

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**ZUARI AGRO CHEMICALS LIMITED**

- I. The name of the Company is ZUARI AGRO CHEMICALS LIMITED.
- II. The Registered Office of the Company will be situated in the State of Goa.
- III. The objects for which the Company is established are :-

**(A) MAIN OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED**

1. To manufacture, produce, refine, process, formulate, mix or prepare, mine or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, buy, sell, exchange, distribute, assign, transfer or otherwise dispose of, trade, deal in and deal with, import and export any and all classes and kinds of fertilisers, organic fertilisers, inorganic fertilisers, agricultural chemicals, manures, their mixtures and formulations and any and all classes and kinds of chemicals, source materials, ingredients, mixtures derivatives and compounds thereof, and any and all kinds of products of which any of the foregoing constitutes an ingredient or in the production of which any of the foregoing is used, including but not limited to water soluble fertilisers and agricultural and industrial chemicals of all kinds, and industrial and other preparations or products arising from or required in the manufacture, refining etc. of any kind of water soluble fertilisers, fertiliser, manure, their mixtures and formulations.
2. To purchase, acquire, own, take lease and operate any land including agricultural land, farms, fields or to vest any real or personal property, rights or interests acquired by or belonging to the company in any person or company on behalf or for the benefit of the Company, for setting up of and engage in research and development centers, research stations, laboratories, green houses, processing centres for the purpose of development and improvement of the products including any poultry, animal products, sea foods, vegetables, fruits and fruit products and to use the acquired or leased land, for agricultural purposes including making land fit for cultivation, cultivation of land, improvement of land, development of sources of irrigation, raising and harvesting of crops, horticulture, forestry, planting and farming, cattle breeding, animal husbandry, dairy farming, seed farming, pisciculture, apiculture, sericulture, piggery, poultry farming and such other activities as are generally carried in relation to agriculture, dairy farming, cattle breeding, poultry farming and other categories in similar activities including marketing of agricultural products, their storage and transport and the acquisition of implements and machinery in connection with any such activity, which is necessary for carrying the business of the company.
3. To carry on the business of manufacturers, producers, refiners, processors, miners, exporters, importers, buyers and sellers of, and dealers in and with all and any fats, dips, sprays, vermifuges, fungicides, insecticides, germicides, disinfecting preparations, fumigators, medicines and remedies of all kinds for agricultural, trees and fruit growing, gardening and other purposes and whether produced from vegetable, mineral, gaseous, animal or any other matters or substances by any process whether chemical, mechanical, electrical or otherwise.

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

1. To acquire, buy, hold, sell, transfer, hypothecate, deal in and dispose of properties of all kind and descriptions movable and immovable including shares, stocks, debentures stocks, bonds, obligations or securities by original subscription, tender, purchase, exchange, or otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
2. To establish, subsidise, promote and assist Companies, syndicates, and firms carrying on business similar to those of this Company and to acquire and dispose of shares and interest in such Companies.
3. To act as agent for the investment, loan, payment, transmission and collection of money and for the purchase, sale and improvement, development and management of property and generally to transact financial matters.
4. To carry on the business of investment, holding and Investment Trust Company and for that purpose to invest in, acquire, underwrite, subscribe for, hold shares, bonds, stocks, securities, debentures, debenture stocks issued or guaranteed by any Company constituted and carrying on business in India or elsewhere; any Government, state, union territory, sovereign, Central or Provincial Commissioners, public body or authority, supreme, municipal, local or otherwise whether in India or elsewhere.
5. To carry on any other business (whether investment, holdings or otherwise), which may seem to the Company capable of being conveniently carried on in connection with the Company's objects or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.
6. To apply for and get admission to the membership of one or more recognized stock exchanges in India including the National Stock Exchange and Over the Counter Exchange of India.
7. To apply for membership or become a member of any company, association, society or body corporate having any objects similar to or identical with those of the company, or likely directly or indirectly to promote the interests of the Company.
8. A To invest money (not amounting to banking business) on personal security or on the security of leasehold and freehold land, shares, securities, stock, merchandise and other properties and assets and generally to lend and advance money to such persons, firms, or Companies and upon such terms and subjects to such conditions as may seem expedient and to invest in and otherwise deal in gold, silver, and other precious metals and all articles and merchandise of all kinds either ready or for forward delivery and to carry on and transact every kind of guarantee and indemnity business and to undertake obligations of every kind and description and also to undertake trust of all kind.

- B** To enter in to market and perform contracts of every kind and description, agreement and arrangement with any Person, Firm, Association, Corporation, Municipality, Country, State, Body Politic or Government or colony or dependency thereof.
- 9.** To carry on business as importers, exporters, buyers and sellers of and merchants and dealers in and manufacture of merchandise, goods, materials and machinery of all kinds, spare parts, accessories and equipments.
  - 10.** To carry on the activities of bill discounting, factories, dealing in commercial paper, treasury bills, certificate of deposits and other financial services.
  - 11.** To employ experts to investigate and examine into the terms and conditions, prospects, value, character and circumstances of any business concerns and undertaking and generally of any assets, investments proposals, projects, property or rights.
  - 12.** To purchase, take on lease or licence or in exchange hire or otherwise any real and/ or personal property and any rights or privileges, which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the Company.
  - 13.** To promote, form or acquire company(ies), industry(ies) and to take purchase or acquire shares or interest in any company and to transfer any such company any property of this company and to take or otherwise acquire, hold and dispose of or otherwise deal in and invest in any shares, debentures and other securities in or of any company or companies either out of its own funds or out of funds it might borrow by issue of debentures or from bankers or otherwise howsoever or in any other manner whatsoever and to subsidise or otherwise assist any such company.
  - 14.** To let on lease or on hire-purchase system or to lend or otherwise dispose of any property belonging to the Company, and to finance the purchase of any article or articles, whether made by the Company or not, by way of loans or by the purchase of any such article or articles, and the letting thereof on the hire-purchase system or otherwise howsoever.
  - 15.** To sell, lease, mortgage, grant licences, easements and other rights over and in any other manner whatsoever, to transfer deal with or dispose of, the undertaking, property, assets, rights and effects of the Company, or any part thereof, for such consideration as the Company, may think fit and, in particular, for shares, stocks, debentures, or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
  - 16.** To amalgamate, enter into partnership or into any arrangement for sharing profits or losses, union of interests, co-operation, joint venture or reciprocal concession, or for limiting competition with any person, firm or company carrying on or engaged in or about to carry on or engage in or being authorised to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, 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.
  - 17.** 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 authorised to carry on, or possessed 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 and deal in property, shares, stocks, debenture-stock of any such person, firm or company, and to conduct, make or carry into effect any arrangements in regard to the winding up of the business of any such person, firm or company.

- 18.** To establish or promote or concur or be interested in establishing or promoting any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose whatsoever and to transfer to any such Company any property of this Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise, acquire all or any part of the shares, debentures or other securities of any such other Company and to subsidize or otherwise assist any such other Company.
- 19.** To pay for any rights or property acquired by the Company and to remunerate any person or company whether by cash payment or by allotment of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- 20.** To acquire, hold, use, sell, assign, lease, grant licences in respect of mortgage, pledge or otherwise dispose of in any part of the world any patents of India, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks, trade names, concessions and formulas, of any mixture whatsoever, and apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, licences, concessions and the like conferring any exclusive or non exclusive or limited right to their use, or any secret or other information as to any invention 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, or grant licences in respect of, or otherwise turn to account the property, right or information so acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights and without prejudice to the generality of the above any contracts, monopolies or concessions for or in relation to the supply and sale of any minerals, metals, products or other substances, materials, articles or things or equipment for or in relation to the construction, execution, carrying out, improvement, management, administration or control of any works and conveniences required for the purpose of carrying out, any of the businesses which the Company is entitled to carry on and to undertake, execute, carry out, dispose of, or otherwise turn to account, such contracts, monopolies or concessions.
- 21.** To apply for, promote and obtain any Act of Parliament, charter, privilege, concession, licence, or authorisation of any Government, State or Municipality, provisional order or licence of any authority for enabling the Company to carry any of its 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 purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the interests of the Company.
- 22.** To acquire from any person, firm or body corporate whether in India or elsewhere, financial information, technical information, know-how processes, engineering, manufacturing and operating data, plans, layouts and blue prints useful for any of the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.

- 23.** Subject to Section 181 of the Companies Act 2013, to make donations to such persons or institutions and in such cases and either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this Company, and also to subscribe, contribute, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or political or other institutions objects or for any exhibition or for any public, general or other objects.
- 24.** To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident, pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pension, allowances or emoluments to any persons, who are or were at any time in the employment or service of the Company, or of any Company which is a subsidiary of the 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 dependants of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to the benefit of or to advance the interests and well-being of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and to any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.
- 25.** To give to any officers, servants or employees of the Company any share or interest in the profits of the Company's business or any branch thereof, and whether carried on by means or through the agency of any subsidiary company or not, and for that purpose to enter into any arrangements the Company may think fit.
- 26.** To train or provide the training in India or abroad of any of the Company's employees or any candidate in the interest of or for furtherance of the Company's objects.
- 27.** To provide residence and/or residential facilities for employees and others, and in connection therewith to afford to such persons facilities and conveniences for washing, bathing, cooking, reading, writing and finding employment, and for the purchase, sale and consumption of provisions, both liquid and solid, and for the safe custody of goods.
- 28.** To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representatives, or between the Company and third parties, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
- 29.** To pay all expenses of and all costs, charges and expenses with respect to the promotion, formation and registration of the Company and/ or the issue of its capital or which the Company shall consider to be preliminary, including therein the cost of advertising, printing and stationery and commission for obtaining application for taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company and expenses attendant upon the formation of agencies, branches and local boards.
- 30.** Upon any issue of shares, debentures or other securities of the Company, to employ brokers, commission agents and underwriters and to provide for the remuneration of such persons for their services by payment in cash or by the issue of shares, debentures

or other securities of the Company or by the granting of options to take the same, or in any other manner allowed by law.

- 31.** Subject to Section 73/76 of the Companies Act, 2013 and Rules made thereunder and directives from RBI from time to time, to borrow or raise money, or to receive money on deposit or loan at interest or otherwise in such manner as the Company may think fit, and in particular by the issue of debentures, or debenture-stock (perpetual or otherwise) and convertible into shares of this or any other company or not and to secure the repayment of any such money borrowed, raised, or received, or owing by 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 give the lenders or creditors the power of sale and other powers as may seem expedient and to purchase, redeem or payoff any such securities and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or other person, firm or company of any obligation undertaken by the Company or any other person, firm or company as the case may be.
- 32.** To lend and advance money or to give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to guarantee the performance of any contract or obligation and the repayment of money of or by any such persons or companies and generally to give guarantees and indemnities.
- 33.** To invest any moneys of the Company not for the time being required for any of the purposes of the Company in such investments (other than shares or stocks in the Company) as may be thought proper and to hold, sell or otherwise deal with such investments.
- 34.** To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert or minimise financial disturbances which might affect the Company.
- 35.** To confer upon any encumbrances or trustee for any encumbrances of uncalled capital, such powers of making and enforcing calls and of voting the transfer of shares not fully paid up as may be thought fit.
- 36.** To issue or guarantee the issue of or the payment of interest on the shares, debentures, debenturestock or other security or obligations of any -company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
- 37.** To draw, make, accept, endorse, discount, execute and issue and negotiate bills of exchange, hundies, bills of lading, promissory notes, warrants, debentures and other negotiable or transferable instruments or securities.
- 38.** To receive money on deposit with or without allowance of interest thereupon and to guarantee the debts and the contracts of customers and others.
- 39.** To subsidise, assist, and guarantee the payment of money by or the performance of any contract, engagement or obligation by any person or companies and in particular, customers of the Company or any person or companies with whom the Company may have or intend to have business relations.

40. 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.
41. To act as agents or brokers and as 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 and as principals, agents, contractors or trustees or otherwise and by or through agents, sub-contractors or trustees or otherwise and either alone or jointly with others.
42. To procure the incorporation, registration or other recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business.
43. To carry on any business or branch of a business which this Company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangements, which may seem desirable with reference to any business or branch so carried on, including power at any time either temporarily or permanently to close any such business or branch and to appoint Directors or Managers of any such subsidiary company.
44. To do all or any of the above things either as principals, agents, trustees, contractors or otherwise and either by or through agents, sub-contractors, trustees or otherwise, and either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment of the above objects.
45. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporate bodies, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of connected with the aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with the laws of the Union of India.
46. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the upliftment of the public in any rural area and to incur an expenditure on any programme of rural development and to assist in the 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 or the upliftment of the public in any rural area which the directors consider it likely to promote and assist rural development and that the word "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 abovementioned objects or purposes, transfer with out 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 or

funds as approved by the Central or State Government(s) or any authority specified in that behalf from time to time.

47. To carry on other business (whether manufacturing or otherwise), which may seem to the Company capable of being conveniently carried on in connection with the Companies other or which it may be advisable to undertake with a view to developing, rendering valuable, prospecting or turning to account, any property, real or personal, belonging to the Company, or in which the Company may be interested.
48. To manufacture, buy, sell, exchange, alter, improve, manipulate, prepare for market and otherwise deal in all kinds of plant, machinery, apparatus, tools, utensils, receptacles, substances, materials, articles and things necessary or convenient for carrying on any of the business or processes of the Company usually dealt in by persons engaged in the like business or processes.
49. To buy, sell, manufacture, refine, manipulate, import, export, and deal in substances, apparatus and things capable of being used in any business of the Company or required by any customers or persons having dealings with the Company.
50. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for resale any goods from time to time belonging to the company.
51. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertaking and generally of any assets, property or right.
52. To purchase, take on lease or license or in exchange hire or otherwise any real and/or personal property and any right to privileges, which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any property of the Company and, in particular, any land (freehold, leasehold or other tenure), buildings, easements, machinery, plant and stock-in-trade and on any such lands to erect buildings, factories, shed, godowns, or other structures for the works and purposes of the Company, and also for the residence and amenity of its employees, staff and other workmen and erect and install machinery, plant and other equipment deemed necessary or convenient or profitable for the purpose of the company and either to retain any property to be acquired for the purposes of the Company's business or to turn the same to account as may seem expedient.
53. To build, construct, maintain, enlarge, pull down, remove or repair, improve or develop and to work manage and control any buildings, offices, factories, mills, foundries, refineries, furnaces, godowns, warehouse, shops, machinery, engines, roads, ways, railway, tramways, roadways, or other means of transport, sidings, bridges, reservoirs, dams, water-courses, water system, wharves, electrical works, gas work, or work operated by any other kind of power and also some other machinery, equipment, conveyances, works and conveniences which may seem calculated directly or indirectly to advance the interests of the Company and to subsidize contribute or otherwise assist or take part in doing of these things and/or to join with any other person or company or with any Government or Government authority in doing any other things.
54. To carry on the business of a waterworks Company in all its branches and to sink wells and shafts, and to make, build and construct, lay down and maintain, reservoirs, waterworks, cisterns, culverts, filter beds, main and other pipes and appliances and to execute and do all works and things necessary or convenient for obtaining, storing, selling, delivering, measuring, and distributing water for purposes of the Company.

- 55.** To enter in to arrangement with Government or Authority, Central, State, Local or Foreign or Public body, or person or authority, or from any private individual that may seem conducive to the Companies object or any of them and to obtain from any such Government Authority, person or Company concession, grants, decrees, rights, charters, contracts, licenses, powers, and privileges whatsoever which may seem to the Company capable of being turned to account or with the Company may think directly or indirectly conducive to any of its object or capable of being carried on in connection with its business, and to work, develop, carry out, exercise and turn to account the same.
- 56.** To establish, maintain and conducts training schools, courses and programs in connection with the sale, installation, use, maintenance, improvement or repair of machines, apparatus, appliances or product and of articles, required in the use thereof or used in connection therewith by the Company, and establish, provide, maintain and conduct, or otherwise subsidize research laboratory and experiments, and to undertake and carry on with all scientific and technical research, experiments, and test of all kind and to promote studies and research, both scientific and technical, investigation and invention by providing, subsidizing endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing for the remuneration of exhibitions, scholarship, prize and grants to students or otherwise and generally to encourages, promote and review studies, researches, investigation, experiments, tests and invention of any kind that may be considered likely to assist any of the business which the Company is authorised to carry on.
- 57.** To train or pay the training in India or abroad of any of the Company's employees or any candidate in the interest of or for furtherance of the Company's objects.
- 58.** Subject to the provisions of the Section 123 of the Companies Act, 2013, or any other law time being in force, to distribute in specie or otherwise as may be resolved any property or asset of the Company or any process of sale or disposal of any property or asset of the Company including the shares, debentures, or other securities of any other Company formed to take over the whole or any part of the assets or liability of the Company but so that no distribution amounting to a reduction of the capital be made except with the sanction (if any) for the time being required by law.
- 59.** To purchase, manufacture, produce, refine, mine or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose of, trade, deal in and deal with any and all kinds of chemicals and source materials, ingredients, mixtures, derivatives, and compounds thereof, and any and all kinds of products of which any of the foregoing constitutes and ingredient or in the production of which any of the foregoing is used, including but not limited to medicines, pharmaceuticals, fertilizers and industrial chemicals of all kinds.
- 60.** To purchase, manufacture, construct, erect, fabricate, build, press, stamp, draw, spin, furnish, equip, repair, utilize, procure, refine, mine or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose of, trade, deal in and with any and all kinds of metals and source materials, ingredients, mixtures, derivatives, and compounds thereof, and any and all kinds of products of which any of the foregoing constitutes an ingredient or in the production of which any of the foregoing is used, including but not limited to mechanical and electrical machinery, apparatus, equipment, implements, devices, fixtures, supplies and accessories and castings and forgings.

- 61.** To carry on the business of chemists, druggists, drysalters, oil and colour men, importers and manufacturers of, and dealers in, pharmaceutical, medicinal, chemical, industrial and other preparations and articles, compounds, cements, plasters, oils, paints, pigments and varnishes, drugs, dyeware, paint and colour grinders, makers of and dealers in proprietary articles of all kinds, and of electrical, chemical, photographic, surgical and scientific apparatus, and chemical, phosphates, nitrates, caustic soda, chlorine products, iodine salts and minerals, organic and inorganic chemicals, heavy and light chemicals and fine chemicals, petrochemicals and alkalis and acids, soaps, toilet goods, oils, scents, attars, perfumes, scented oils, flavoured essences, floral synthetics, aromatics, mineral waters, wines, liquors, fruit essences, fruit juice, fruit syrup, vaccines, serums, fruits raw and ripe, fruit seeds and by products of fruits herbs and other articles.
- 62.** To explore, prospect, take on lease or on royalty basis or otherwise acquire mines, mining rights and lands or any interest therein and to quarry, mine, dress, reduce, draw, extract, caline, smelt, refine, manufacture, process and otherwise acquire, buy, sell or otherwise dispose of and deal in all types, qualities and descriptions of ores metal and mineral substances and to carry on any other metallurgical operations which may seem conducive to any of the Company's objects.
- 63.** To undertake the custody and warehousing of merchandise, goods and materials and to provide cold storage and other special storage facilities.
- 64.** To carry on business as insurance brokers and agents in respect of all classes of insurance including marine, fire, life, accident, burglary, workmen's compensation indemnity and motor.
- 65.** To undertake any advisory, secretarial, accountancy, clerical or similar work.
- 66.** To act as stockists, commission agents, manufacturers' representatives or agents, selling and purchasing agents, distributors, brokers, trustees, attorneys and subject to the provisions of the Companies Act, 2013, Managers, Managing Agents, Secretaries and Treasurers, Secretaries and transfer agents for any other company, firm, corporation or person.
- 67.** To carry on business as house, land and estate agents and to arrange or under take the sale, purchase of, advertise for sale or purchase, assist in selling or purchasing and find or introduce purchasers or vendors of, and to manage land, buildings, and other property, whether belonging to the Company or not, and to let any portion of any premises for residential, trade or business purposes, or other private or public purposes, and to collect rents and income and to supply to tenants and occupiers and other refreshment clubs, public halls, messengers, lights, waiting rooms, reading rooms, lavatories, laundry conveniences, electric conveniences, garages and other advantages.
- 68.** To carry on the business or vocation of acting as advisers and consultants on all matters relating to the Technical, Administration, Finance, Management, Production, Marketing, Software Development.
- 69.** To purchase, breed, raise, produce or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose off, trade, deal in and with any and all kind of animals and agriculture products, and purchase, manufacture,

produce or otherwise acquire, invest in, own, hold, use, lease, mortgage, pledge, sell, assign, transfer or otherwise dispose of, deal in whole or in part from animals or agriculture products of any kind whether to be used as food or in commerce, manufacture, the sciences, the arts or otherwise.

- 70.** To engage in the business of engineering, contracting and construction, including the design, manufacture, construction, erection, alteration, repair and install of plant, buildings, structures, ways, works, system, and mechanical, electronic, and electronic machinery, equipment, apparatus and devices.
- 71.** To cultivate, grow, produce and deal in any vegetable products and to carry on all or any of the business of foremen, dairymen, mill contractors, dairy foremen, millers, purveyors, and vendors of milk, cream, cheeses, butter, poultry, and provision of all kinds, growers of, and dealers in, corn, hay, straw, seedsmen and to buy sell and trade in any goods which is usually traded in any of the above businesses or any other business associated with the foreign or other interest of the Company.
- 72.** To carry on the trades or business of manufacturing of, and dealing in, explosives, ammunition, fireworks and other explosive products and accessions of all kind and of whatsoever composition and whether for military spating, mining or industrial purpose or for petrochemical display or for any other purpose.
- 73.** To carry on the business of iron founders, civil and mechanical engineers, consulting engineering, project engineers, technical consultants and manufactures of agriculture, industrial and other machinery, and tool kits, machine tool-makers, press founders, metal workers, boiler-makers, makers of locomotives and engines of every description, mill-wrights, machinists, iron and steel converters, smiths, woodworkers, builders, painters, chemists, metallurgists, electrical engineers, water supply engineers, gas makers, framers, painters, carriers, and to buy and sell design, specify, manufacture, fabricate, export, import, repair, convert, alter, let on hire, and deal in, machinery, implements, plant, tools, tackles, instruments, rolling stock and hardware of all kind, general fittings, accessories and appliances of all descriptions made of metal, alloy, glass or any other material and any part of such accessories or fittings and generally to carry on business as merchants, importers, and exporters and to transact and carry on all kind of agency business.
- 74.** To carry on business as timber merchants, sawmill proprietors and timber growers and to buy, sell, grow, prepare, for market, manipulate, import, export and deal in timber and wood of all kinds and to manufacture and deal in veneers, veneer products, veneer for tea chests, packing cases and commercial boards, decorative veneers, lamin boards, block boards, composite boards, pressed boards, hard boards, shipboards, bent wood, molded wood, and articles of all kind in the manufacture of which timber or wood is used.
- 75.** To carry on the business or vocation of acting as advisers and consultant on all matters relating to the Technical, Administration, Finance, Management, Production, Marketing, Software Development.
- 76.** To carry on business in general power suppliers to Government, Public, Bodies Corporate, local institution, person, firms, companies and any other third party and to plan, promote, generate, acquire purchasing in bulk, develop, distribute and accumulate power by wind, solar, hydro, thermal, biomass, coal, lignite, and to transmit, distribute, sell, and supply such power and to lay down, establish, hire power stations, cables, wires, lines, accumulators, lamps, and wires to generate and to accumulate, distribute

and supply electricity and to light cities, towns, streets, docks, and to sell to private, public, Government, semi Government, local bodies, and for captive consumption.

- 77.** To purchase, acquire, own, take lease and operate any land including agricultural land, farms, fields or to vest any real or personal property, right or interest acquired by or belonging to the Company if any persons or company on behalf of the Company, for setting up of and engage in research and development centers, research station, laboratories, green house, processing, centers for the purpose of development and improvement of the products including any poultry, animal products, sea food, vegetable, fruits and fruit products and to sell and to acquire or leased land, for agricultural purposes including making land fit for cultivation, cultivation of land, improvement of land, development of sources of irrigation, raising and harvesting of crops, horticulture, forestry, planting and farming, cattle breeding, animal husbandry, dairy farming, seed farming, pisciculture, apiculture, sericulture, piggery, poultry farming, and such other activities as are generally carried in relation to agriculture, dairy farming, cattle breeding, poultry farming and other category in similar activities including marketing of agricultural products, their storage and transport and the acquisition of implements and machinery in connection with any such activity, which is necessary for carrying the business of the company.
- 78.** To build, construct, acquire, erect, install, operate, maintain, develop, promote, manage, repair, administer, provide, infrastructural facilities for ports, jetties, wharfs, piers, docks, embankments, bulk, break bulk, dry bulk cargo, multipurpose and specialized cargo berths, stackyard and rail infrastructure, terminals, general terminals, marine terminals, cargo terminals, container terminals, transport systems, clearing and handling systems, cargo handling, berths, shore cranes, ship manifolds, fork lifts, bunkers, cargo hoses, navigational channels, depth maintenance, navigation marks, dredging, dry docking, tunnels, canals, workshops, shipways, hangers, derricks, pipe lines for supply of water, oil, fuel, sewage, Petrochemicals, chemicals, warehouses, cold storages, godowns, ship stores, sheds, container freight stations and services, port crafts and equipment, tank farms, tugs, pilotage and carriage services, container handling facilities, floating dry dock and vessel repair facilities, setting up of captive power plant, installation of equipment, handling equipment, loading equipment and supporting infrastructure, to acquire marine related technology and undertake underwater work on ports, docks, tugs, terminals, jetties and ship repairs, establish and maintain work lines of power, fuel, steam, aerial communications between ports, ships and other transports and to act as marine consultants, marine engineers and advisors.
- 79.** To carry on the business of designing, setting up, erecting, maintaining, repairing, improving and operating or managing in India or abroad, pipes, pipelines, cross country piping systems, jetties, single buoy moorings, all other kinds of onshore and offshore port facilities, storage and distribution terminals, storage, loading and unloading facilities for the storage and transport of natural gas, crude oil, petroleum products including but not limited to liquefied petroleum gas, petrol, naphtha, high speed diesel, aviation turbine fuel, superior kerosene oil and all products as may be conveniently transported through pipelines and, for the purpose, enter into any technical or financial collaboration as may be desired.
- 80.** To carry on in India or elsewhere the trade or business of operating, hiring or otherwise, wagons and other type of wagons, for railway and all machinery, materials and things applicable or used as accessory thereto and of letting or operating wagons and other type of wagons to any company for a term of years, or otherwise, and of repairing and maintaining the same respectively, whether belonging to the company or not and otherwise dealing in the same respectively.

- IV. The liability of the members is limited.
- V. The Authorised Share Capital of the Company is Rs.157,00,00,000 (Rupees One hundred and fifty seven crores) divided into Equity Share Capital of Rs.122,50,00,000 (Rupees One hundred and twenty two crores fifty lakhs) consisting of 12,25,00,000 (Twelve crores twenty five lacs) Equity Shares of the face value of Rs.10 (Rupees Ten) each and Preference Share Capital of Rs.34,50,00,000 (Rupees Thirty four crores fifty lakhs) consisting of 3,45,00,000 (Three crores forty five lakhs) Preference Shares of the face value of Rs.10/- (Rupees Ten) each with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential qualified or special rights, privilege or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act or provided by the Articles of the Company for the time being.”

We the several persons whose names and addresses are subscribed hereto 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.

Sr. No.	Name, Father's name, Address, Description, Occupation and signature of each Subscriber	Number of equity shares taken by each Subscriber	Name, Father's name, Address, Description, Occupation and signature of Witness
1.	RAMKRISHNA YESHWANTRAO PATIL S/O Yeshwantrao L. Patil B-4, Zuari Residential Colony Zuarinagar -403 726 Service	10 TEN	Witness to Sr. No. 1 to 8  Sd/-  SADASHIV V SHET Son of Vasudev Govind Shet S-15 Jairam Complex Nevginagar, Panjim, Goa Company Secretary
2.	HARSHAD CHANDRAKANT SHAH S/O Chandrakant P. Shah 7/Ug-10, Kamat Clasic Iv Caranzelam Panjim, Goa – 403 002 Service	10 TEN	
3.	BALASAHEB KALLAPPA KINEKAR S/O Kallappa Y. Kinekar 306, Devarshi Housing Society Mangor Hill Vasco-Da-Gama, Goa 403 802 Service	10 TEN	
4.	NAVEEN K. KAPOOR S/O Durga Prasad Kapoor B-6, Zuari Ind Colony	10 TEN	

	Zuarinagar, Goa-403726 Service		
5.	RAJU VASANT PATIL S/O Vasant Patil D-1 Salkar Essen Apts., Adarshanagar, Chicalam Service	10 TEN	
6.	BINAYAK DATTA S/O Shri Bhavani Krishna Datta B-2, Zuari Colony Zuarinagar, Goa-403726 Service	10 TEN	
7.	NITIN MANGUESH KANTAK S/O Manguesh Katak B-5, Zuari Colony Zuarinagar, Goa-403726 Service	10 TEN	
8.	ZUARI INVESTMENTS LIMITED R. Y. PATIL Authorised Signatory Jai Kisaan Bhawan, Zuarinagar, Goa-403726. Company	19,99,930 Nineteen Lacs Ninty Nine Thousand Nine Hundred Thirty	
	TOTAL	20,00,000 Twenty Lacs	

PLACE:ZUARINAGAR  
DATE:28/08/2009