

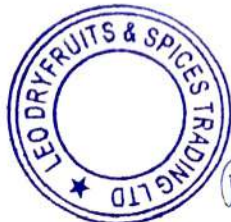
**THE COMPANIES ACT, 2013**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**LEO DRYFRUITS & SPICES TRADING LIMITED\***

(COMPANY LIMITED BY SHARES)

- I. The name of the Company is **LEO DRYFRUITS & SPICES TRADING LIMITED\***.
- II. The Registered Office of the Company will be situated in the State of Maharashtra, within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.
- III. The Objects for which the Company is established are:\*\*\*
- (1) To carry on business of Import, Export, Processing, Manufacturing, Packing, Re-Packing, Trading in, Purchase, Sell and to act as Mercantile Agents, Clearing and Forwarding Agents, Brokers, Consignors, Consignees, Conversion Agents, Distributors, act as Stockiest or otherwise in any other manner deal in all types of food and food products, organic and non-organic foods, processed foods, packed foods, frozen foods, canned and Jarred foods especially Dryfruits and Spices including all the types of masalas and masala mixes.
  - (2) To carry on the business in India and elsewhere to deal in all types, descriptions, tastes, uses and packs of consumer food items their by-products, ingredients, derivatives, residues, including instant foods, namkeen, packs of spices used in vegetarian and non-vegetarian preparation of foods, fried foods, semi-fried foods, dairy product, ghee and all other items whether natural, artificial or synthetic of a character similar or analogous to the foregoing or connected therewith.
  - (3) To construct, build, establish, erect, promote, undertake, acquire, own, operate, acquire, lease, sale, purchase, own, equip, manage, renovate, reconstruct, develop, set up, maintain, keep, operate and run multiple food processing units, cold storage unit, multipurpose cold storage, storage chambers, ice chambers, godowns, warehouse, refrigeration houses and freezing houses for storing, warehousing, keeping, preserving of all kinds of seeds, spices, dryfruits and any other food products...

**\*Altered vide Special Resolution passed at the Extraordinary General Meeting of the members held on June 20, 2023.**

**\*\*\*Altered vide Special Resolution passed at the Extraordinary General Meeting of the members held on May 6, 2024.**



*Signature*

A. Matters which are necessary for furtherance of the objects specified in Clause III(A) are:

- 1) To establish and maintain agencies, branches or appoint representatives, agents, canvassers, selling and buying agent in India or abroad for sale, purchase, exchange, hire, distribution or for any one or more of the company and to regulate and or discontinue the same.
- 2) To be interested in promoting, and undertaking, the formation and establishment of such institution, business, companies (industrial, agricultural, trading, manufacturing or other) as may be considered to be conducive to the profit and interest of the Company and to carry on any other business (industrial, agricultural, trading, manufacturing or other) which may seem to the Company capable of being conveniently carried or in connection with any of these objects or otherwise calculated directly or indirectly.
- 3) To open any kind of account in any bank and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instrument of securities for achieving any of the objects of the Company.
- 4) To invest and deal with the money of the Company not immediately required in such manner as the Company may deem fit to the attainment of main objects of the company.
- 5) To amalgamate, enter into partnership or into any arrangements for sharing profits or losses, union of interests, cooperation , joint venture or reciprocal concessions or for limiting competition with any person or company carrying on similar business and to give accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture – stock, securities or bonds that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debenture, debenture –stock , securities or bonds so received.
- 6) To take part in the management, supervision and control of the business or operation or any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, trustees, account or other experts ; in the same way act as principals, agents, contractors, trustees, attorneys, agents, or otherwise and either alone or in conjunction with others and to establish offices, agencies or branches for carrying on any of the aforesaid objects in India or elsewhere in the world and to undertake the management of any company having objects altogether or in part similar to those of the company.
- 7) To purchase or otherwise acquire, protect, prolong and renew any patents, rights, inventions, licenses, protections and concessions which may appear likely to be advantageous or useful to the company and to use and turn to account the same and to grant license or privileges in respect of the same.
- 8) To acquire for the purpose of the company by purchase, lease, exchange or otherwise any estates, land, buildings and any rights over or connected with

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land and to turn the same to account as may seem expedient in connection with the business of the company and to sell, lease, mortgage or otherwise dispose of any property, asset or undertaking of the company or any part thereof for such consideration as the company may think fit and in particular for share, stocks debenture or securities of any other company having object all together or in part similar to those of this company.

- 9) To pay any premium or salaries and to pay for any property, rights or privileges acquired by the company or for services rendered or to be rendered in connection with the promotion, formation of or the business of the company or for services rendered or to be rendered by any person, firm or body corporate in placing or assisting to place or guaranteeing the placing of any of shares of the company or any debentures, debenture stock or other securities of the company or otherwise either wholly or partly in cash or in shares, bonds, debentures or other securities of the company and to issue any such shares either as fully paid up or with such amount credited as paid up thereon as may be agreed upon and to charge any such bonds, debentures or other securities upon all or any part of the property of the company.
- 10) To pay out of the funds of the company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the company and to take into consideration and to approve and confirm all acts, deeds and things that may be done or entered into with any person, firm or body corporate by the promoters of the company and further to enter into any agreement, arrangement or contract with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the company.
- 11) To adopts such means of making known the product, business and interests of the company as it may deem expedient and in particular by advertising in the press, radio, television and cinema, by circulars, by purchase, constructions and exhibition of work of art or general interest, by publication of book and by granting prizes, rewards and donations subjects to the provisions of law.
- 12) To subscribe in donate to or guarantee money for national philanthropic, charitable, benevolent, public general or useful object, fund or organization, association or institution or for any exhibition or for any purpose which may be likely directly or indirectly to further the objects of the company or the interest of its members subject to the provisions of the Act.
- 13) To make arrangements with person engaged in any trade, business or profession of the concession of the company's members, ticket-holders and their friends, of any special rights, privileges and advantages and in particular in regard to the supply of goods.
- 14) To distribute any of the property of the Company amongst the members in specie or kind upon the winding up of the Company.
- 15) To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or

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superannuation fund and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments, bonus, profit sharing bonus, benefits or any other payment to any person who are or where at any time in the employment or service of the company or its predecessors in business or of any company which is a subsidiary of the company or is allied to or associated with the company or any such subsidiary or who are or were at any time Directors or officers of the company or any such other company as aforesaid and the wives, widows, families, dependents or connections of any such persons and to provide for the welfare of all or any of the aforesaid persons from time to time by subscribing, subsidizing or contributing to any institutions, associations, funds, clubs, trusts, profits sharing or other schemes and by building or contributing to the building of dwelling houses or quarters and by providing, subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and to make payments to or towards the insurance of any such person as aforesaid and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- 16) To obtain any act of Central or State Legislature, provisional order, licence or autonomous body or authority for enabling the Company to carry out any of its objects into effect or for effecting any modification of the Company's constitutions, or for other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interest.
- 17) 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 and to apply or join applying to any Parliament, Local Government, Municipal or other authority or body, Indian, British colonial or foreign, for any acts of Parliament, laws, decrees, concessions, orders, rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any proceedings or application which may seem calculated directly to prejudice the Company's interests.
- 18) To borrow or make money, or to receive money on deposit at interest or otherwise in such manner as the Company may think fit, for the purpose of financing the business of the Company and in particular by the issue or sale of any bonds, mortgages, of debentures or debenture stock perpetual or otherwise, including debentures or debenture stock convertible into shares of this or any other Company, or perpetual annuities and on securities of any such money so borrowed, raised or received, to mortgage, or charge the whole or any part of property, assets or revenue of the Company present or future, including its uncalled capital assignment or otherwise, and to transfer of sale and other powers as may seem expedient, and to purchase, redeem or pay off any such securities.
- 19) To purchase or acquire land and to undertake development of land and building activities.
- 20) To promote, establish, generate, operate, distribute accumulate, maintain,

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transmit, supply electricity and or power for Captive consumption or for sale by installing, maintaining, operating power plants whether based on thermal, hydel, gas, solar, wind energy, tidal energy or any other source, whether conventional or non-conventional and to lay down, establish power stations, cables, transmission lines, towers, substation terminals and other works for the aforesaid purposes as a division or as a generating company or separate undertaking and to acquire, take on lease, run or manage any company or undertaking engaged in similar activities with in the policies, if any laid down by the government from time to time and for any or all of the aforesaid purposes, to do all the ancillary activities as may be considered necessary or beneficial or desirable.

- 21) To buy, sell, manufacture and deal in minerals, charcoal, coal woods, plants, machinery, implements, appliances, conveniences, and to take on lease or licence, concessions or otherwise in India or elsewhere, mines, mining rights any land and to explore, work, export, develop, turn to account the same and to crush, win, get, carry smelt, calcine, refine, dress, amalgamate, manipulate or prepare for market ore, metal and mineral substances of all kinds and to carry on any other metallurgical operations which may seem conducive to any of the objects of the company.
- 22) To aid, assist, promote, develop and manufacture agricultural implements, agricultural machinery and other equipments and technological development in equipments used in agricultural field and to organise, conduct, or manage engineering or repair shop or workshops of all description and to manufacture, import, export, buy, sell, or otherwise deal in, agricultural machinery, of all kinds and to adopt such means of making known the uses thereof.
- 23) To become members of and communicate with trade, industry and business association, chambers of commerce and other mercantile and public bodies throughout India and, in other parts of the world and to promote measures for the advancement and protection of the trade, industry and main business of the Company.
- 24) To do all or any of the things or matters aforesaid either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others and to do all such other things as may be deemed incidental or conducive to the attainment of the Company's main objects or any of them.
- 25) To act as merchants, traders, commission agents, carriers, or in any other capacity and to import, export, buy, sell, barter, exchange, pledge, make advances upon, or otherwise deal in goods, produce, articles and merchandise in connection with attainment of the main object and for such purposes to enter into any contract with any firm of manufacturers, dealers or exporters upon such terms as to commission on sale or otherwise as may benefit the Company and to act as agents either directly or indirectly for the importation, distribution and sale of any such manufactured articles or goods.
- 26) Subject to the provisions of any laws in force to obtain foreign currency and

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exchange and to accept money for remittance to all countries and accept deposit, other than public deposits, of money on loan at interest or without interest for the purpose of carrying out the main objects of the Company.

27) To amalgamate, enter into partnership or any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession, mutual assistance or otherwise with any person, firm or company, carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or be engaged in or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to acquire in any manner whatsoever shares and securities of any such company.

- IV. The liability of the members is limited and the liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Share Capital of the Company is Rs. 25,00,00,000 (Rs. Twenty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of Rs 10 (Rs. Ten only) each.\*\*


**\*\*Altered vide Ordinary Resolution passed at the Extraordinary General Meeting of the members held on July 19, 2024.**



*Shah Kefan*

We, the several persons, whose names, addresses and occupations are subscribed here under 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:

S.No.	Subscriber Details					
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken		DSC	Dated
1	ASHISH JASWANTRAI MEHTA S/o. JASWANTRAI RATILAL MEHTA Presently residing at: A/1082, CLOVER REGENCY, RAMJI ASHAR LANE, GHATKOPAR (EAST), RAJAWADI, MUMBAI - 400077. Occupation: Business	01337511	5000	Equity	ASHISH JASWANTRAI MEHTA <small>Digitally signed by ASHISH JASWANTRAI MEHTA Date: 2019.11.15 12:02:28 +05'30'</small>	15/11/19
2	PARTH ASHISH MEHTA S/o. ASHISH JASWANTRAI MEHTA Presently residing at: A/1082, CLOVER REGENCY, RAMJI ASHAR LANE, GHATKOPAR (EAST), RAJAWADI, MUMBAI - 400077. Occupation: Business	CASPM6761Q	5000	Equity	PARTH ASHISH MEHTA <small>Digitally signed by PARTH ASHISH MEHTA Date: 2019.11.15 12:13:20 +05'30'</small>	15/11/19
Total Shares taken			10,000.00	Equity		

Signed before Me					
Name		Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated
FCS	Vijay Bhagwan Sonone	507, E-3, Lokdhara Phase III, Kalyan (East), Thane - 421306 Occupation: Practicing Company Secretary	7301	VIJAY BHAGWAN SONONE 	15/11/19

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*Mahesh*