

MEMORANDUM OF ASSOCIATION OF KERALA FEEDS

(Incorporated under the Companies Act, 1956. The Liability of the members is limited)

- I. The name of the company is "KERALA FEEDS LIMITED."
- II. Registered Office of the company shall be situated in the State of Kerala.
- III. (a) The main object to be pursued by the company on its incorporation are:
 1. To manufacture and deal in all kinds of livestock, poultry and fish feeds, feed concentrates, feed additives, mineral mixture, vitamins, De-oiled cakes, feed supplement, veterinary medicines / biological and products of the like for the use in livestock development.
- (b) Objects incidental or ancillary to the attainment of the above main objects are:
 - (1) To develop and turn to account any land acquired or to be acquired by the company or in which it is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining filling up and improving buildings, and by planting, paving, draining, farming, cultivating and letting building on lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders and others.
 - (2) To construct, maintain, and alter any building, works, manufacture roads, railways docks and other conveniences necessary for the business of the company.

- (3) To bring, buy, sell, manufacture, prepare, repair, convert, hire, alter, treat, manipulate, exchange, let on hire, import, export, dispose of and deal in plant, machinery, equipments, implements, rolling stock, hardware, tools, instruments and to purchase, acquire, install and deal in all or any such assets which may seem to the company capable of being used or required for the purpose of any of the business which the company is expressly authorized to carry on or which are usually supplied or dealt in by persons engaged in any such business or which may seem to the company capable of being deal conveniently carried on in connection with the above or otherwise calculated directly or indirectly to enhance the value of any of the property and rights of the company for the time being.
- (4) Generally to purchase, take on lease or in exchange, hire or otherwise acquire any movable, immovable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery, plant and stock in trade.
- (5) To engage professionals, technicians, specialists, trainees and/or others on the basis of full time or part time employment and or on the basis of contracts collectively or severally form purpose of initiating, setting up and running the business of the company.
- (6) To import and export, deal in and stock materials and things of all kinds required for the purpose of any business which the company is authorized to carry on.
- (7) To employ and remunerate experts and other agents with a view to secure any of the objects of the company.
- (8) To acquire from any person, firm, body corporate or unincorporated whether in India or elsewhere, any Institution information, know-how, process, data, plant and machinery, equipment, operation process for the company and to acquire or receive any grant, license, right, contract or collaboration.
- (9) To apply for, purchase, or otherwise acquire any patents, brevets "D" Inventions, licenses, concessions, and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company or the acquisitions of which may seem calculated directly or Indirectly to benefit the company, and to use, exercise or develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.
- 10) To undertake organize, conduct, experiment, develop and research, programs in all areas including production and marketing so as to optimize the income of the farmers and yield higher returns for the products which are to be canalized for processing in modern processing industries.
- (11) To pay for any property or rights acquired by the company either in cash or fully or partly paid up shares with or without preferred or deferred rights in respect of dividends or repayment of capital or otherwise or by any securities which the company has power to issue or partly in one mode and partly in another and generally on such terms as the

- (12) Subject to the provisions of the Companies Act, 1956, to borrow or raise or secure the payment of money in such manner as the company shall think fit, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the company's property (both present and future) including its uncalled capital and to purchase, redeem or pay off any such securities.
- (13) To receive grants, loans, advances or other moneys or depositor otherwise from State or Central Governments, Banking or other Companies, Trustees or individuals with or without allowance of interest thereon provided that such receiving shall not be for the purpose of banking business.
- (14) To make, draw, accept, endorse, discount, execute and issue cheque, credit notes, circulars, notes, bills of exchange, promissory notes, debentures, bills of lading and other negotiable or transferable instruments or securities.
- (15) To sell or dispose or the undertaking of the company or any part thereof for such consideration as the company may think fit, and in particular for shares, debentures or securities of any other company, having objects altogether or in part similar to those this company.
- (16) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose off, turn to account or otherwise deal with, all or any part of the property and rights of the company.
- (17) To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other fund, whether for depreciation or for repairing, improving extending or maintaining any of the properties of the company, or for redemption of debentures or redeemable preference shares, or for provision of credit support to horticulture farmers, or for any other purpose whatsoever conducive to the interest of the company.
- (18) To provide for the welfare of Directors,, employees or ex-employees of the company, and the wives and families or the dependents or connections or such persons by buildings or contributing to the building of houses, dwellings or by grants of money, persons, allowances, bonus or other payments, or by creating and from time to time subscribing or contributing to provident and other association, institution, funds or trust and by providing or subscribing or contributing towards places of instructions and recreation, hospitals, and dispensaries, medical and other attendance and other assistance as the company shall think fit and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institution claim to support or aid by the company, either by reason of locality of operation, or of public and general utility or otherwise.
- (19) To subscribe or contribute to any charitable, benevolent or useful objects of a public character, the support of which will in the opinion of the Directors tend to increase the repute or popularity of the company among its employees or the public.
- (20) To place, to reserve, or to distribute among the members, or to otherwise apply, as the company may from time to time think fit, any moneys received by way of

premium on shares or debentures issued at a premium by the company and any moneys received on forfeited shares, and also any moneys arising from the sale by the company of forfeited shares.

- (21) To issue debentures, debentures stock, bonds, obligation and securities of all kind, and to frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by delivery or the instrument of transfer of otherwise, and either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise, on the undertakings of the company, or upon any specific property and rights, present and future, of the company (including if thought fit, uncalled capital), or otherwise howsoever.
- (22) To apply for, subscribe, accept, purchase, acquire, hold, sell and exchange any equity or preference shares and any stock, bond debenture, mortgage or other security in any company, corporation or Government.
- (23) To promote, institute, enter into, carry on, assist Or participate in any and every description of financial, commercial, mercantile, industrial, manufacturing, mining and agency business, work, contracts, undertakings and operations of all kinds incidental and related to the above objects at the discretion of the Directors.
- (24) To remunerate any person or company for services rendered, or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the company's capital, or any debentures, debenture stock or other securities of the company or in or about the formation or promotion of the company or the conduct of its business.
- (25) To lend money 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 contracts by any such persons or companies, but not to do the business of Banking Regulations Act, 1949.
- (26) To invest and deal with the moneys of the company not immediately required in such manner as may from time to time be determined.
- (27) To enter into any arrangement or agreement with any Government, State Authority, Municipal, Local or otherwise or any Corporation, companies or persons that may seem conducive to the attainment of the main objects of the company or any of them and to obtain from any such Government, State , Authority, Corporation, Company or person, any rights, privileges or concessions and to carry out exercises and comply with such arrangement or agreement.
- (28) To apply for promote, and obtain any Act of Legislative or other Authority for enabling the company to carry out any of its objects into effect, or for effecting any modification of the Companies Act or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interests.
- (29) To form, incorporate or promote any company or companies, whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the

assets or control, management or development of the company or any other objects or object which in the opinion of the company could or might directly or indirectly assist the company in the management of its business or the development of its properties of otherwise prove advantageous to the company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in obtaining subscriptions for or for guaranteeing the subscription of or the placing of any shares in the capital of the company or any bonds, debentures, obligation or securities of the company or any stock, shares, bonds, debentures, obligations or securities of any other company held or owned by the company or in which the company may have an interest or in or about the formation or promotion of the company or the conduct of its business or in or about the promotion or formation of any other company in which the company may have an interest.

- (30) To carry on any business (Whether manufacturing or otherwise) which may seem to the company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.
- (31) To take, subscribe for or invest in, or otherwise acquire, and hold shares, debentures, bonds in any other company having objects altogether or in part similar to those of this company or carrying on the business, capable of being conducted so as to directly or indirect to benefit this company.
- (32) To acquire, absorb and undertake the whole or any part of the business, property and liabilities, of any person or company on, or processed of property suitable for the purpose of this company.
- (33) To enter into (partnership or not) any arrangement for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession, or otherwise, with any person or company carrying on or engaged in or about to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this company, and to lend money to guarantee the contracts of or otherwise assist, any such person or company and to take of otherwise acquire shares and securities of any such company and to sell, hold reissue, with or without guarantee, or otherwise deal with the same.
- (34) To amalgamate or merge with any other company whose objects are or include objects similar to those of this company, whether by sale or purchase (for fully or partly paid up shares or otherwise) of the undertaking, subjects to the liabilities of this or any such other company as aforesaid with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of this or and such other company as aforesaid or by partnership or in any arrangement of the nature of partnership or in any other manner.
- (35) To establish and support, aid in the establishment and support of associations, institutions, funds, trusts, and conveniences calculated to benefit employees or exemployees of the company (or its predeāessors in business) or the dependents or

connections of such person, and to grant pensions and allowances and to make payments towards insurance and to subscribe or guarantee money for political, charitable or benevolent objects or for any exhibition, or any public, general or useful objects.

- (36) To take part in the management, supervision or control of the business or operation of any company or undertaking and for that purpose, to appoint and remunerate any Directors or other Experts or Officers.
- (37) To pay out of the funds of the company, either in cash, fully paid shares or otherwise all the costs, charges, expenses, of all parties of and incidental to the promotion formation and registration of the company and of any other company and the issue of its share capital and generally or preliminary expenses whatever incurred in relation to the company including registration and stamp fees, legal expenses, printing and other similar expenses.
- (38) To expend money in experimenting upon and testing and improving or securing any process or processes or patent or patents or protecting any invention or inventions which the company may acquire or propose to acquire or deal with.
- (39) To undertake and execute any trusts the undertaking whereof may seem desirable, either gratuitously or otherwise.
- (40) To take over and maintain, develop and improve the existing Feed Plants, Mechanical Units processing houses and such other Institutions engaged in Livestock Feed manufacturing activities and such Units.
- (41) To establish, maintain, operate industries, units and plants for manufacture of livestock feed, concentrate, feed additives and equipments and to transport, store, distribute, sell, import and export such livestock feed, feed concentrate, feed additives, by-products and equipments and other connected materials.
- (42) To acquire, undertake or take over from the Government of Kerala, Government of India, any statutory body, co-operative society, company, firm, individual or individuals, units engaged in or about to engage in the manufacture, production, processing transport, storage, distribution, sale, import of livestock feed, feed concentrate, feed additive and equipments, whether in full or in part of the assets and liabilities in so far as. they relate to such unit or units.
- (43) To enter into contracts With or take up indents from the Government of India, State Government or Governments, statutory bodies, co-operative societies, companies, firms, individual or individuals for supply of livestock feed, feed concentrate, feed additive or equipments or for construction of poultry and rabbitry houses or other necessary buildings, or for servicing, processing or providing other services such as managerial, technical or educational services, and to execute such contracts or indents or to arrange for the execution of such contracts or indents by subcontracting them to, placing orders with such individual or individuals, firm, company, co-operative society or others with regard to the manufacture, processing, production, supply, distribution, storage, transport, sale, import and export, construction or provision of services, as the case may be.

- (44) To promote, establish, appoint, Associations, co-operative societies, advisory boards, distribution agents in connection with the manufacture, supply, transport, storage, distribution, sale, import and export of livestock feed, feed concentrate, feed additives and equipments, as may be necessary and to effect coordination amongst such associations, societies or other bodies, as the case may be.
 - (45) To operate schemes including financing of any unit or undertaking engaged in or about to engage in the manufacture, transport, storage, distribution, sale, import and export of livestock feed, feed concentrate, feed additives and equipments, whether owned by State Government of India, or by individual or individuals, firm, company, co-operative society or other association, by way of grant or guaranteeing or counter-guaranteeing of loans, advances, underwriting the issue of shares, stock bonds or debentures or retain as part of the asset, any stock, shares, bonds or debentures in any such body corporate finance in any other manner, including guaranteeing of counter guaranteeing deferred payment by such individual or body corporate with regard to purchase, import of foods or services within or outside India.
 - (46) To own and operate transport vehicles and vessels for transporting all raw materials finished products and other goods and things required dealt in or manufactured by the company.
 - (47) To produce, convert, export, import, purchase, sell deal and trade in all materials and thing including raw materials, by-products waste, finished products and products at all intermediate states, machinery, equipments and chemicals connected directly or indirectly with the industry set forth above.
 - (48) To use trademarks or trade names or brands for the products and goods of the company and to adopt such means of making known the products of the company, as may deem expedient, and in particular use, advertise in all media, including the Press, publication of books and periodicals, calenders, diaries, to be distributed free or otherwise, notes, exhibitions, demonstrations, lectures, distribution of samples, works of art or interest and grant of prize, award and donations.
- (c) The other objects for which the company is established are :-
- (1) To carry on the business of a leasing and hire purchase company and to acquire to provide on lease or to be provided on hire purchase basis all types of industrial and offices, plants, equipments, machinery, vehicles, buildings and real estate, required for manufacturing, procesing, transportation and trading business and such other commercial and service business.
 - (2) To carry on the business of importing and exporting machinery, plants, tools, implements, metal goods, hardware and plumbing material and to sell, let out or otherwise deal in such imported goods or articles.
 - (3) To undertake and transact all kinds of agency business and to carry on and promote any business, commercial or otherwise, under sound principles and or to act as distributors, agents underwriters, brokers, estate agents, middlemen,

contractman, representatives and indenting agents on commissions allowance as may be deemed fit in all commodities, merchandise and other allied articles and lines of business.

- (4) To carry on the profession of consultants on management, employment, engineering industry and technical matters to industry and business and to act as employment agents.
- (5) To secure sound investments of foreign capital in Indian, undertakings and enterprises and Indian Capital in foreign undertakings and enterprises.
- (6) To establish, provide, maintain and conduct research and such other laboratories, training colleges, schools and other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same to provide for the delivery and holdings of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.
- (7) To establish experimental farms and research stations anywhere in India for conducting experiments, tests and research for developing better qualities of food grains and agricultural products and for developing milk strain in cattle by cross breeding or otherwise and increasing eggs laying capacity in poultry and also for finding such other ways and means of improving other such agricultural crops, produce, seeds, fodder crops and cattle feed of all kinds.
- (8) To carry on business' as importers and exporters of goods or merchandise of any description or to act as shippers, commission agents, advertising agents, travelling agents, transport agents, forwarding and clearing agents, brokers estate agents hardware merchants.
- (9) To produce, manufacture, use, or otherwise acquire, sell dostronite, deal in and dispose of, alkalies and acids, gases, compounds, fertilizers, chemical and chemical products of every nature and description and compounds, intermediates, derivatives and by-products thereof and products to be made therefrom (hereinafter for convenience referred to generally as, chemicals and products) including specifically, but without limiting the generally as, of the foregoing calcium carbide, calcium cyanamide, vat, solubilized vat, azoic salts, naphthols, all types of floatation reagents, wetting agents, insecticides and fumigants, plastic and resins, dye- stuffs, explosives, catalytic agents, foods, direct colours, basic and rapid fast colours pigments, drugs, biologicals, pharmaceuticals, serums, vitamin products, hormones, sutures, ligatures, drugs for disease or disabilities, in men or animals, and products derived from phosphate mines, limestones, quarries, bauxite - mines, petroleum, natural gas and such other natural deposits useful or suitable in the manufacture of chemical products as hereinabove defined.
- (10) To undertake the business of distribution and application of chemicals, fertilizers and pesticides, aerial or otherwise and to maintain and run vehicles, aeroplanes and equipments for spraying and to run the said vehicles and aeroplanes for hire and as passenger carrying crafts also.
- (11) To carry on the business of farming, horticulture, sericulture, dairies, cultivators, of

all kinds of foodgrains, seeds, fruits, proprietors of orchards and traders, exporters, dealers and sellers of the products of farming, dairy, horticulture, floriculture, sericulture and pisciculture and fishing and manufactures of drinks, alcoholic or otherwise, including beverages produced from such products or otherwise, to carry on the business of cultivators, growers, manufacturers, millers, grinders, rollers, processors, cold stores, canners and preservers and dealers of foods grains and such other agricultural, dairy, horticultural and poultry products, fruits, vegetables, herbs, medicines, flowers, drinks, fluids and other fresh and preservable products and to extract bye-products and derivatives whether edibles, pharmaceutical medicines or any such other kind or nature whatever and food preparation of every kind and description and generally the business or manufacture of and trading in preserved dehydrated, canned or converted agricultural products, fruits and vegetable, foods, dairy and poultry products and articles and such other derivatives, of all kinds and descriptions and to set up and run machinery for processing and preserving the same.

- (12) To undertake, manage, finance or otherwise carry on either individually or in association in any manner with any other person or Government authority, programme of Rural Development in India including any programme for promoting the social and economic welfare of, or the uplift of the public in any rural area, and without prejudice to the generality of the foregoing to subscribe, donate, establish, provide, maintain, conduct, subsidise, undertake, associate with carry on and promote studies, research, experimental work and application of technology, in any field of human endeavour, by establishing, endowing or assisting workshops, laboratories, schools, hospitals, first -aid centers and other technical, scientific, agriculture or any other institutions and bodies for the development of education, medicine, human welfare, agriculture, horticulture, animal husbandry, dairy products, cottage, small-scale and any other industry and in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the directors may think fit and divest the ownership of any property of the company to or in favour of any Public or Local Body or Central or State Government or any Public institution or Trusts of Funds recognized or approved by the Central Government or State Government or established under any law for the time being in force.
- (13) To establish agricultural farms to cultivate, produce agricultural products like Jowar, Maiz, Rice, Tapioca and like for use in manufacture of live stock, fish and poultry feeds of all kinds.

THE LIABILITY OF THE MEMBERS IS LIMITED.

The Authorised Share Capital of the Company is Rs. 70,00,00,000/- (Rupees Seventy Crore only) divided into 70,000 (Seventy Thousand) Equity Shares of Rs. 10,000/- (Rupees Ten Thousand only) each."

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

Sl No	Name of Subscriber	Address Description and occupation of the subscriber of the subscribers	No. of Shares taken by each subscriber	Signature
1.	K. Jose Cyriac S/o. K.J. Syriac	I.A.S. Colony Vattiyoorkavu Trivandrum - 695013.	1	Sd/-
2	Lida Jacob W/o. Jacob Punnen	A 24, Kanaka Nagar Kowdiar Trivandrum - 3.	1	Sd/-
3.	Dr. P.P. Vava S/o. Panikily	Madhaviram N.C.C. Road Ambalamukku P.O. Trivandrum.	1	Sd/-
4.	Matew P. Chandy S/o. C.M. Chandy	Vellamattam T.C. No. XI/991 Koonamkulam Lane Medical College P.O. Trivandrum.	1	Sd/-
5.	Dr. P.J. Joseph S/o. Kurian Joseph	Cherukara T.C. No. XXVII/1671 Vanchiyoar Trivandrum.	1	Sd/-
6.	M.N. Ramachandran S/o. M.S. Nanoo	M.P.I. Quarters Edayar P.O. Koothattukulam. Managing Director M.P.I. Ltd.	1	Sd/-
7.	Dr. T.K. Jose S/o. T.J. Kunjuvareed	Thottappilly Karoo P.O. 680683	1	Sd/-

Dated this the tenth day of October, 1995

Witness to the above signatures:

Name : M. Rajan Sd/-

Address : Madathil House,
Nayarambalam P.O.
Ernakulam District.

Occupation : Government Servant