THE COMPANIES ACT, 2013
Company Limited by shares
MEMORANDUM OF ASSOCIATION OF

Goel Food Products Limited#

I. The Name of the Company is **GOEL FOOD PRODUCTS LIMITED#**

II. The Registered Office of the Company will be situated in the State of West Bengal.

III. **(A)THE OBJECTS TO BE PERSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

1. *To carry on the business as caterers, hoteliers, hotel proprietors, hotel managers and operators, refreshment contractor's restaurant keepers, banquets, marriage halls, refreshment room proprietors, milk and snack bar proprietors, café and tavern proprietors, lodging house proprietors, ice cream merchants, sweetmeat merchants, milk manufacturers and merchants, bakers, confectioners, professional merchants, licensed victualless, wine and spirit merchants, blenders and bottlers, lodging, bar, hospitality and event management.
2. To carry on the business of manufacturers, fabricators, processors, producers, growers, makers, exporters, buyers, sellers, suppliers, stockiest, agendas, merchant, distributors, concessionaires of dealers in flours, cakes, pastry, cornflakes, bread biscuits, chocolates, confectionary sweets, fruit drops, sugar, glucose, chewing gums, milk cream, ice-cream, aerated or mineral waters, fruit juices, wines, liquors, and other alcoholic drinks, and fermentation products, canned fruits and fruit products, milk and malted food, cigarettes, cigars, protein foods, maize products, butter ghee, cheese and other dairy products, pickles, jams, jellies, sausages, cider, poultry and eggs, pulses, spices, oils, powder and condensed milk, honey, fresh and dehydrated vegetables, coffee, tea, cocoa, seeds, fruits and all kinds of processed foods as well as materials required or used for preparation of or being food articles.
3. To manufacture, process, prepare, preserve, can, refine, bottle, buy, sell, and deal whether as wholesalers or retailers, or as exporters, or importers, or as principals or agents, in spices, foods, meats, eggs, poultry, vegetable, canned and tinned and processed foods, protein, health, and instant foods of all kinds including baby an dietetic foods, cereals, beverages, cordials, tonics, aerated mineral waters and food stuffs and consumable provisions, of every description for human or animal consumption and to carry on business in all natural , artificial, synthetic or chemical edible food colour.
4. *To Purchase, sell, let out, take on lease or in exchange, hire or by other means acquire or obtain options over any freehold or other property for any estate or otherwise acquire or let out any movable or immovable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business.
5. *To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, preservation, dealing in any manner whatsoever in all type of goods on retail as well as on wholesale basis in India or elsewhere."

**Sub clause 1, 4 and 5 of clause III (A) were changed at the Extra Ordinary Meeting of equity shareholders held on February 11, 2022.*

 # The Name of the Company changed from Goel Food Products Private Limited to Goel Food Products Limited pursuant to conversion of Company from Private Limited to Public Limited Company via Board Resolution dated February 16, 2022 and Shareholders Resolution at the Extra Ordinary Meeting of equity shareholders held on February 17, 2022

Goel Food Products Ltd.
Kolkata

B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III, (A) ARE: -

1. To purchase, exchange or otherwise any movable or immovable property and any rights or privileges which the Company may deem necessary or convenient for the purpose of its main business.
2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or co-operation with persons or companies carrying on or engaged in the main business or transaction of this Company.
3. To import, buy, exchange, alter, improve and manipulate in all kinds of plants, machinery, apparatus, tools and things necessary or convenient for carrying on the main business of the Company.
4. To vest any movable or immovable property, rights or interests required by or received or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
5. To purchase, build, carry out, equip, maintain, alter, improve, develop, manage, work, control and superintend any plants, warehouse, sheds, offices, shops, stores, buildings, machinery, apparatus, labour lines, and houses, warehouses, and such other works and conveniences necessary for carrying on the main business of the Company.
6. To undertake or promote scientific research relating to the main business or class of business of the Company.
7. To take over the whole or any part of the business, goodwill, trade-marks properties and liabilities of any person or persons, firm, companies or undertakings either existing or new, engaged in or carrying on or proposing to carry on business this Company is authorised to carry on, possession of any property or rights suitable for the purpose of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares or otherwise.
8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and such other organizations for technical, or any other such assistance for carrying out all or any of the main objects of the Company or for the purpose of activity research and development of manufacturing projects on the basis of know-how, or technical collaboration and necessary formulas and patent rights for furthering the main objects of the Company.
9. Subject to the Provisions of Companies Act, 2013 and other applicable law to amalgamate with any other company of which all or any of their objects companies having similar to the objects of the Company in any manner whether with or without the liquidation.
10. Subject to any law for the time being in force, to undertake or take part in the formation, supervision or control of the business or operations of any person, firm, body corporate, association undertaking carrying on the main business of the Company.
11. To apply for, obtain, purchase or otherwise and prolong and renew any patents, patent-rights, brevets, inventions, processes, scientific technical or other assistance, manufacturing processes know-how and other information, patterns, copyrights, trade-marks, licenses concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited right of use thereof, which may seem capable of being used for or in connection with the main objects of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee royalty or other consideration and to use, exercise or develop the same under or grant licenses in respect thereof or otherwise deal with same and to spend money in experimenting upon testing or improving any such patents, inventions, right or concessions.
12. To apply for and obtain any order under any Act or Legislature, charter, privilege concession, license or of any Government, State or other Authority for enabling the Company to carry on any of its main objects into effect or for extending any of the powers of the Company or for effecting and modification of the constitution of the Company or any other Such purpose which may seem

Goel Food Products Ltd. Kolkata

expending and to oppose any proceedings or applications which may seem expending or calculated directly or indirectly to prejudice the interest of the Company.

13. To enter into any arrangements with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the Company may think desirable to obtain and to carry out, exercise and comply therewith.
14. Subject to the provisions of Companies Act, 2013 and other applicable laws to obtain secured or unsecured loan from banks, financial institutions, bodies corporate and such other persons as may be permitted under the Act for the business or profession of the company.
15. To procure the Company to be registered or recognised in or under the laws of any place outside India and to do all act necessary for carrying on in any foreign country for the business or profession of the Company.
16. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments, of all types or securities and to open Bank Accounts of any type and to operate the same in the ordinary course of the Company.
17. To advance money either with or without security, and to such persons and upon such terms and conditions as the Company may deem fit and also to deal with the money of the Company not immediately required.
18. To undertake and execute any trusts, the undertaking of which may seem to the Company desirable, either gratuitously or otherwise.
19. To establish, or promote or concur in establishing or promote any company for the purpose of dealing all or any of the properties, rights and liabilities of the Company.
20. To sell, mortgage, exchange, grant licenses and other rights improve, manage, develop and dispose of undertakings, properties, assets and effects of the company or any part thereof for such consideration as may be expedient and in particular for any shares, stocks, debentures or other securities of any other such company having main objects altogether or in part similar to those of the Company.
21. Subject to the Provisions of the Companies Act, 2013 to distribute among the members in specie or otherwise any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
22. To distribute as dividend or bonus among the member or to place to reserve or otherwise to apply, as the Company may, from time to time, determine any money received by way of premium on debentures issued at a premium by the Company and any money received in respect of forfeited shares, money arising from the sale by the Company of forfeited shares subject to the provisions of the Companies Act, 2013.
23. To employ agents or experts to investigate and examine into the conditions, prospects value, character and circumstances of any business concerns and undertakings and generally of any assets properties or rights which the Company propose to acquire.
24. To create any reserve fund, sinking fund, or any other such special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the Company or for any other such purpose conducive to the interest of the Company.
25. Subject to the provisions of Section 182 & 183 of Companies Act, 2013, to subscribe, contribute, gift or money, rights or assets for any national educational, religious, charitable, scientific, public, general or usual objects or to make gifts or such other assets to any institutions, clubs, societies, associations, trusts, scientific research associations, funds, universities, college or any individual, body of individuals or bodies corporate.
26. To establish and maintain or procure the establishment and maintenance of any contributory or noncontributory pension or superannuation, provident or gratuity funds for the benefit of and give

Goel Food Products Ltd. Kolkata *

of procure the giving of the gratuities pensions , allowances, bonuses or emoluments of any persons who are or were at any time in the employment or service of the Company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time directors or officers of the Company or any other company as aforesaid and the wives, widows, families and dependents of any such persons and also to establish and subsidies and subscribe to any institutions associations, club or funds calculated to be for the benefit of or advance aforesaid and make payments to any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other Company as aforesaid.

27. To establish, for any of the main objects of the Company, branches or to establish any firm or firms at places in or outside India as the Company may deem expedient.
28. To Pay for any property or rights acquired by or for any services rendered to the Company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly-paid up shares with or without preferred or deferred rights in respect of dividend or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in one mode and partly in another and generally on such terms as the company may determine, subject to the provisions of the Act.
29. To pay out of the funds of the company all costs, charges and expenses of and incidental to the formation and registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of and incidental to the acquisition by the company of any property or assets.
30. To send out to foreign countries, its Director, employees or any other person or persons for investigation possibilities of main business or trade procuring and buying any machinery or establishing trade and business connections or for promoting the interests of the company and to pay an expenses incurred in the connection.
31. To compensate for loss of office of any Managing Director or Directors or other officers of the Company within the limitations prescribed under the Companies Act, 2013 or such other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction in which the Company is engaged.
32. To agree to refer to arbitration any dispute, present or future between the Company and any other company, firm, individual or any other body and to submit the same to arbitration in India or abroad either in accordance with Indian or any foreign system of law.
33. To appoint agents, sub-agents, dealers, managers, canvassers, sales representatives or salesmen for transacting all or any kind of the main business of which this Company is authorized to carry on and to constitute agencies of the Company in India or in any other country and establish depots and agencies in different parts of the world.

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. 19,00,00,000/- (Nineteen Crore) divided into 1,90,00,000 (One Crore Ninety Lakh) Equity shares of Rs. 10/- (Ten) each, with power to increase or reduce the Shares Capital of the Company and to cancel any number of unallotted shares and to divide the shares in the Capital for the time being into different classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined in accordance with the regulations of the Company and subject to provisions of section 55, 66, 48 and other applicable provisions of the Act and the Company may alter the conditions of its Memorandum relating to Share Capital in accordance with Section 61 of the Companies Act, 2013.

Goel Food Products Ltd. Kolkata

#The Authorised Share Capital of the Company was increased to Rs. 19,00,00,000 /- (Rupees Nineteen Crore) divided into 1,90,00,000 (One Crore Ninety Lakh) Equity Shares of Rs. 10/- (Rupees Ten) at the at the Annual General Meeting of equity shareholders held on July 22, 2024.

Goel Food Products Ltd.
Kolkata

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

Signature, Names, Addresses, Father's Name, Description and Occupations of Subscribers	Total Number of Equity Shares to be taken by each subscriber	Name, Address and Description of Witness
BIMLA DEVI GOYAL W/o. Sri Shiv Ratan Goyal 80, Ashutosh Mukherjee Road Kolkata - 700 025 Business	100 (One Hundred)	Witness to all the signatories **MANISH JAIN** 13, Rup Chand Roy Street 4th Floor Kolkata - 700 007 Business
RAJESH GOYAL S/o. Shri Shiv Ratan Goyal 80, Ashutosh Mukherjee Road Kolkata 700 025 Business	100 (One Hundred)	
TOTAL :	200 (Two Hundred)	

Kolkata, Dated 9th January, 1996

Goel Food Products Ltd. ★ Kolkata