

[THE COMPANIES ACT, 2013]  
MEMORANDUM OF ASSOCIATION  
OF  
**HIMALAYAN BIO ORGANIC FOODS LIMITED**  
(A COMPANY LIMITED BY SHARES)

- I. The name of the Company is **HIMALAYAN BIO ORGANIC FOODS LIMITED**<sup>(2)\*(1)\*</sup>.
- II. The Registered Office of the Company will be situated in the State of **Jammu & Kashmir**.
- III. (A) **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
  1. To carry on the business of producing, manufacturing, trading, treating, processing, refining, importing, exporting, purchasing, selling, exchanging, dealing in and acting as brokers, agents, contractors, technical advisors, consultants, stockists, distributors and suppliers of all kinds of **AGRO FOOD PRODUCTS** like Rice, Wheat, Bazra, Zowar, Cereals, Dals, Food Grains, Edible Oils, Organic Foods etc.
  2. To carry on the business of producing, manufacturing, trading, processing, refining, importing, exporting, purchasing, selling, exchanging, dealing in and acting as brokers, agents, contractors, technical advisors, consultants, stockists, distributors and suppliers of all kinds of food products, frozen products, ready to eat products including ancient and extinct grains including organic crops like Rice, Wheat, Bazra, Zowar, Cereals, Dals, Food Grains, Edible Oils and other agricultural crops etc.
  3. To purchase, take on lease hire and otherwise acquire maintain and work Rice, Wheat, Bazra, Zowar, Cereals, Dals, Food Grains, Edible Oils, Organic Foods, Ice Factories, Cold Storage and Other Factories, Mills, Works and Plants.
  4. To start agencies, shops in different parts of India and elsewhere as the Board of Directors may decide for the sale and distribution of the products of the Company or for expansion thereof of the business.



(1)\* Name of the company has been changed from **Himalayan Bio (Organic) Foods Private Limited** to **Himalayan Bio Organic Foods Private Limited**, pursuant to the Special Resolution passed through by the shareholders of the Company at their Extra- Ordinary General Meeting of the Company held on **12th March, 2015**.

(2)\* Name of the company has been changed from **Himalayan Bio Organic Foods Private Limited** to **Himalayan Bio Organic Foods Limited**, pursuant to the Special Resolution passed through by the shareholders of the Company at their Extra- Ordinary General Meeting of the Company held on **07th April, 2023**.

**III. (B) Matters which are necessary for furtherance of the objects specified in clause III(A)**

1. To deal with, transact business and may enter into agreements, contracts and arrangements with Customers, Clients, those may include different Departments of State, Central or U.T. Governments, Autonomous Bodies, Public Sector Undertakings, Local Bodies, Trusts, Corporations, Private or Public Limited Companies, Registered or Unregistered Firms, Institutions, Co-operative Societies body incorporate or any other individual or company may be of Indian or foreign origin.
2. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns or undertakings or of any assets, properties, rights in connection with the business of the company.
3. To Purchase, further develop, or Acquire on Hire, Rent, Mortgage or on Lease or otherwise Land Building, Store Yard, Workshop, Machinery, Equipment, Ancillaries Equipment, Accessories or any other assets concerning with the activities of the business. Similarly company may sell, rent, lease or otherwise dispose off the assets off the Company which may be surplus to its requirement for the time being.
4. To Establish, Workshop, Manufacturing or Processing Unit, Assembly Unit and this may install Tool, Plant, Machinery Equipment, Ancillary Unit for their own use or may sell the semi finished, end product in the market. The company may Sell, Lease, Rent or otherwise dispose off the tool plant machinery so installed, as it may think it is surplus to the requirement for the time being.
5. To undertake the works by directly employing the Labourers, Tradesman works and engage Machinery, Equipment and other Resources or may sublet the works to sub contractors for any part, portion or whole of it depending upon the situation of time and resources.
6. To establish and maintain branch offices and local registers and to procure recognition of the company and to carry on business in any part of the world as are possessed by local companies or partnerships or as may be thought desirable. \_
7. To Acquire Technical Assistance, such as Design, Consultancy, Drawings, Construction Details, Survey Data or any other service or investment in shares from any Individual, Firm, Company, Institution, Body Corporate, NRI's, OBC's, foreign companies or any other agency, and for the purpose, the Company may engage, enter in to agreement with such person agency, on such terms and condition, as company may provide Technical Assistance; Consultancy services to an Individual Group, Firm, Company, Body Corporate on such terms and conditions which it may think fit for the purpose.
8. To construct, improve , maintain, work, manage, carry out or control any buildings, offices, roadways, branches or siding, bridges, wells, reservoirs, watercourses, wharves, warehouse, electric works, shops, stores and other buildings for housing employees, workers and others, other works and conveniences which may seem calculated directly or indirectly to advance the Company's interests, and contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, development working, management, carrying out or



control thereof.

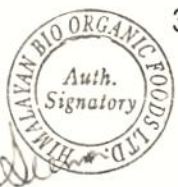
9. To apply for, promote, and obtain any act, charter, order, regulation, privilege, concession, license, or authorization of any government; municipality or any authority or any corporation or any public body which may be empowered to grant for enabling the' company to carry any of its objects into effect or for extending any of the powers of the company or for any other purpose which seems expedient and to oppose any bills, proceedings or applications which may be seen calculated to prejudice the company's interests, and to' appropriate any of the company's share, debenture or any other securities and assets to decay the' necessary cost, charges and expenses thereof.
10. To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights, invention, trade-marks, designs, formulae, copyrights, licenses, concessions and the like, conferring any exclusive or nonexclusive or limited rights to there use , or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the company and to use exercise, develop, or grant licenses in respect of or otherwise turn to account the proprietary rights, or information so acquire~ and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
11. To borrow money from Bank, Financial Institution, Business concern body corporate, NRI's, OBC's, foreign companies or any person, whosoever, on interest and on terms and conditions, as prevailed in the market at the time of borrowing. Similarly the company may advance money to their Employees, Workers, Labourers, tradesmen, contractors, sub-contractors, suppliers of labourers, goods and services concerning with the activities of the company on such terms and conditions, prevailing trade practices as the company may think deem fit.
12. To employ staff of different categories on regular or short term or contractual basis, fix their terms and condition of service including salaries, wages, perquisites, fringe benefits, rewards, remuneration or any other benefits, which may include any share or interest in the profits of the company or any branch thereof.
13. To undertake welfare activities for their workers, employees, sub contractors, suppliers of goods and services and all those concerned with the activities of the Company. The Company may work to promote better environment, healthy and hygienic condition, educational cultural sports and community development activities.
14. To expand, enlarge, reduce and may diversify it's business activities at any time. The diversified activities of the business mayor may not concerned with the business already in operation, for the purpose, the company may take up promotion and formation of other companies/firms/societies any other business venture. The Company may take up any sort of collaboration/joint venture with any other company, firm, individual or body incorporate which may be of Indian or foreign origin as it may think necessary.
15. To purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any privileges which the Company may think necessary or convenient with reference to any of these objects and capable of being profitably dealt in connection with in connection with any of the Company's property or rights for the time being.



16. To buy, sell, exchange, alter, improve and otherwise deal in all kinds of plants and machinery, apparatus, tools, utensils and things necessary and convenient for carrying on any of the business which this company is authorised by its memorandum to do.
17. To invest and deals with the funds of the company not immediately required for the business of the Company in such manner as may be thought fit, and to lend money to such parties on such terms with or without security as may be thought to be for the interest of the Company and to create any reserve fund, depreciation fund or provident fund therewith.
18. Subject to the provisions of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014 and the directives of the Reserve Bank of India applicable thereto borrow and raise deposit or money in such manner as the Directors may think fit.
19. To enter into any arrangement with any NRI's, OBC's, foreign companies, Government or Authority (Central, State, Municipal, Local or otherwise, Public or Quasi- public bodies) that may seem conducive to the Company's object or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Company may think desirable to obtain in connection with its business and to carry out exercises and comply with any such arrangement, rights, privileges and concessions.
20. To lease, let out on hire, mortgage, pledge, sell or otherwise dispose off its whole or any part of the undertaking of the Company or any land, business, property, rights or assets of any kind of the Company as may think fit in particular for shares, debentures or securities to any other Company having objects altogether or in part similar to those of the Company.
21. To pay any premiums or claims and to pay for any property rights or privileged acquired by the Company or for services rendered or to be rendered in connection with the promotion of the business of the Company or to acquire any property for the Company or otherwise, either wholly or partially in cash or in shares, other securities of the Company and to issue such shares either as fully paid up or with such amount credited as paid therein as may be agreed upon to change any such or other securities upon all or any other part of the company.
22. To pay all or any other costs and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Company.
23. To purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any business which the Company is authorised to carry on business for the purpose of the Company.
24. To buy back its shares subject to the provisions of Section 6~ of the Companies Act, 2013 in such manner as the Directors may think fit.
25. To carry out in any part of the world all or any of the company's objects as principal, agent, contractor, or otherwise, and by or through agents or otherwise, and either alone or in conjunction with any person, firm, association, corporate body, municipality, province, state, body politic or government or colony or dependency thereof.



26. To subscribe, acquire, take up, and hold shares, stocks, debentures, debenture stock, bonds, obligations, and any other securities issued or guaranteed by any company, Government sovereign Ruler, Commissioner, public body or authority supreme, municipal, local or otherwise, whether in India or in any foreign country.
27. To take or otherwise acquire and hold shares in any company having objects altogether or in part, similar to those of this company on any business capable or being conducted so as directly or indirectly to the benefit of the company.
28. To amalgamate, enter into any partnership or partially amalgamate with or acquire interest in the business of any other company, person, firm carrying on or engaged in, or about to carry on or engage in any business or transaction included in the objects of the company, or enter into arrangement for sharing profits or for co-operation or for mutual assistance with any such person, firm or company, to acquire the business of the company or connected therewith any of the company's property and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.
29. Subject to the provisions of the Companies Act, 2013 to amalgamate with any other company whose. objects are, or include objects similar to those of this company whether by sale or purchase of fully or partly paid up shares or otherwise of the undertaking subject to the liabilities of this or any such company as aforesaid, with or without winding up or by sale or purchase of fully or partly paid up shares or otherwise of controlling interest in the shares or stock of this or any other company as aforesaid or in any other manner.
30. To acquire and undertake all or any part of the business, property and liabilities of any person, firm or company carrying on or proposing to carry on any business which this company is authorised to carried on or possessed of property suitable for the purpose of the company or which can be carried on in connection therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.
31. To appoint, nominate directors or managers of any such subsidiary or any other company in which this Company is or may be interested.
32. To open current, saving, fixed deposit, cash credit and other accounts with any Bank or Bankers and to withdraw those accounts with bank and loans and enter into, rescind or vary all or any financial arrangements with banks, financial institutions Govt. and or any persons and credit organisation.
33. To lend money to such persons on such terms as may seem expedient and in particular to customers and persons having dealing with the company and to give any guarantee or indemnity as may seem expedient, provided it does not amount to banking business, as defined by Banking Regulation Act, 1949.
34. Subject to the provisions of the Companies Act, 2013 to make donations to such persons or institutions and in such case and either by 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 corporations introducing business to this company and also to subscribe, contribute or otherwise assist or guarantee money for charitable scientific, religious or benevolent, national, public, cultural, educational or other institutions or objects or for any exhibition or for any public, general or other objects.

35. To distribute in piece any of the property of company among the members in the event of winding up of the Company.
36. To do all or any of the above things in any part of the world either as principal agents, contractors, trustees or otherwise and either alone or in conjunction with others and by or through agents, contractors, sub-contractors or otherwise.
37. To procure the registration or other recognition in any country, state or place in or outside India.
38. To undertake and execute any trusts, the undertakings of which may seem to the Company desirable and either gratuitous or otherwise.
39. To adopt such means making known the business of the Company as may seem expedient and in particular by advertising in the press, circulars and bills, posters and cinema slides by purchase and exhibition of works of art, by publications, old books and periodicals and donations and in other modes subject to provision of law applicable in respect thereof.
40. To borrow or raise money or to receive money on deposit for the purpose of the company in such manner and on such terms as may seem expedient and to secure the repayment thereof and of moneys owing or obligations incurred by the company, and to create, issue and allot redeemable or irredeemable bonds, mortgages debentures (such bonds or debentures being made payable to bearer or otherwise and issuable or payable either at par, premium, discount or as fully paid) and for any such purposes to charge all or any part of property and profits of the company both present and future including its uncalled capital.
41. To do all such other things as may be deemed incidental or conducive to the attainment of the above Objects or any of them and to carry on any business which may seem to the Company capable of being conveniently carried in connection with any of the Company's Objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.

IV. **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.**

V. **The Authorized Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) , divided into 3,50,00,000 (Three Crore and Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten) each.<sup>4#</sup>**

(1)# Authorized capital of the company has been increased from Rs. 5,00,000 ( Rupees Five Lakhs) to Rs. 3,00,00,000 (Rupees Three Crores), pursuant to the Ordinary Resolution passed by the shareholders of the Company at their Extra- Ordinary General Meeting of the Company held on 14th August, 2018.

(2)# Face value of the share of the company has been reduced from Rs. 100 To Rs. 10, pursuant to the Ordinary Resolution passed by the shareholders of the Company at their Extra- Ordinary General Meeting of the Company held on 12th June, 2024.

(3)# Authorized capital of the company has been increased from Rs. 3,00,00,000 (Rupees Three Crores) to Rs. 20,00,00,000 (Rupees Twenty Crores), pursuant to the Ordinary Resolution passed by the shareholders of the Company at their Extra- Ordinary General Meeting of the Company held on 12th June, 2024.

(4)# Authorized capital of the company has been increased from Rs. 20,00,00,000 (Rupees Twenty Crores) to Rs. 35,00,00,000 (Rupees Thirty Five Crores), pursuant to the Ordinary Resolution passed by the shareholders of the Company at their Extra- Ordinary General Meeting of the Company held on 25th Feb, 2026.

VI. 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 :-

S. No.	Name, description, address & occupation of the subscriber.	No. of Equity Shares taken (in words & figures)	Signature of the subscribers	Signature of witness with description, Address & Occupation.
1.	<b>SURAJ PRAKASH GUPTA</b> S/o. Ishwar Dass Gupta R/o. 119 A, Canal Road, Jammu – 180001 (J&K)  (Business)	50	Sd/-	Common witness to all the subscribers who have signed and subscribing presence and verified their Identification particulars as per the documents filled in  Sd/-  <b>CA - Samit Gupta</b> M. No. 093783 114 B2 South Block, Bahu Plaza, Jammu – 180012 (J&K)
2.	<b>RADHA RANI GUPTA</b> D/o. Onkar Dutt Gupta R/o. 119 A, Canal Road, Jammu – 180001 (J&K)  (Business)	50	Sd/-	
3.	<b>ROHIT GUPTA</b> S/o. Suraj Parkash Gupta R/o. 119 A, Canal Road, Jammu – 180001 (J&K)  (Business)	900	Sd/-	
	<b>Total</b>	===== <b>1000</b> =====		

Date: 05-02-2015

Place: Jammu

