

THE COMPANIES ACT, 1956**COMPANY LIMITED BY SHARES*****DRAFT MEMORANDUM OF ASSOCIATION****OF****BARAMATI AGRO LIMITED**

- I. The name of the company is BARAMATI AGRO LIMITED.
- II. The Registered office of the Company will be situated in the State of Maharashtra.
- III. The Objects for which the Company is established are:
 - A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :

MAIN OBJECTS

1. To carry on the business of farming, agriculture and horticulture in their respective forms and branches and to grow, produce, manufacture, process, prepare, refine, extract, manipulate, hydrolyze, deodrise, grind, bleach, hydrogenate, buy, sell or otherwise deal in kinds of agricultural, horticultural dairy, poultry and farm produce and products including food grains, cereals, seeds, plants, flowers, vegetables, fruits, vegetable and edible oils, meat, fish, eggs and foods and food products and preparation of any nature or description whatsoever.
 2. To breed, raise, buy, sell and deal in kinds of poultry, poultry and seeds; to establish develop and maintain and aid in the establishment and maintenance of poultry and seed farms and ancillary operations like hatcheries, breeder house, egg producing and distributing centers, green house and stores.
- B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS :
3. To establish develop and maintain and aid in the establishment, development and maintenance of industries connected with the poultry and seed business like manufacture of equipment for poultry farms and hatcheries, incubators, vaccines, insecticides and antibiotics and house for brooders, laying houses, poultry feed and cattle feed.
 4. To carry on the business of manufacturers, producers, and processors of and dealers, in milk cream, butter, ghee, cheese, condensed milk, malted milk, milk powder, skimmed milk powder, whole milk powder, ice-milk, ice-cream, milk foods, baby foods, invalid foods and milk products and milk preparations of kinds.

*The draft of new set of Memorandum of Association to be adopted vide Special Resolution in ensuing 32nd Annual General Meeting to be held on 15th December, 2020.

5. To carry on the business of preservation, dehydration, freezing freeze-drying, canning, tinning, hottling, and packing of or nay of then produce and products mentioned above and food stuffs, provisions and consumable materials of kinds.
6. To establish, develop and maintenance of laboratories, research stations and programmers' for the purpose of effecting improvement of the basic foundation stock of birds and seeds and the poultry and seed industries.
7. To purchase, take on lease or in exchange or otherwise acquire and/ or supervise, manage, develop and cultivate any farms, agricultural land and any urban and rural property with the Company may think necessary or convenient for the purpose of its business.
8. To purchase, acquire, keep, maintain, breed sell or otherwise deal in or aid and assist any persons especially farmers, agriculturists, dairy owners and people in rural sectors, co-operative or community societies and other associates in procurement , keeping and maintenance of kinds of cattle, cows, buffaloes, poultry, game & live stocks of descriptions and in that connection to undertake, perform, promote, maintain and provide in semi nation, veterinary and related purposes, and for collection, storage, transportation, marketing and distribution of milk and other produce.
9. To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, Co-operation, joint or reciprocal concession or for limiting competition with any person, firm, corporation or company, to carry on or engage in or about to carry on or engage in any business or transaction which the Company is authorized to carry on or engage in or which can be carried on in conjunction therewith.
10. To sell, lease, mortgage or otherwise deal with or dispose or the undertaking property, assets rights, and effect 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.
11. To lend and advance money or give credit to persons, companies, corporations, firms or trusts and on such terms as may seem expedient and in particular to customers and others having dealings with the Company and to release or discharge any debt or obligation owing to the Company.
12. To receive money on Deposit or loan and borrow any money in such manner as the Company shall deem fit and in particular by the issue of debentures or debenture stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised owing by mortgage, charge, lien upon or any of the property or assets of the Company (both present and future) and also by similar mortgage, charge, or lien to secure and guarantee the performance by the Company or any other persons company, firm or body corporate of any obligation undertaken by the Company or any other persons, company, firm or body corporate as the case may be provided, however, that the Company shall not do any banking business as defined by Banking Regulation Act, 1949 subject to the provisions of Section 58-A R.B.I. directives.

13. To draw, make, accept, enforce, discount, negotiate, execute and issue bills of exchange, promissory notes, and cheques, bills of lading shipping documents, dock warrants, and other negotiable or transferable instruments.
14. In accordance with the law for the time being in force to reserve or to distribute as bonus shares to the members or otherwise to apply as the Company deems fit and money received by way of premium on any shares, stocks, mortgages, debenture stock and other securities and accumulated profits and reserves of the Company.
15. To guarantee the performance of any contract or any obligation of any company, firm or persons, and to guarantee the payment and repayment of the capital and principal of any dividend, interest or premium payable on any stocks, shares and securities, debentures, debenture-stocks, mortgage, loan or other securities, issued by any company, corporation firm or person, including without prejudice to the said generality bank overdrafts, bills of exchange And promissory notes and generally to give guarantees and indemnities.
16. To enter into collaboration whether with foreign or Indian firms, companies or individuals for technical know-how or otherwise as may be convenient and to pay for the same either in cash or in shares.
17. To enter into any arrangements with any governments or authorities, municipal, local or otherwise, or any person or company that may seem conducive to the objects of the Company or any of them and obtain from any such government, authority, person or company any rights, privileges, charters, contracts, licenses and concessions which may be desirable to obtain and to carry out and exercise the same.
18. To obtain by Act, or any legislature, charter, privileges, concession, provisional, order license or authorization of Government, Central and State, Municipality or any or relevant authorities for enabling the Company to carry any of its objects into effect, or for any purpose and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company.
 - a) To produce the incorporation, qualification, registration or other recognition of the Company in any country, state or place.
 - b) To establish branches or agencies, whether by means of local boards or otherwise anywhere in India or elsewhere at any place or places through-out the world for the purpose of enabling the Company to carry on its business more efficiently and to discontinue and re-constitute any such branches or agencies.
19. 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.
20. To grant pension, allowances, gratuities, benefits, emoluments and bonuses, Provident Fund and Superannuation Funds to employees, former employees and Directors of the Company and the widows and children of such persons and other dependents upon them, and to construct or contribute to the construction of houses, dwelling or quarters for the employees of Company and or other concerns which are or may contractual

relationship with rendering any service to the Company and to join with any other person, firm or company in doing any of these things.

21. To invest any moneys of the Company not for the time being required for any of the purposes of the Company in such investment (other than shares or stocks in this Company) as may be thought proper and to hold, sell or otherwise deal with such investments.
22. To support, donate, contribute and subscribe to any charitable, religious, educational or other public institutions trusts, clubs, societies or individual or body of individuals.
23. To undertake and execute any trusts, the undertaking whereof may seem desirable and/or gratuitous or otherwise, and in particular to act as agents or brokers for the investment, loan payment, transmission or collection of money, and the purchase, sale, hire, improvement or development and management of property, moveable or immovable for any company, firm or persons (whether Indian foreign) and to undertake and perform subcontracts.
24. To act as principals, agents, trustees, corporations, contractors or otherwise and by or through trustees, agents, corporations, contractors or otherwise and either alone or in conjunction with any other or others, whether in India or anywhere else in the world.
25. To pay out of the funds of the Company expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital including brokerage and commissions for obtaining application for or taking, placing or underwriting or procuring the underwriting of shares, debentures or other securities of the Company.
26. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, by circular, by exhibition of works of art of interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
27. In connection with the business of the Company, to purchase, take on lease or in exchange or otherwise acquire, erect, sell and otherwise deal in any lands or buildings and factories having plant and machinery and other equipments, and any other estate or interest in, and any other rights connected with any such lands and buildings in India or elsewhere.
28. In connection with the business of the Company to develop and turn to account any land acquired by the Company or in which the Company is interested, and in particular by laying out and preparing the same for building purposes, constructing buildings, godowns, public works, by simple process or by using pre-fabricated materials, altering, pulling down, decorating, and by planting, draining, paving, letting, building, building on lease or building agreement, and by advancing to and entering into contract and arrangements of all kinds with builders, tenants and others, in India and/or abroad.
29. To engage in the business of distributing, trading, preparing, commercializing, arranging, packing, repacking, marketing, supplying, buying, selling, wholesaling, retailing, storing, importing and exporting all types of food and consumable products

including but not limited agricultural, horticultural dairy, poultry and farm produce and products, food grains, cereals, seeds, plants, flowers, vegetables, fruits, vegetable and edible oils, meat, fish, eggs and such related products.

30. To carry on the business of hotel, motel, restaurant, café, tavern, beer-house, refreshment room, and lodging housekeepers, licensed victuallers, wine, beer and spirit merchants, importers, and manufacturers of aerated and artificial waters and other drinks, purveyors, caterers for public amusement.
31. To carry on business as exporters, manufacturers, researchers, importers, buyers, sellers and dealers of and in alkalis, cordials, paints, soap and toilet goods, petrochemicals, sanitiser, fertilizers, salts, graphite, cosmetics, starches, industrial solvents, polishes and intermediate products, by-products and derivatives, tannins, essences and pharmaceuticals, photographical, sizing, medical, industrial and other preparations.
32. To manufacture, buy, sell, import, export, distribute, trade, deal in sugar, jaggary, allied and bi-products, sugar products and carry of the business of allied activities like cogeneration, distillery, and sugar cane growers.
33. To carry on business as brewers, distillers and manufactures, buyers, sellers, importers, exporters, distributors, dealers, merchants, bottlers, packers, canners, in wines, beer, whisky, rum, gin, spirits, alcohols including grain alcohols, cognac and liquors, fruit extracts/juices, essence, flavors, concentrates, soft drinks, mineral waters, aerated water.
34. To carry on the business of generation, accumulation, storage, conversion, transmission, distribution, purchase, sell and supply of power generated by conventional and non-conventional methods of necessary supported by hybrid systems or otherwise deal in electric power by establishment, erection of diesel genset power plants, gas, based, combined power plants, thermal power plants, solar power plants, wind power plants, atomic power plants, hydraulic power plants, or any other power plants based on any source of energy as may be developed or invented in future and to construct, lay down, establish, fix and carry out and execute all necessary work in respect of power stations, cables, wires, lines, accumulators, and transformers.

IV. The liability of the member is limited.

V. The Authorised Share Capital of the Company is Rs. 58,00,00,000/- (Rupees Fifty Eight Crore only) divided into 3,83,43,000 Ordinary Equity Shares 'Series A' of Rs. 10/- each and 1,26,57,000 'Series B' Equity Shares of Rs.10/- each and 70,00,000 Preference Shares of Rs. 10/- each with the rights privileges as may be determined at the time of issue or provisions contained in that behalf in the Article of Association of the Company and with power to increase or reduce the capital for the time being into several classes being those specified in the Companies Act 2013 and to attach thereto respectively such preferential qualified or special rights privileges or conditions as may be determined by or in accordance with the Article of Association of the company for the time being in force and carry enlarge or abrogate any such rights privileges or conditions as may be determined by or in accordance with the

Article of Association of the Company for the time being in force and carry enlarge or abrogate any such rights privileges or conditions in such manner as may be permitted by the said Act or provided by the Article of Association of the Company.

**** Re-classified vide Special Resolution No. 2 passed by way of Postal Ballot held on 12th January, 2018.

The authorized capital at the time of incorporation was Rs. 50 Lakhs, which was increased to Rs. 1 Crore on 11.07.89 further increased to Rs. 2.50 Crores on 28.09.96, further increased to 6 Crores on 3rd February, 2006, further increased to Rs. 30 Crores on 09.09.2007, further increased to 40 Crores on 15th December, 2008, further increased to 43 Crores on 29th September 2009 further increased to Rs. 50 Crore on 28th September, 2012, further increased to Rs. 58 Crore on 30th September, 2014, further re-classified into 3,90,00,000 Ordinary Equity Shares ('Series A') of Rs. 10/- each and 1,20,00,000 'Series B' Equity Shares of Rs.10/- each and 70,00,000 Preference Shares of Rs. 10/- each.

We, the undersigned several persons, whose names and addresses are subscribed, below are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names: -

Names, Addresses, Descriptions, occupation and signature of subscriber.	No. of Equity shares agreed to be held by Subscriber	Names, Addresses, Descriptions, occupation and signature of witness.
<p style="text-align: center;">Sd/-</p> <p>SHIVALING S. HIEMATH s/o Chanabasayya Hiremath Baramati, Dist. Pune. Occupation: Agriculturist.</p>	<p>(100) (ONE HUNDRED)</p>	
<p style="text-align: center;">Sd/-</p> <p>CHANDRARAO K. TAWARE s/o Krishnarao M. Taware A/P Sangali, Tal. Baramati. Dist.: Pune. Occupation: Agriculturist.</p>	<p>(100) (ONE HUNDRED)</p>	
<p style="text-align: center;">Sd/-</p> <p>DHUMAL DATTATRAY BHIKOB s/o Bhikoba S. Dhumal. A/P. Shirawali, Tal.: Baramati. Dist.: Pune. Occupation: Agriculturist.</p>	<p>(100) (ONE HUNDRED)</p>	<p style="text-align: center;">WITNESS FOR ALL</p> <p>Sd/- KAMALAKAR BAJARANG MEHETRE s/o Late Bjarang Gopal Mehetre 10, Veer Nariman Road, Fort, Bombay-400023</p>
<p style="text-align: center;">Sd/-</p> <p>BALASAHEB PATIL TAWARE S/o Patil Bandoba Taware. A/P Malegaon Tal. Baramati. Dist.: Pune. Occupation: Agriculturist.</p>	<p>(100) (ONE HUNDRED)</p>	<p style="text-align: center;">CHARTERED ACCOUNTANT</p>
<p style="text-align: center;">Sd/-</p> <p>RAJENDRAKUMAR B. GHOLAP. S/o Baburao B. Gholap. A/P Voldhat, Tal. Indapur. Dist.: Pune. Occupation: Agriculturist.</p>	<p>(100) (ONE HUNDRED)</p>	
<p style="text-align: center;">Sd/-</p> <p>DINKARRAO GOVINDRAO PAWAR s/o Govindrao Jijaba Pawar A/P Baramati. Dist.: Pune. Occupation: Agriculturist.</p>	<p>(100) (ONE HUNDRED)</p>	
<p style="text-align: right;">TOTAL C/F.....</p>	<p style="text-align: center;">(600) (SIX HUNDRED)</p>	

Continued.....

We, the undersigned several persons, whose names and addresses are subscribed, below are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names: -

Name, Addresses, Description, Occupation & Signatures of Subscriber	No. of Equity Shares agreed to be taken by each Subscriber	Name, Addresses, Description, Occupation & Signatures of Witness
<p>B/F.....</p> <p style="text-align: center;">Sd/-</p> <p>AJIT ANATRAO PAWAR s/o Late Anantrao Pawar A/P Katewadi Tal.Baramati, Dist.:Pune Occupation: Agriculturist.</p> <p style="text-align: center;">Sd/-</p> <p>VITTHALRAO T.KOKARE s/o Tuakaram Bajirao Kokare A/P Hanumant vadi,Post Pandare Tal.Baramati, Dist.: Pune. Occupation: Agriculturist.</p> <p style="text-align: center;">Sd/-</p> <p>RAJENDRA DINKARRAO PAWAR s/o Dinkarrao Govindrao Pawar A/P Katewadi, Tal.Baramati, Dist.: Pune Occupation: Agriculturist.</p> <p style="text-align: center;">Sd/-</p> <p>SANJAY EKNATHRAO JADHAV s/o Eknathrao Madhav Jadhav A/P Malad, Tal.; Baramati Dist.:Pune Occupation: Agriculturist.</p> <p style="text-align: center;">Sd/-</p> <p>MAHADEV PANDURANG GHORPADE s/o Pandurang Genu Ghorpade A/P Pimpali, Tal. Baramati, Dist.: Pune Occupation: Agriculturist.</p> <p style="text-align: right;">TOTAL.....</p>	<p>600(SIX HUNDRED)</p> <p>(100) (ONE HUNDRED)</p> <p>(100) (ONE HUNDRED)</p> <p>(100) (ONE HUNDRED)</p> <p>(100) (ONE HUNDRED)</p> <p>(100) (ONE HUNDRED)</p> <p>(100) (ONE HUNDRED)</p> <p>_____</p> <p>_____</p> <p style="text-align: center;">1100 (ELEVEN HUNDRED)</p>	<p style="text-align: center;">WITNESS FOR ALL</p> <p style="text-align: center;">Sd/-</p> <p>KAMALAKAR BAJARANG MHETRE s/o Late Bajarang Gopal Mhetre 10,Veer Nariman Road, Fort, Bombay-400023 CHARTERED ACCOUNTANT</p>

Bombay, dated this 4th day January, 1988

