**THE COMPANIES ACT, 2013**
**(COMPANY LIMITED BY SHARES)**

**MEMORANDUM OF ASSOCIATION**
**OF**
**PAPADMALJI AGRO FOODS LIMITED**

1. The name of the Company is PAPADMALJI AGRO FOODS LIMITED.

2. The Registered Office of the Company will be situated in the State of Rajasthan.

3. (a) The objects to be pursued by the company on its incorporation are:
   1. To carry on the business of process, produce, mix, pack, preserve, freeze, extract, refine, manufacture, import, export, buy, sell, trade and deal in all types & kinds of papad, bhujiya, namkeens, sweets, processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, poultry products, sea foods, milk foods, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, wafers, condoles, lemon drops, chocolate, toffees, tinned fruits, chewing gum, bubble gum, detergents, tea and coffee, vegetables, fruits, jams, jelly, pickles, squashes, sausages, nutrient, health and diet foods / drinks, extruded foods, confectionery items, sweets, cereals products and any other food products in and outside India and deal in all kinds of organic and inorganic foods products and drinking products, mineral water, soft drinks, aerated mineral water, fruit drinks, artificial flavoured drinks, condensed milk and drinking products of all kinds and other consumable provision of every description for human consumption.

   (b) *Matters which are necessary for furtherance of the objects specified in clause 3(a) are
   1. To acquire, own, sell, exchange, or otherwise deal in or dispose off, let on hire or lease, repair and assemble all kinds of plant and machinery, equipments, computers, peripherals, networking equipments, internet connectivity products, accessories, apparatus, spare parts, tools, implements, inputs required and as are necessary, useful, convenient or desirable for all or any of the objects of the Company.
   2. For the purpose of business of the Company to transact and to carry on any agency business.
   3. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other fund, for any purpose whatsoever conducive to the interest of the Company.
   4. To promote, carry on, maintain and develop, trade of all kinds, and trade, industrial, commercial and financial relations of every kind and description in all matters connected with the objects of the Company.
   5. To buy, sell, manufacture, repair, alter and exchange, let on hire, export, import and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.
   6. To apply for, tender, purchase or otherwise acquire any contracts, subcontracts, licenses, leases, grants and concessions for or in relation to the objects or business herein mentioned or any of them, and to undertake, execute, carry out, dispose off or otherwise turn to account the same.
   7. To give guarantees and to carry on and transact every kind of guarantee and counter-guarantee business and in particular to guarantee the payment of any principal moneys, interests or other moneys secured or payable by the Company.
   8. To dedicate, present or otherwise dispose off either voluntarily or for value any property of the Company deemed to be of national, public or local interest, to any national, trust, public body, corporation or authority or any trustees for or on behalf of any of the same or of the public.

CERTIFIED TRUE COPY Jai Agarwal

9. To aid, pecuniary or otherwise, any association, body or movement having for an object, the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
10. To enter into contracts, agreements and arrangements with any other company for the carrying out, by such other company on behalf of the Company, of any of the objects for which the company is formed.
11. To enter into partnership or into any arrangements.
12. 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.
13. To establish or promote or concur or be interested in establishing or promoting any company or companies for the purposes of acquiring all or any of the property, rights and liabilities of the company of or for any other purpose whatsoever and to transfer to any such company any property of this company which may seem directly or indirectly calculated to benefit the Company.
14. To enter into any arrangement with any government or authority, Central, State, Municipal, Local or Foreign or Public body or otherwise any person or company that may seem conducive to the Company's objects or any of them and to carry out, exercise and comply with any such arrangements.
15. To apply for, promote and obtain an Act of Parliament, charter, decrees, rights, contracts, privileges, concessions, licenses or authorization from any Government, State or Municipality for enabling the company to carry out any of its objects into effect.
16. To apply for, purchase or otherwise acquire and protect and renew in India or any other part of the world any patent, rights, brevets, inventions, trademarks, designs, licenses, concessions, and the like and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired and to expend the money in experimenting upon, testing or improving any such patents, inventions or rights.
17. To establish, provide, maintain and conduct or otherwise subsidies and assist research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical researches, experiments, tests and inventions that may be considered likely to assist any of the business which the Company is authorised to carry on.
18. To make donations either of cash or any other asset or property, to subscribe, contribute or grant money for any charitable, scientific, religious or benevolent, national, public or other institutions, funds, persons, associations, subjects, trusts, exhibitions or for any other useful objects.
19. To provide for the welfare of the employees, directors or ex-directors, and their families or dependents and shareholders either by grant of money, pensions, grants, bonus or allowances or in any other manner.
20. To refer, 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 to arbitration in India or at any place outside India, and to observe and to do all acts, deeds, matters and other things to carry out or enforce the awards.
21. To pay out of the funds of the Company all costs, charges and expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the company and/or the issue of its capital or of raising finance including cost of advertising, printing and stationery, brokerage and commission.
22. To pay to promoters such remuneration and fees or recompense them for the times and services rendered by them as per the provisions of the Companies Act, 2013.
23. To pay all preliminary expenses of any company promoted by the Company or any company in which this Company is or may contemplate being interested.
24. To pay for any rights or property acquired by the Company and to pay commission or remunerate any person or company for services rendered or to be rendered whether by cash payment or by allotment of shares, debenture or other securities of the Company, credited as paid up in full or in part or otherwise.

CERTIFIED TRUE COPY Jai Agarwal

25. Subject to the provisions of the Act, and the Rules made there under and the directions of Reserve Bank of India, to borrow or raise money or accept deposits and secure the payment of any moneys so borrowed, raised or received or of debentures or bonds, obligations or deposits, by mortgages, charges and securities of all kinds on the undertaking or whole or any part of the property, rights, assets or revenue and profits of the Company, present or future, including its uncalled capital, by trust, assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers as may seem expedient and to purchase, redeem or pay off any such securities.
26. To open and operate current, fixed or overdraft accounts with any bank, bankers or institutions and to pay into and draw money from such accounts.
27. To lend or 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 payment of or by any such persons or Companies.
28. Subject to the Banking Regulation Act, 1949, to draw, make, accept, endorse, discount, execute and issue bills of exchange, hundies, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
29. To insure the whole or any part of the property of the Company either fully or partially to protect and indemnify the Company from liability or loss in any respect either fully or partially and also to protect and indemnify whole or part or portion thereof either on mutual principle or otherwise.
30. To appoint Directors or Managers of any subsidiary company or any other company in which this Company is or may be interested.
31. To take part in the management, supervision and conduct of the business or operations of any company or undertaking and for that purpose to appoint and remunerate the Directors, trustees, accountants or other experts or agents.
32. Subject to the provisions of the Act, to vest, pass on, delegate, authorise transfer to any other company or Board of Directors of such other company, the control and the composition of the Board of Directors of this Company.
33. To let out on hire all or any of the property of the Company whether real or personal, immovable or moveable.
34. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising whether in India or outside India in the press, by circulars, by purchase and exhibition of works of art of interest, by publication of books, periodicals and by granting prizes, rewards and donations.
35. To purchase, to take on lease/license or in exchange, hire or otherwise acquire any immovable or movable property, land, buildings, easements, machinery, plant and stock-in-trade or any rights or privileges for the purposes of the Company's business or to turn the same to account as may seem expedient.
36. To sell, or let on lease or on hire purchase, land, grants, licenses, easements and other rights over and in any other manner whatsoever to transfer, deal with dispose off the undertaking, property, assets, rights and effects of the Company or any part thereof or any articles or goods whether made by the Company or not for such consideration as the Company may think fit and in particular, for shares, stocks, debentures, debenture bonds or other securities of any other Company.
37. To purchase, take over 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 the 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.
38. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in India or abroad.

CERTIFIED TRUE COPY Jai Agarwal

39. To amalgamate, enter into any partnership or partially amalgamate with or acquire interest in the business of any other company, person or firm carrying on or engaged in or about to carry on or engage in any business whether or not included in the objects of the Company, and to amalgamate or merge with the company whose business is acquired, purchased or taken over and/or to enter into agreement with the objects of acquisition of such undertaking and/or business.
40. To create and issue equity, preference and guaranteed shares or stock or debentures and to redeem, buy back, cancel and accept surrenders of any such shares or stocks.
41. To alienate, transfer, gift, sell, donate, settle or dispose of any property of the Company with or without consideration and upon such terms and conditions as the Board of Directors may deem fit.
42. To accept donations, gifts with or without such conditions, restrictions, obligations, stipulations and liabilities as are not derogative to the provisions of any law for the time being in force.
43. To carry out in any part of the world all or any part of the foregoing objects as principals, agents, factors, trustees, contractors or otherwise and either by or through agents, sub-contractors or otherwise and either alone or in conjunction with others.
44. To enter into any arrangements and contracts with foreign and/or Indian parties and other persons for obtaining by grant, license, and/or on other terms, technical and engineering information, assistance and service, collaborations, know-how and expert advice for installation of plant and machinery, production and manufacture of any products, and to pay for such technical know-how, technical and engineering assistance and information and/or service rights or privileges acquired by the Company either in shares of the Company or partly in shares or partly in cash or otherwise.

4. The liability of the member(s) is limited, and this liability is limited to the amount unpaid if any, on the shares held by them.

5. Every member of the company undertakes to contribute: the share capital of the company is Rs. 12,50,00,000 divided into 1,25,00,000 Equity Shares of 10 Rupees each.

6. We, the several persons, whose name and addresses are subscribed, are desirous of being formed into a company in pursuance of this memorandum of association, and we respectively agree to take the number of shares in the capital of the company set against our respective names:

Tai Agarwal

CERTIFIED TRUE COPY

| Sr. No. | Subscriber Details | | | | | |
|---|---|---|---|---|---|---|
| | Name, Address, Description and Occupation | DIN/PAN/ Passport number | No. of shares taken | | Signature | Dated |
| 1. | Jai Agarwal S/O Roop Chand Agarwal R/O Vishal Namkeen Bhandar, Hanuman Gali, Rani Bazar, Bikaner-334001, Rajasthan; Occupation: Business | 08009219 | 400000 | Equity | | 16/12/17 |
| 2. | Prem Lata Agarwal D/O Ram Chander Agarwal R/O Vishal Namkeen Bhandar, Hanuman Gali, Rani Bazar, Bikaner-334001, Rajasthan; Occupation: Service | 08009243 | 100000 | Equity | | 16/12/17 |
| Total Shares taken | | | 500,000.00 | Equity | | |

| Signed before Me | | | | | |
|---|---|---|---|---|---|
| Name | | Address, Description and Occupation | DIN/PAN/ Passport Number/ Membership Number | DSC | Dated |
| FCS | CS RAJENDRA CHOUHAN | S/O Chandan Mal Chouhan, R/O 47, Guru Nanak pura, Raja Park, Jaipur-302004, Practising Company Secretary | 5118 | | |

**Note: Amendments made to the Memorandum of Association of the Company since incorporation have been detailed in Annexure-I.**

Jai Agarwal

CERTIFIED TRUE COPY

**Annexure-I**

**Alteration in Memorandum of Association of Papadmalji Agro Foods Limited**

**Alteration in Name Clause:**

*Company was originally incorporated with the name Papadmalji Agro Foods Private Limited on 19th December, 2017.

1. The Name of the Company changed from **Papadmalji Agro Foods Private Limited** to **Papadmalji Agro Foods Limited** on the conversion of company from Private into Public with effect from 28th January, 2025 vide Special Resolution passed in the Extra-Ordinary General Meeting of the Members of the Company held on 18th November, 2024.

**Alteration in Capital Clause:**

*Company was incorporated with the Authorized Capital of Rs. 50,00,000/- (Rupees Fifty Lakhs Only) divided into 5,00,000 (Five Lakhs) Equity Shares of Rs. 10/- each on 19th December 2017.

1. The Authorized Share Capital of the Company increased from Rs. 50,00,000/- (Rupees Fifty Lakhs Only) divided into 5,00,000 (Five Lakhs) Equity Shares of Rs. 10/- each to Rs. 1,00,00,000/- (Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10/- each with the consent of the Members of the Company taken at the Extra Ordinary General Meeting held on 29th January, 2018.

2. The Authorized Share Capital of the Company increased from Rs. 1,00,00,000/- (Rupees One Crore Only) divided into 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10/- each to Rs. 12,50,00,000 (Rupees Twelve Crores Fifty Lakhs Only) divided into 1,25,00,000 (One Crore Twenty Five Lakhs) Equity Shares of Rs. 10/- each with the consent of the Members of the Company taken at the Extra Ordinary General Meeting held on 22nd September, 2025.

Jai Agarwal

CERTIFIED TRUE COPY

*C
Lim
Foo
**E
agree