulations made there under and the directions issued by Reserve Bank of India to receive money on deposits or loans and to borrow or raise

Money in such manner and at such time or times as the company may determine and in particular by the issue of debentures, debenture-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets or revenues and profits of the company, both present and future including the uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other such person or company of any obligation under taken by the company or such other person or company and to give the lenders the power to sell and such other powers as may seem expedient and to purchase, redeem or pay off any such securities.

- 18 To undertake and execute any trusts, the undertaking of which may seem to the company beneficial either gratuitously or otherwise in connection with the main business of the company.
- 19 To establish or promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the properties, rights and liabilities of the company.
- 20 To mortgage, exchange, grant licence and other rights, improve, manage, develop or dispose of undertaking, investments, assets and effects of the company or any part thereof for such consideration as may be conducive to the main business of the company and in particular for any shares, stocks, debentures or such other securities of any other company having main objects all together or in part similar to those of the company.
- 21 To distribute as bonus shares among the members or to place to reserve or otherwise to apply, as the company may from time to time deem fit, in any moneys received by way of premium on debentures, issued at a premium by the company and any money received in respect of forfeited shares, and moneys arising from the sale by the company of forfeited shares, subject to the provisions of Section 78 of the Companies Act, 1956.
- 22 To employ agents or experts to investigate and examine into the conditions, prospects, value, character and circumstances of main business concerns and undertakings and generally of any assets, properties or rights which the company proposes to acquire.
- 23 To create any reserve fund, sinking fund, insurance fund or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the company or for any other such purpose conducive to the main objects of the company.
- 24 Subject to the provisions of Section 292, 293, and 293A, 293B of the Companies Act, 1956 to subscribe, contribute, gift or donate any moneys, rights or assets for any national, educational, religious, charitable, scientific, public general or useful objects or to make gifts or donations of moneys or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, colleges or any individual, body of individuals or bodies corporate.

25. To establish and maintain or procure for the establishment and maintenance of any contributory or non-contributory pension or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the same to any gratuity, pensions, allowances, bonus or emoluments to any persons who are or were at any time in the employment or service of the company or any company which is a subsidiary of the company or is allied or associated with the company or with any such subsidiary company who are or were at any time Directors or officers of the company or any other such company and their wives, widows, families and dependants of any such persons and give to establish and subsidise and subscribe to any institutions, associations, clubs or funds of or in advance the interests and well being of either Company or any such other company or persons as aforesaid and make payments to or towards the insurance of any such persons and to do any other matters either alone or in conjunction with any other company.
26. To establish for any of the objects of the company branches or to establish any firm or firms at places in or outside India as the company may determine.
27. To pay for any property or rights acquired by or for any services rendered to the company and in particular to remunerate any person, firm or company (including business) to the company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and on such terms as the company may determine subject to the provisions of Section 314 of the Companies Act.
28. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any matters promoted by the company and also all costs, charges, duties, cartages and expenses of and incidental to the acquisition by the company of the property or assets.
29. To send out to foreign countries and any where in India its directors, employees or any other such person or persons for investigating possibilities of any business or trade for procuring and buying any machinery or establishing trade connections and for promoting the main business of the company and to pay all expenses incurred in connections therewith.
30. To compensate for loss of office of any Managing Director or Directors or such other officers of the company within the limitations prescribed under the Companies Act, 1956 or such other statutes or rules having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the company is engaged.
31. To agree to refer to arbitration any disputes present or future between the company and any such other company, firm, individuals or any other such entity and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.

32. To appoint agents, sub-agents, dealers, managers, canvassers, sale representatives or salesmen for transacting the main business of this company and to constitute agencies of the Company in India or in any other country and to establish units and agencies in different parts of the world.

IV. The Liability of the Members is Limited.

V. The Authorised Share Capital of the Company is Rs 10,00,00,000/- (Rupees Ten Crore) divided in to 10,00,000/- Equity Shares having face value 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 respectively agree to take the number of shares in the Capital of the Company set opposite our respective names:—

S. No.	Name, Description, Occupation and address of Subscriber	Number and type of equity shares	Signature of Subscriber	Name, Address, Description and Signature of witness
1.	<b>KULDHUSHAN PARASHAR</b> S/o S/o Jagdish Prasad Sharma 253/130, Block - A, Janakpuri, Mathura Occupation: <b>BUSINESS</b>	7500 (Seven Thousand Five Hundred Shares Equity)	Sd/-	I witness the signatures of both the subscribers.  Sd/- <b>(MILIND GAUTAM) (Advocate)</b> No. 49, Netaji-2/2003 P.O. Sh. B.D. Gautam P.O. 107, Bada-Jahat-Najafpur, Scheme-14, Kirti-Nagar, Ghaziabad, U.T. 201010
2.	<b>NITIN KUMAR SINGHAL</b> S/o Shri Gyanchand Singhal 162, Goward Shera Mandaban, Mathura - 281 121 Occupation: <b>BUSINESS</b>	2500 (Two Thousand Five Hundred Shares Equity)	Sd/-	
	<b>TOTAL</b>	10,000 (Ten Thousand Only)		