

(THE COMPANIES ACT, 1956)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

FAIR FOOD OVERSEAS LIMITED*

- I. The Name of the Company is **FAIR FOOD OVERSEAS LIMITED***
- II. The Registered Office of the Company will be situated in the **State of West Bengal.**
- III. The Objects for which the Company is established are:
 - (A) **THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To carry on the business to trading, distributing, exporting, importing, selling, buying, resale, transport, store, forward, dispose, handle, manipulate, market, supply and to act as agent, broker, representative, consultant, adatia, stockists, liasioner, middleman, jobworker or otherwise to deal in all types, descriptions, tastes, uses and packs of consumer food items, their by products, ingredients, derivatives, residues, including foods and vegetables, packed foods, powders, pastes, liquids, drinks and all types of beverages, juices, jams, jelly, squashes, pickles, sausages, concentrates, extracts, essences, flavours, syrups, sarbats, flavoured drinks, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, health foods, fast foods, cream, cheese, butter, biscuits, breads, cakes, pastries, confectionery, sweets, chocolates, toffees, breakfast foods, protein foods, dietic products, strained baby foods, instant foods, cereal products, table delicacies and other items whether natural, artificial or synthetic of a character similar or analogous to the foregoing.
 2. **To carry on the business of rice manufacturing and related activities, including but not limited to cultivation, milling, processing, producing, trading, supplying, distributing, exporting, importing, selling, buying, storing of in rice, including parboiled rice, basmati rice, and other varieties of rice, cereals, pulses and food grains of all kinds and other allied produce and to enter into contracts and agreements with farmers, suppliers, wholesalers, retailers, and other stakeholders in the rice industry for the procurement, supply, and distribution of rice.
 3. **To purchase, acquire, lease, or otherwise obtain paddy or raw rice for processing and manufacturing purposes and to establish and operate rice mills, warehouses, godowns, and other facilities necessary for the processing, storage, and packaging of rice and also to carry out research and development activities related to rice cultivation, processing techniques, quality improvement, and product innovation and to market, distribute, export, import, and trade in rice and rice-based products.

(B) **OBJECTS INCIDENTAL AND ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:**

1. To acquire from any person, firm or body incorporated or unincorporated, whether In India or elsewhere, technical information, know-how process, engineering and operating data, plans;

* Altered vide Ordinary Resolution passed in Extra-ordinary General Meeting held on 13/02/2023

**Altered vide Ordinary Resolution passed in Annual General Meeting held on 15/09/2023.

For FAIR FOOD OVERSEAS LIMITED



Daulatram Mehani

Director

DIN: 00303455


layouts and blueprints useful for any of the business of the company and to acquire any grant licence and other rights and benefits in the foregoing matters and things.

2. To deal In appliances, accessories and other materials and articles for use in any of the aforesaid or allied businesses or connected therewith Including buttons, thread, zip, belts, interlining chemicals for collars trimmings etc.
3. To buy, sell, treat and deal in all kinds of plant, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying any of the above business or usually dealt with by persons engaged therein.
4. To carry on and conduct in such manner as the Company shall think fit such works and experiments or provide funds for other persons carrying, conducting or making such works or experiments as the Company may consider necessary or useful for the purpose of developing the business of the Company or for carrying on the main objects of the Company.
5. To experiment or provide funds for experimenting in inventions which may be brought to the notice of the Company by any person or persons, and which the Company may consider useful or remunerative to obtain and assist in obtaining patent rights or privileges for any such Inventions in India and elsewhere and to purchase or otherwise acquire any such Inventions, patents, patent rights or privileges when obtained by others and severally to purchase or otherwise acquire any patents or like privileges and inventions which the Company think proper to acquire and pay for the same such consideration as the Company think fit.
6. To acquire and undertake the whole or any part of the business, goodwill and assets of any person carrying on or proposing to carry on any of the business which the company is authorised to carry on and to undertake all or any of the liabilities of such person or to acquire an interest or enter into any agreement or arrangement for sharing profits or co-operation or for a mutual assistant with any such person and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture- stocks or securities that may be agreed upon and to hold and retain or sell, mortgage, grant option over and deal with any shares, debenture-stocks or securities or received.
7. To enter into a partnership or any other arrangement for sharing profits, co-operation, joint-adventures, reciprocal concession, licence or otherwise with any person carrying on or engaged in or about to carry on or engage in any business or transaction which the company is authorised to carry on or engaged in any business or transaction capable of being conducted so as to benefit this Company and to give any special rights, licence and privileges in connection with and in particular the right to nominate one or more person or persons whether they be shareholders or not, to be Directors of the Company.
8. To amalgamate with any other firm, Company or corporation having objects altogether or in part similar to those of this Company, subject to the provisions of Section 390 of the Companies Act.
9. To promote and pay all or part of the expenses of promoting one or more Company or companies society or societies, association or associations either in India or elsewhere, for the purpose of acquiring and undertaking all or any of the properties and liabilities of the Company or of advancing directly the objects or interests thereof and to sell to any such Company, society or association all or any part of the property of the Company and acquire from every Company, society or association such remuneration or price, payable in cash shares (either fully or partly paid-up) debenture or otherwise as the Company may think fit and to subsidise or otherwise assist any such Company, society or association or person.

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10. To invest and with the money of the Company not immediately required upon such securities and/or in such manner as may from time to time be determined by the Company.
11. To lend and advance money or give credit to such person or firm or body corporate and on such terms and may seem expedient and in particular to customers and others having dealing with the Company and give guarantee or provide security for any such person, firm, body corporate for any purpose whatsoever and on any terms as the Company may think fit, provided that it shall not carry on any banking business as defined in the Banking Regulation Act.
12. To borrow or secure the payment of money in such manner as the Company shall think fit, without security or on the security of land, building, factory, machinery, tools, bills of exchange, promissory notes, bonds, bills of lading, warrants, stocks, shares, debentures, book debts, the undertaking of the Company and properties of every description or any one or more of them.
13. To create, execute, grant or issue any mortgage, debenture-stocks, bonds, either at per 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 uncalled capital or the unpaid calls(s) of the Company.
14. To receive money, securities or valuables on deposit at interest or for custody on such terms as the Company may think fit provided the Company shall not carry on the business of Banking.
15. To open any kind of account in any bank, draw, make, accept, endorse, discount, execute, issue promissory notes, bills of exchange, bills of lading, railway receipts, warrants, debentures and other negotiable or transferable instruments.
16. To distribute among the members of the Company in kind of property of the Company and in particular any shares, debentures, stocks, bonds or securities or other Companies or corporation belonging to this Company or of which this Company may have the power of disposing as permissible under the Companies Act, 1956.
17. To enter into arrangements with any authorities whether Government, municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such authority rights, licences, privileges and concessions which the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, licences privileges and concessions.
18. To do all above things in any part of the world as principals, agents, contractors, trustees or otherwise and by or through trustees, agents, sub-contractors or otherwise and either alone or in conjunction with others and to establish branches at places in and or outside India as the Company may think fit.
19. To do all such other things as may be deemed incidental or conducive to the attainment of the main objects.


(C) OTHER OBJECTS:

1. To acquire by purchase, lease, exchange, hire or otherwise develop or operate land, buildings, any estate or interest in and hereditaments of any tenure or description including agricultural land, mines, quarries, farms gardens in any estate or interest therein and any right over or

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connected with land and buildings so situated and construct, develop or to turn the same to accounts may seem expedient and in particular or to turn the same to accounts may seem expedient and in particular by preparing building sites, flats, houses, apartments, commercial complexes by constructing, reconstructing, altering, improving, decorating and maintaining offices, rooms, flats, houses, restaurants, markets, shops, workshops, mills, factories, warehouses, cold storages, wharves, godowns, hostels, gardens, swimming pools, playgrounds, buildings, works and conveniences of all kinds and selling, leasing, hiring or otherwise deal with or disposing of the same and to manage land, building and other properties, whether belonging to the company or not, and to collect rents and income and to supply tenants, occupies and other refreshments, attendance, light, waiting rooms, reading rooms, meeting rooms, electric and other conveniences commonly provided in flats, suits and residential and business units and to act as architects, consultants, designers, developers, builders, contractors, estate agents, merchants and dealers in building requisite and materials.

2. To carry on business as advisers and/or consultants or matters and problems relating to the import, export, industries, administrators, management, organisation, accountancy, costing, financial, marketing, taxation, company law matters, computers, decoration, accounting system, managerial and all other matters, requiring caliber of several economic and social science, commercial or economic activities, labour, statistical organisation methods, quality control and data processing, technical "know-how" operation, manufacture, production, storage, distribution, sale and purchase of goods, property and other activities of and in relation to any business, trade, commerce industry, mine, agriculture, housing or real estate and upon the means, methods and procedures for the establishment, construction, development, improvement and expansion of business, trade commerce and all systems, methods, techniques, processes, principles in relation to the foregoing and to carry on business of rendering services on any one or more of aforesaid matters to any person, firm, company, trust, association, institution, society, body corporate, government, government department, public or local authority, any other organisation whatsoever to act as intermediaries in the introduction of collaborators, sellers, purchases, printers, agents, consumers and employees.
3. To borrow, raise, secure the payment of money, to receive money on deposits with or without interest for the purpose of company's business in such manner and on such terms and with such rights, power, privileges and conditions as the Company may think fit by promissory notes, by taking credits in or opening current accounts with any person or persons, firm or firms, banks, companies or financial institution and with or without security or by such other means as the director's may in their absolute discretion seem expedient and to lend and advance money with or without security to such persons, firms or companies and upon such terms and subject to conditions as may seem expedient and particularly to carry on the business as financiers and investors and to acquire by purchase or otherwise, buy, subscribe for tender, exchange, hold, sell, transfer, hypothecate, deal in dispose of any share, bonds, stocks, obligations, securities, debenture, debenture stocks, properties, certificates issues or guaranteed by any company constituted and carrying on business in India or elsewhere any Government state, sovereign, central or dominions, state commissioners, port trust, public body or other authority, supreme, municipal, local or otherwise whether in India or elsewhere, provided that the company shall not carry on the business of banking as defined in the Banking Regulations Act, 1949.
4. To carry on the business as importers, exporters & manufacturers of all commodities goods, services and to act as import and export houses, advisers, consultants for imports and exports, indenting agents, sellers and purchasers of licences, resale order, permits & quotas entitlements.
5. To promote the formation and mobilization of capital, to manage capital savings and investment, to carry on the business of a leasing company hire purchase company, finance

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company, to undertake all types of leasing and hire purchase business relating to all kinds of machinery, plant, equipment, ships, vehicles, aircraft, rolling stock, factories, movable and immovable property to arrange or syndicate leasing or hire purchase, business to undertake bills discounting business to purchase, finance, discount, rediscount, bills of exchange to act as a discount and acceptance house, to arrange acceptance or co-acceptance of bills to undertake real estate business, to buy, sell, lease or finance the buying and selling, trading in immovable property, land, buildings, real estate, factories to borrow, to lend, to negotiate loans, to transact business as promoters, financiers, monetary agents, to carry on business of a company established with the object of financing industrial enterprises within the meaning of section 370 of the Companies Act, 1956 to invest the capital or other fund of the company in the purchase or acquisition of a rights in immovable and immovable property, to use the capital, funds and assets of the company as security for borrowing and the acquisition of or rights in movable or immovable property, or shares, stocks, debentures, debenture stock, bonds, mortgages, obligations, securities or to finance their acquisition or leasing or hire purchase, to raise, or provide venture capital, to invest in, to manage the issue of land to trade in their shares or other securities, undertake, advisory and counselling services, to undertake factoring to purchase the book debts and receivables of companies and to lend or give credit the same.

IV. The liability of the member(s) is limited.

* V. The Authorized Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) Equity Shares of Rs. 10/- each.

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