

THE COMPANIES ACT, 1956
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
EAGLE SEEDS AND BIOTECH ¹[PRIVATE] LIMITED

- I. The Name of the Company is **EAGLE SEEDS AND BIOTECH ²[PRIVATE] LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Madhya Pradesh.
- III. The objects for which the Company is established are as under :

(A) THE MAIN OBJECTS OF THE COMPANY ARE:

1. To carry on in India or elsewhere the business to manufacture, produce, process, prepare, pack, refine, add, remove, pure, preserve, grade, hybridize improve, extract, buy, sell, resale, import, export, barter, transport, store, forward, distribute, dispose, develop, research, manipulate, market, supply and to act as agent, broker adtia, representative, consultant, collaborate stockiest, liaisonor, middleman, job worker or otherwise to deal in all types of produce of agriculture, floriculture agro-forestry, horticulture, pesticides, fertilizers, including all products and things which are produce, or grown on earth, water or in air either naturally or otherwise, including all derived products, extracts, preserves, derivatives, agro chemical agentic engineering etc.

(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS OF THE COMPANY ARE:

1. To acquire and take over the whole or any part of the business property and liabilities of any person or persons firm or corporation carrying on any business which the company is authorised to carry on or possessed of any property or rights suitable for the purpose of the company.

¹ The Company was initially incorporated as a private limited company under the name and style of Eagle Seeds and Agritech Private Limited on 7th January, 1997. Thereafter, pursuant to the provisions of section 43A(1A) the name of the company was changed Eagle Seeds and Agritech Limited w.e.f. 30th June, 2000. Then the name of the Company was further change from Eagle Seeds and Agritech Limited to Eagle Seeds and Biotech Limited and a fresh certificate of incorporation to that effect was issued by the RoC, Gwalior on 23rd March 2001 for change in the name of the company to Eagle Seeds and Biotech Limited. Further amended by taking approval of members in their 01/2023-24 Extra Ordinary General Meeting held on, 2023. Previously it was read as "The Name of the Company is EAGLE SEEDS AND BIOTECH LIMITED"

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- 02 To apply for, purchase or otherwise acquire any patents, brevets, invention, licenses concessions and the like conferring an exclusive or non-exclusive or limited right to use any secret or other information as to any invention which any seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit his company and to use, exercise, develop, grant, licences in respect of or otherwise turn to account the property right and information so acquired
- 03 To enter into any partnership or any arrangement for sharing profits, union of interest, joint-venture, reciprocal concession or otherwise with any individual, firm or company carrying on or engaged in or about to carry on or engage in any business or enterprise which the company is authorised to carry on or engage in any business or transaction capable of being conducted so as directly or indirectly to benefit this company and or to take or otherwise acquire and hold shares or stock in or securities of and to subsidise or otherwise assist any such company and to sell, hold, reissue, with or without guarantee or otherwise deal with the same
- 04 To enter into any arrangement with any Government or authorities supreme, municipal, local or otherwise that may seem conclusive to the company's objects or any of them and to obtain from any such Government or authority any right privileges and concessions which the company may think it desirable to obtain and carry out exercise and comply with any such arrangements, rights, privileges and concessions.
- 05 From time to time subscribe render services contribute to any charitable, benevolent or useful object of a public character including exhibition, the support of which will in the opinion of the company tend to increase its repute or popularity among its employees, its customers of the public, to give pension, gratuities or charitable aid to person or persons who have served the company or to the wives, children or other relatives of such persons and to form and contribute to Provident and benefit funds for the benefit of any person engaged by the Company
- 06 To sell dispose or mortgage, exchange, lease or transfer the business property and undertaking of the company or any part thereof for any lawful consideration which the company may deem fit to accept and in particular buy shares fully or partly paid up, debentures, debenture-stock, bond mortgages of any other company and/or to promote any company or companies for the purpose of acquiring all or any of the properties rights and liabilities for this company or any other purposes which may seem directly or indirectly calculated to benefit this company.
07. To purchase, or take on lease or exchange, hire or otherwise acquire any real and personal property and rights & privileges, which the company may think necessary or convenient for the purposes of its business and in particular purchase any land, building, construction, basement's machinery, plant and stock in trade.
08. To invest surplus moneys of any which the Company not required immediately in any form of investment including shares, stocks, bonds, debentures, obligations or other securities of any Company or association or in Government securities or in deposit with Bank or Banks as may be considered desirable and from time to time to vary such investment.
- 09 Subject to the provisions of the Companies Act, 1956 to lend money to such persons and on such terms and conditions as may seem expedient with or without security and in particular to customers and others having dealings with the company and to give any guarantee or indemnity as may seem expedient. But the company will not do banking business as defined under the Banking Regulations Act, 1949.
10. Subject to the provisions of Section 58A and other relevant sections of the Companies Act, 1956 and rules made there under and Directives of Reserve Bank of India to receive money on deposit with or without allowances of interest, to borrow or raise money with or without security and/or secure the payment of money by mortgage or by the issue of bond mortgages, hypothecation, lien or any other security founded based or charged upon all or any of the property or rights of the company or in such other manner as the company shall think fit and for the purposes aforesaid to charge all or any of the Company's property or assets movables, or immovable, liquid or otherwise present and future, including its uncalled capital and collaterally or further to secure any securities of the company by a trust deed or other assurance and to redeem, purchase or pay off any such, security, provided that the company shall not do banking business as defined in the Banking Regulations Act, 1949
- 11 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and other negotiable instruments subjects to Reserve Bank of India's Directives

12. To establish and maintain local registers, agencies and branch places of business and to procure the company to be registered or recognised and carry on business in any part of the world, subject to law in force.
13. To, sell, improve, manage, develop, exchange, enfranchise, lease, mortgage, dispose off, account or otherwise deal with all or any part of the property and rights of the company.
14. In event of winding up to distribute any of the company's property among the members in species or kind. To merge amalgamate on with aones other company and to merge any other company into the company.
15. To pay for any right of property acquired by the company and to remunerate any person, firm or body corporate rendering services to the company either by cash payment or by allotment to him or them shares or securities of the company, paid up in part or therwise.
16. To pay out of the funds of the company all expenses of and incidental to the formation, registration, advertisements and establishments of the Company.
17. Subject to the provisions of the Companies Act, 1956 to distribute as bonus shares amongst the members or reserve or otherwise apply as the company may from time to time determine any money received in payment of dividends accrued on forfeited shares any money realised from the sale by the company of the forfeited shares or any money received by way of premium on shares or debentures issued at a premium by the Company to invest any surplus money of the company in such investments (including shares of stock in the company) as may be thought proper and to hold, sell or otherwise deal with such investment.
18. Subject to provisions of Section 293-A of the Companies Act, 1956 to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific national, public or other institution or objects which shall have any moral or other claims to support or aid by the company either by reasons of locality of operations or of public generalutility.
- (C) OTHER OBJECTS:
01. To carry on the business a manufacturers, buyers, sellers, importers exporters, agents, fitters, installers, assemblers of and dealers in all types of machinarles, equipments, components, tools and spares of compressors.
02. To carry on the business of iron masters, forgers, iron founders, mechanical and electrical engineers, steel and non-ferrous metal converters, manufacturers of agricultural implement sand manufacturers of machines and tools, brass founders, metal workers, boiler makers and metallurgists.
03. To carry on and conduct workshops, engineering work of every description and kind and foundries of iron and steel, brass and other metals, wood and any other substances.
04. To purchase, take on lease or otherwise acquire any mines, mining rights and to acquire Certificate of approval from the Union of India and any interest therein, and to prospect, explore, work, exercise, develop and tum to account same
05. To carry on the business of manufacturer, purchaser, seller of bricks, tiles, wood works, empty cement bags, boards, plywood, aluminium and all other building materials.
06. To carry on the business of running motor lorries, motor taxis, motor mini buses and conveyances of all kinds and on such lines and routes as the company may think fit and to transport passengers and generally to do the business of common carriers.
07. To establish and work cement factories and to carry on the business of cement, lime burners and ceramics including sanitary fitting and chinaware
08. To carry on the business of manufacturers of or dealers in pulp and paper of all kinds and articles made from paper or pulp and materials used in the manufacture or treatment of paper, including card board, mill boards, wall and ceiling papers and packaging cartons and news prints and photographic raw films

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| 9 | To carry on the business of manufacturers of or dealers in industrial machinery of all types including bearings, speed reduction units, pumps, machine tools and agricultural machinery and earth moving machinery including road rollers, bulldozers, dumpers, loaders, shovels and drag lines and light engineering goods such as cycles and sewing machines and their components | 22.
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| 10. | To carry on the business as manufacturers, dealers, stockists, exporters, and importers of bolts, nuts, and nails, hinges, hooks and all other hardware items of all types and descriptions | 23. |
| 11 | To carry in India and elsewhere the trade or business of ironmasters, steelmakers, steel converters, rolled steel makers, miners, smelters engineers, tin plate makers and iron and steel foundries, in all their respective branches and manufacturers of ferro-manganese, coke and all sorts of bars, rods and other section sheets and plates, wire and wire products of iron and steel and other metals. | 23. an
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| 12. | To undertake and execute the contracts for works involving the supply and use of any machinery and to carry out any ancillary or other works comprised in the contract. | 24. |
| 13. | To carry on the business of manufactures, dealers, exporters, importers, purchasers and sellers of MH Films, Auxiliaries hostellen, plastic goods, and ancillary items thereon. | 25. and t |
| 14. | To carry on the business of manufacturers, Importers, exporters and dealers in sheets, metal (ferrous and non-ferrous) and sheet metal articles of all kinds in particular (i) aluminium and steel doors, windows, lavers and automatic door closers (ii) galvanised buckets, fire buckets, bath tubes, mugs, drums, tanks tin containers and other articles for carrying or storing water oil and other solid or liquid materials (iii) all kinds of steel and metal furniture, (iv) chimneys copes, ridgins, ventilators, roofings, hand carts, municipal carts and all other such articles. | 26.
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| 15. | To carry on business or businesses of manufacturers, importers and exporters and dealers in ferrous and non-ferrous casting of all kinds and in particular (i) pans, rice bowls, cooking pots and hollow-wares of all kinds (ii) cooking stoves of all description and their accessories, (iii) cast iron pipes and fittings, railings, stair cases, ventilators and all building materials, (iv) main hole covers, surface boxes, cisterns, weights and castings of all description big or small (v) mild and malleable castings special alloy castings and foundry works of all kinds, (vi) forgings of mild carbon alloy stainless steels and die forgings of all types | 27. us ar
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| 16 | To buy, sell, let on hire, repair, alter and deal in machinery component parts, accessories and fittings of all kinds for motors and other things and all articles used in or capable of being used in or in connection with manufacture, maintenance and working thereof. | 28. gs of
ion w |
| 17. | To carry on the business of garage keepers and suppliers in and dealers of petrol or other motive power to motors and other things | 29. ower |
| 18. | To carry on the business of buying, selling, exchanging, altering, importing, improving, assembling, distributing motor vehicles, trucks tractors implements, electrical goods, refrigerators, household and commercial appliances, iron and steel furniture and other manufacturings. | 30. rbuti
merc |
| 19. | To carry on the business of manufacturers of and/or dealers in leather imitation, leather, oil cloth, linoleum, tarpaulins and the like. | 30. rofer |
| 20. | To carry on the business of manufacturers, purchasers, sellers, importers exporters, and distributors of synthetic fibre yarn fabrics, and man-made fabrics. | 31. utors |
| 21 | To carry on the business of manufacturers, buyers, sellers, exporters contractors and dealers in Textile machinery, industrial Lubricants, chemicals and sizing materials and all types of items required by Textile industry | 1 Tex
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22. To carry on the business of manufacturers, refiners, importers and exporters of and dealers and extracting oil merchants in Copra, cotton seed, linseed castorseed Soyabeenseed, ground nut or any other nut or seed or oil bearing substances whatsoever and oils, cakes manufactured therefrom, manufacturers of cattle feed, edible flour nutritionates flectured food, protien, enriched food and fattening preparation of every descriptions maker and manufacturers of manures and fertilizers of every description and flour merchants.
23. To carry on the business all kinds of breeders in livestock including cattle, cows, buffaloes, pigs, sheep, goats, mules and such other useful animals and in cattle rearing, sheep farming, livestock, importers, exporters, agents in agricultural tools, devices, accessories seeds, plants, manures, flowers, farming accessories, clays, aromatic chemicals and to prepare, formulate, recipes of all such sorts as would help the business of the Company.
24. To produce tea, coffee, rubber, cinchona and such other products
25. To carry on the business as brewers, distillers and manufacturers of and merchants and dealers in wines, spirits, beer malts, grains, gases, fuels and energy and power, materials of all kinds and descriptions, seafood products to deal in all agricultural inputs such as implements, machinery, fertilizers, pesticides, seeds etc. and other commodities and things.
26. To carry on the business of hotel, restaurant, flight kitchen, cafe, tavern, beer house, refreshment room and lodging house, proprietors, dramatic and musical, publishers and printers, theatrical agents, box office keepers, concert room proprietors, licenced victualers, wine, beers and spirit merchants, brewers, masters, distillers, importers and manufacturers of aerated mineral and artificial water and other drinks purveying caterers for public amusements generally and proprietors, job masters, farmers, dairymen, poultryers, ice merchants, importers, and brokers good of live and dead stock and colonial and hair dressers, dressers, perfumers, chemists, proprietors of clubs, baths dressing rooms, libraries, grounds and instruction of all kinds, tobacco and cigar merchants, agents for railway and shipping companies carriers, theatrical and opera box office proprietors, enterprises, and general agents.
27. To carry on the business of manufacturers of bitumen, hessian based roofing felts, fibre glass issues, aluminium foils, fibres-plastic films or any articles or things
28. To carry on the business of manufacturers, dealers, merchants, exporters, merchants agents in textile goods as whole-sellers, semi-whole-sellers, retailers as also installation of power looms and establishing process houses for bleaching dyeing, printing, calendering and other processing of textile goods and to act as commission agents.
29. To manufacture, process or sell low and high density polythene, polypropylene high molecular, high density polythene films and bags and sheeting and lay flat tubings and or to convert any of the polythene, poly propylene HM/HDPE products into any size or shape for use in packing and wrapping of all varieties of goods and to print all plastic, high density/low density polythene, poly propylene HM/HDPE products whether rigid or flexible for packing, wrapping and for use as stationery articles, publicity and display and for daily domestic or commercial/industrial use.
30. To carry on the business of extracting oils either by crushing or by chemical or by solvent extraction process or by any other proces from cotton seeds, ground nut, ground nut cake, sunflower seeds, rapeseeds, seasam seed, linseed, soyabean, castorseed, copra, ricebran, mahuwa and cakes of these or any other nut or seed or other oil mill, solvent extraction plant, oil seed processing unit, refinery and other allied units.
31. To act as dealers whole-sellers, retailers, stockists consignment agent, commission agent, representative selling agent purchasing agent distributors and brokers exporters & importers

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32. To carry on business as manufacturers, Marketers, Importers and Exporters of and as dealers or agents or otherwise in Pharmaceuticals, Chemicals, Fine Chemicals, drugs, Medicines Chemical Preparations, Compounds, Herbal extracts, herbs, formulations, fertilizers glycerine, glues, gums, pigments, colours compositions & dyes kerosene and other petroleum products.
33. To construct, carry out, maintain, improve, manage, work, gas work, electric works factories, warehouses, and other works and conveniences which may seem directly or indirectly conducive to any of the Company's object and to contribute, subsidise or otherwise assist or take part in such maintenance, management working control superintendence
34. To undertake, carryout, promote and sponsor rural development including any programme of promoting the social and economic welfare of, or the uplift of the public in any rural area and to incur an expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in an other manner without prejudice to the generality of the foregoing, programme of rural development shall also include any programme of promoting the social and economic welfare of or the uplift of the public in any rural area to promote and assist rural development and that the words 'rural areas' under Section 35CC of the Income - tax Act, 1971 or any other law relating to rural development for the time being in force or in order to implement, any of the above mentioned objects or purposes, transfer without, consideration or at such fair or concessional value and subject to the provisions of Company's Act, 1956 divest the ownership of any property of the company to/or in favour of any public institutions or Company's Act, 1956 divest the ownership of any property of the Company to / or in favour of any public institutions or trusts of funds.
35. To carry on business as manufacturers of and dealers in coal, coke, coal-tar, carbon black of all kinds, natural and synthetic coal gas, fibres and films and all kinds of organic chemical products.
36. To purchase, take on lease or otherwise acquire any running factory, mill or any other establishment
37. To manufacture process, prepare, preserve, refine, bottle, buy, sell and deal wether as wholesalers, retailers, exporters, importers, principals or agents in foods, meats, eggs, poultry, vegetables, canned and tinned and processed foods, protien, health and instant foods including baby and dietetic foods, cereals, beverages, cordials tonics, restoratives and aerated mineral waters and foods - stuffs and consumable provisions for human or animal consumption.
38. To carry on the business of millers all its branches and to set up mills for milling wheat, gram, other grains and ceerals, dal, basin, maida, atta, suji, and toher allied products, and to manufacture any by-products and to manufacture food products, such as biscuits, flakes, dalia, and confectionery from flours and to set up factories or mills for the manufacture thereof
39. To carry on the business of financing leasing, of dwelling and non dwelling building and structures and to pay out of funds of company, all expenses with respect to promoting, forming, incorporating such firms, companies, bodies corporates, trust, societies and association.
40. To establish or assist in setting up companies undertakings in India or elsewhere and to enter into necessary collaboration for such purpose, to export technical expertises on various financial projects to such joint venture companies/undertakings or other and to acts Corporate managers or attomeys to bodies corporate incorporated in India or abroad. to provide investment, financial and tax consultancy services to Non Resident Indians, Overseas Corporate Bodies, Foreign institutions, or nationals etc , to undertake the business of dealers in foreign exchange
41. To give advice or to offer, give, take, circulate and/or otherwise organise, accept or implement any takeover bids, mergers, amalgamations, acquisitions, diversification, rehabilitation or restructuring of any business concern undertaking, company, body corporate, partnership firms or any other association of persons whether incorporated or not by acquisition of shares or assets and liabilities, and whether as a going concern or as a part of the concern of otherwise as may be required having regard to business exigencies and to promote or procure incorporation, formation or setting up of concerns and undertaking whether as Company, body corporate, partnership or any other association or persons, to advise and assist for or in connection with incorporate Investments

agents or
parations,
ts, colours

42. To finance the industrial enterprises and business establishments by way of lending and advancing money, with or without security and upon such terms and conditions as the company may think fit and to guarantee or become sureties for the performance of any agreement of contract entered into by any enterprises or establishments with any financial institution, banks or other parties for obtaining finance whether for its long terms capital, working capital or for any deferred payment finance or for any other purpose.

warehouses,
Company's
management

43. To construct, purchase or take on lease cinematography, theatres, cinema halls and other buildings and works convenient for the purpose thereof and to manage, maintain and carry such theatres and other buildings, when so erected on.

promoting
expenditure
directly or
foregoing,
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ng to rural
objects or
provisions
any public
n favour of

44. To establish shopping markets, show rooms nursing homes, schools, clubhouse, cinemas, office premises and other buildings, for commercial purposes on lands-seized and licenced basis.

45. To do all types of interior decoration work, repair, fabrication, processing work according to customer's specification in furnishing the buildings.

46. To carry on and undertake the business of finance, investment and trading, hire purchase, leasing and to finance hire purchase and lease operations purchasing, selling, hiring or letting on hire plant and machinery and equipment including transport, vehicles, earth moving machinery, computers, softwares, computer consumables domestic appliances and furniture that the Company may think fit.

47. To carry on business of leasing, hire purchase, equipment finance, investments, and to act as and do business of underwriter, share broker, investment banker, corporate advisor, registrars to the issue, and financial services.

f all kinds,

48. To manufacture, deal in process styrene, butadiene ethylene, alcohol petroleum fractions and other chemical substances of all kinds, to manufacture compounds, synthetics and other substances of all kinds.

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49. To carry on business as manufacturers of & dealers in compounds, adhesive, fillers, derivatives, intermediates

s, retailers,
and tinned
beverages,
visions for

50. To acquire, purchase, sell construct, develop, build, erect, demolish, repair, renovate, alter, let out, lease, licence, exchange, furnish, fabricate acquire tenements, occupational rights and other interest or rights in land, estate, buildings, flats, farms, roads, industrial sheds, pavements, concrete structures, godowns, shops, shopping and commercial complexes, control towers, water tanks, bridges, culverts, row houses, hutments halls, stada, conference houses, auditorium, buildings for dwelling and commercial purposes, public conveniences, townships, amusement parks, recreation parks, holiday homes, warehouses

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1 to set up

51. To promote form, register, incorporate, building cooperative societies, copanies, trust or association for promoting allotment of dwelling and non dwelling building and structures and to forming, incorporating such firms, companies, bodies corporate, trust, societies and association

res and to
uch firms,

IV. The liability of the members is limited.
V.

V. Capital Clause

As Amended by the Ordinary Resolution passed in Annual General Meeting held on 31st Dec., 2009

V. The Authorized Share Capital of the Company is Rs.3,50,00,000/- (Rs. Three Crore Fifty Lacs Only) divided into 35,00,000 (Thirty Five Lacs) Equity Shares of 10/- (Rs. Ten Only) each.

signatures
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SI for or in

We, the several persons, whose names and address are subscribed, hereunder are desirous of being formed into a Private Limited Company in pursuance of this Memorandum of Association and we respectively agree to take number of shares in the capital of the Company set opposite our respective names

S No.	Names, Address, Descriptions and Occupation of Subscribers	No of Equity Shares taken (in words and figures)	Signature of subscribers	Signature, Name, address Description & occupation of witnesses
1.	Shri Kundanmal Jain S/o, Shri Chandmal Jain B-7, Sanjay Upvan, Indore (M.P.) Business	10 (Ten)		
2.	Shri Rajendra Jain S/o, Shri Kundanmal Jain B-7, Sanjay Upvan, Indore Business	10 (Ten)		Witness to the signature of all the subscribers s/d/- Shushil Banthia S/o Shantilal Banthia Silver Arc Plaza, 20/1, New Palasia, Indore (M.P.)
Total No of Equity Shares Taken		20 (Twenty)		

Date 24.12.96

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