

MEMORANDUM OF ASSOCIATION

OF

Annapurna Swadisht Limited

ANNAPURNA SWADISHT LIMITED

S. K. Sharma 

Managing Director



**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that ANNAPURNA SWADISHT PRIVATE LIMITED is incorporated on this Eleventh day of February Two thousand twenty-two under the Companies Act, 2013 (18 of 2013) and that the company is limited by shares.

The Corporate Identity Number of the company is U15133WB2022PTC251553.

The Permanent Account Number (PAN) of the company is **AAWCA5249E** *

The Tax Deduction and Collection Account Number (TAN) of the company is **CALA30840F** *

Given under my hand at Manesar this Eleventh day of February Two thousand twenty-two .



Digital Signature Certificate
Mr. JHABBOO RAM MEENA
ASST. REGISTRAR OF COMPANIES
For and on behalf of the Jurisdictional Registrar of Companies
Registrar of Companies
Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on www.mca.gov.in

Mailing Address as per record available in Registrar of Companies office:

ANNAPURNA SWADISHT PRIVATE LIMITED

90, Phears Lane, Unit No. 604, 6th floor, PS- Bowbazar, Kolkata, Kolkata,

West Bengal, India, 700012



ANNAPURNA SWADISHT LIMITED

Shobham

Managing Director

* as issued by the Income Tax Department

Certificate of Incorporation Consequent upon conversion to Public Limited Company



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GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Kolkata

Nizam Palace, 2nd MSO Building 2nd Floor, Kolkata, West Bengal, India, 700020

Corporate Identity Number: U15133WB2022PLC251553

Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company

IN THE MATTER OF ANNAPURNA SWADISHT PRIVATE LIMITED

I hereby certify that ANNAPURNA SWADISHT PRIVATE LIMITED which was originally incorporated on Eleventh day of February Two thousand twenty-two under the Companies Act, 2013 as ANNAPURNA SWADISHT PRIVATE LIMITED and upon an intimation made for conversion into Public Limited Company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the RoC - Kolkata vide SRN F14005987 dated 08.07.2022 the name of the said company is this day changed to ANNAPURNA SWADISHT LIMITED.

Given under my hand at Kolkata this Eighth day of July Two thousand twenty-two.

DS REGISTRAR
OF COMPANIES
WEST BENGAL 01

Vineet Rai

Registrar of Companies

RoC - Kolkata

Mailing Address as per record available in Registrar of Companies office:

ANNAPURNA SWADISHT LIMITED

90, Phears Lane, Unit No. 604, 6th floor, PS- Bowbazar, Kolkata,
Kolkata, West Bengal, India, 700012



ANNAPURNA SWADISHT LIMITED

S. K. Sanyal

Managing Director

INCORPORATED
UNDER THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION

OF
Annapurna Swadisht Limited

1. The name of the company is “**Annapurna Swadisht Limited**”.
2. The registered office of the company will be situated in the State of West Bengal-WB.
3. (a) **The objects to be pursued by the company on its incorporation are:**
 1. To takeover as a going concern the business now being carried on by M/s. Annapurna Agro Industries, a partnership firm having its registered office at 90 Phear Lane, Flat No. 604, 6th floor, P.S Bowbazar, Kolkata - 700012, along with all its assets, liabilities, rights, licenses, obligations and entitlements including properties.
 2. To undertake business of manufacturing, processing, preparing, preserving, refining, buying, selling, importing, exporting and otherwise dealing in any manner in all type of food and food related products including extruded foods and cereals, frozen foods whether processed or non processed, spices, masala, beverages, dairy products, milk products, convenience foods and processed foods of all kind and every description and providing incidental and ancillary services in relation thereto, and to act as buyer, seller, stockiest, distributors, importer, exporter, or otherwise to deal in all types of extruded foods and cereals, food grains, commodities, vegetables, fruits, edibles, vegetarian and non-vegetarian food products and similar goods and to establish, promote, develop, manage multiple brands, trade name and trademarks in relation to the business of the Company for dealing in food articles and food products, and for such purpose to act as a brand owner, licensee, franchisee, representative or distributor and / or otherwise and to deal in all types of foods items including protein foods, agro foods, packed foods, poultry products, sea foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, and all types of bakery products and confectionery items and any other food products in and outside India.

(b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:

1. To acquire, build, construct, improve, develop, give or take in exchange or on lease, rent, hire, occupy, allow, control, maintain, operate, run, sell, dispose of, carry out or alter as may be necessary or convenient any lease-hold or freehold lands, movable or immovable properties, including building, stadia, arena, enclosures or other facilities or properties which may seem calculated directly or indirectly to advance the company’s objects and interest.
2. To form incorporate, promote, purchase, acquire, undertake or takeover, the whole or any part of the business, profession, goodwill, assets, properties (movable or immovable), contracts, agreements, rights, privileges, effects, obligations and liabilities of any persons, firm or company or companies carrying on all or any of proposing to carry on or ceasing to carry on any business, profession or activities which the company is authorised to carry on or the acquisition of all or any of the properties, rights and assets of any company or subject to the provisions of the Companies Act, 2013, the control and management of the company or the undertaking of the acquisitions of any other object or objects which in the opinion of the Company could or might directly or indirectly be beneficial or advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation or takeover or acquisition and to remunerate any person, firm or company in any manner, it shall think fit for services rendered or to be rendered for and in respect of such promotion or incorporation or takeover or acquisition or in obtaining

subscription of or the placing of any shares, stocks, bonds, debentures, obligations or securities of any such company or companies, subject to the provisions of the Companies Act, 2013.

3. To give aid by way of donations out of the income or the corpus of the Society or otherwise to charitable institutions, societies, organizations, trusts which may have been established or which may hereafter be established for objects similar to those of the objects of the Company.
4. To print, advertise, publish and/or sell, distribute books, periodicals, leaflets, brochures and papers pertaining to the objects of the Company.
5. To develop, acquire and use all necessary software and hardware and other allied requirements to meet the objects.
6. To promote, sponsor and commission research and development in areas conducive to the objects of the Company.
7. To develop and operate and facilitate the development and operation of digital and other technological systems for delivering or arranging the delivery of educational, training and informative programmes for facilitating the objects of the Company.
8. To market the activities, products, services and solutions of the Company including courses of education, training and information dissemination in all legal manner and by all legal means possible.
9. To develop and operate systems providing administrative support in relation to the provision of education, training and information dissemination by means of systems or arrangements operated in whole or in part by the Company or any licensee of the Company.
10. To import or export any of the products that may be needed for the attainment of the objects.
11. To acquire and take over the whole or any part of the business, goodwill, trademark, property and liabilities of any person or persons, firm, corporation, or undertakings, either existing, or newly engaged in or carrying on and conducting any business which this Company is authorized to carry on and to pay for the same either in cash or in the shares or partly in cash and partly in the shares.
12. To purchase, take on lease or in exchange, hire, renew, or otherwise acquire and hold any estate or interest and to let and sublet, in whole and in the part, develop, manage and exploit lands, buildings, machineries, easements, rights, privilege, plants, stock in-trade, business concerns, options, contracts, claims, and any real and personal property of any kind necessary or convenient for any business of the Company.
13. To undertake job works and contracts for service in connection with the business of the company.
14. To acquire hold and deal in the stocks, shares, debentures, debentures stocks, bonds, obligations or securities issued by any Company carrying on or authorized to carry on any business, which the Company is authorized to carry on.
15. To negotiate and enter into the agreements and contracts with foreign individuals, companies corporation and any other organizations or entities for technical, financial or any other assistant or collaboration for carrying out all or any of the objects of the Company or for the purpose of activating financial participation or technical collaboration and acquire necessary formulate and patent rights for furthering the objects of the Company.
16. To pay for any property, rights or privileges acquired by the Company either in the shares of this Company or partly in the shares and partly in the cash or otherwise.
17. To create any depreciation funds, reserve fund, sinking fund, insurance fund or any other special funds, whether for description or for repairing, improving, extending or maintaining any of the properties of the Company or for any other purposes conducive to the interest of the Company.

18. To guarantee the payment secured or payable under or in respect of the promissory notes, bonds, debenture- stocks, contracts, mortgages, charges, obligations, instruments, and securities of any Company or any authority municipal, local or otherwise or any person whatsoever whether incorporated or not and generally to guarantee or secure surety for the performance of any contract or obligation in connection with the business of the Company.
19. To open account with any bank/ banks or financial institutions, to draw, make accept, endorse, discount, execute and issue promissory notes, bill of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments and buy and sell the same.
20. To invest in other than investment in the Company's own shares and deal with money of this Company not immediately required upon such assets, properties, securities or otherwise and in such a manner as may from time to time, be determined by the Directors, provided this Company shall not do any banking business as defined in Banking Regulation act, 1949.
21. To enter into any arrangement with any governmental authorities, including statutory authorities, municipal, local or any authority or any person or Company in India or abroad, that may seem conducive to the objects of the Company or any of them and to obtain from any such government authority, persons or Company any rights privileges, charters, contracts, licenses, and concession including in particular rights in respect of waterways, roads, and highways, which the Company think desirable to carry out, exercise or comply therewith.
22. To apply for, and obtain any order or other authority for enabling the Company to carry on any of its objects into effect or for effecting any modification of the Company constitution or for any of the purpose, which may seem expedient, and to make representations against any proceedings or application which may prejudice the Company interest.
23. To enter into partnership or any arrangements for sharing profits, union or interest, cooperation, joint venture, reciprocal concessions or otherwise with any person, firm or Company, carrying on or engaged in any business or transaction which this company is authorized to carry on and to amalgamate with any Company having objects altogether or in part similar to those of the Company in India or abroad.
24. To promote, form, register, aid in the promotion, formation and registration of any of the Company or companies, subsidiary or otherwise for the purpose of acquiring all or any of the properties, rights, liabilities of this Company and be interested in take or otherwise acquire, hold, sell, or otherwise dispose of shares stock debentures, and other securities in or of any such Company, subsidiary otherwise for all or any of the objects mentioned in this Memorandum and to assist any such Company and to undertake the management and secretarial or other work, duties and business on such term as may be arranged.
25. To amalgamate, absorb, or merge with one or more than one company or body corporate, whether or not having similar objects as of this company and to do all such incidental acts, deed and things as may be necessary to give effect to the amalgamation, absorption or merger.
26. As per Companies Act, 2013 and the regulation made there under, to borrow, raise or secure the payment; of any money or to receive money as loan on the interest for any of the objects of the Company and at such time or times as may be thought fit, by promissory notes, bill of exchange, bill of lading, warrants or other negotiable instruments or taking credit by opening current accounts or over-draft accounts with any person firm bank or Company and whether or without any security or by such other means as the Directors may in their absolute discretion deem expedient and in particular issue of the debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed, raised or received and of any such debenture of debenture stock, so issued, to mortgage, pledge, or charge the whole or any part of the property and assets of the Company, both present and future, including its uncalled capital, by special assignment or otherwise or to transfer or convey the same absolutely in the trust and to give lenders the power of sale and other powers as may seem expedient and to purchase, redeem or pay off such securities, provided

the Company shall not carry on banking business as defined in Banking Regulation act,1949. Acceptance and deposits is subject to Section 58-A of the Companies act, 1956.

27. To employ any person, firm, or Company as sub- contractors for propose of carrying out all contracts from time to time entered into by the Company upon such terms and conditions may be considered appropriate.
28. To adopt such means of making known to the public the objects of the Company as may be deemed expedient and in particular by advertising by circulars, publication of books and periodicals for any of the objects mentioned in the Memorandum to establish branches and/or to establish firms to promote any Company or companies at places in or in outside as may be thought fit by the Company.
29. To lend and advance money not immediately required by the Company or to give credit to such person/persons, firms or companies and on such terms with or without security as may seem expedient and in particular to the customers of and others having dealings with the Company and to give guarantees or securities for any such persons, firms or companies as may appear proper or reasonable to the Directors provided that Company shall not carry on the business of banking within the meaning of Banking Regulation Act, 1949.
30. To remunerate any person or Company for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its main objects
31. To provide for the welfare of employees or ex-employees (including Directors and other officers) of the Company and the wives and the families or the dependants or connections of such persons, by building or contributing to the building of houses, dwellings, by grants of money, pensions, allowances bonus or other payments or by creating and from time to time subscribing or contributing to provident fund and other associations, consultations, funds or trusts and or by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the company shall think fit.
32. To undertake and execute any trusts, the undertaking of which may seem to desirable either gratuitously or otherwise for the attainment of the main objects of the Company.
4. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
5. The Authorised Share Capital of the Company is Rs. 27,00,00,000/- (Rupees Twenty Seven Crores Only) comprising of 2,70,00,000 (Two Crores Seventy Lakhs only) equity shares of Rs.10/- (Rupees Ten only) each with such rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and decrease the capital into the Company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Articles of the Company for the time being and to 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.”
 1. By an Ordinary resolution passed and confirmed at the Extra-Ordinary General Meeting of the company held on 14.03.2022, the authorized share capital of the Company was increased from Rs.10,00,000 to Rs.15,00,00,000, by creation of 1,49,00,000 new Equity Shares of Rs.10 each.
 2. By an Ordinary resolution passed and confirmed at the Extra-Ordinary General Meeting of the company held on 28.06.2022, the authorized share capital of the Company was increased from Rs. 15,00,00,000 to Rs.16,00,00,000, by creation of 10,00,000 new Equity Shares of Rs.10 each.
 3. By an Ordinary resolution passed and confirmed at the Extra-Ordinary General Meeting of the company held on 09.07.2022, the authorized share capital of the Company was increased from Rs. 16,00,00,000 to Rs.18,00,00,000, by creation of 20,00,000 new Equity Shares of Rs.10 each.
 4. By an Ordinary resolution passed by the members of Annapurna Swadisht limited by the postal ballot through e-voting on Monday, April 10, 2023, the authorized share capital of the Company was increased from Rs. 18,00,00,000 to Rs.27,00,00,000, by creation of 90,00,000 new Equity Shares of Rs.10 each.

6. We, the several persons, whose names 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:

Subscriber Details						
S.No.	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	Nirmal Kumar Bhakat, Masjid Lane, Bolpur Birbhum, Star Prosad Computer, Bolpur- 731204, west Bengal, Self Employed	05344426	10000	Equity	NIRMAL KUMAR BHAKAT Digitally signed by NIRMAL KUMAR BHAKAT DN: cn=NIRMAL KUMAR BHAKAT, o=, ou=, email=, c=IN	07/02/22
				Preference		
2	Ritesh Shaw, Indralok Apartment, Flat no. 701, 187 NSC Bose Road, Tollygunge, Kolkata - 700040, Professional	AQBPS4390L	90000	Equity	RITESH SHAW Digitally signed by RITESH SHAW DN: cn=RITESH SHAW, o=, ou=, email=, c=IN	07/02/22
				Preference		
Total Shares taken			100,000	Equity		
				Preference		

Signed before Me						
Name	Address, Description and Occupation		DIN/PAN/Passport Number/ Membership Number	DSC	Dated	
ACS	Mohd Shahnawaz	1 BRITISH INDIA STREET, ROOM NO. 508, 5TH FLOOR, KOLKATA 700069 PRACTICING COMPANY SECRETARY	21427	MOHD SHAH NAWAZ Digitally signed by MOHD SHAH NAWAZ DN: cn=MOHD SHAH NAWAZ, o=, ou=, email=, c=IN	07/02/22	

ANNAPURNA SWADISHT LIMITED

Shantanu B. D.

Managing Director