

THE COMPANIES ACT, 1956
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
BIKAJI FOODS INTERNATIONAL LIMITED

(A Company under Part IX of the Companies Act, 1956)
Memorandum of Association Made this

AMONGST

1. Shri Shivratan Agarwal S/o Late Moolchand Agarwal Residing at Bachhawaton Ka Mohalla, Bikaner here in after referred to as the party hereto of the first part (which expression shall unless excluded by or repugnant to the subject or context be deemed to include his heirs, administrators, executors, legal representatives and assings) of the FIRST PART.
2. Smt. Sushila Devi Agarwal W/o Shri Shivratan Agarwal residing at Bachhawaton Ka Mohalla, Bikaner hereinafter referred to as the party hereto of the second part (which expression shall unless excluded by or repugnant to the subject or context be deemed to include his heirs, administrators, executors, legal representatives and assings) of the SECOND PART.
3. Smt. Chuki Devi Agarwal W/o Late Moolchand Agarwal, residing at Bachhawaton Ka Mohalla, Bikaner hereinafter referred to as the party hereto of the third part (which expression shall unless excluded by or repugnant to the subject or context be deemed to include his heirs, administrators, executors, legal representatives and assings) of the THIRD PART.
4. Shri Kedarchand Agarwal S/o Late Likhmichand Agarwal, residing at Industrial Area, Rani Bazar, Bikaner hereinafter referred to as the party hereto of the fourth part (which expression shall unless excluded by or repugnant to the subject or context be deemed to include his heirs, administrators, executors, legal representatives and assings) of the FOURTH PART.
5. Shri Pawan Kumar Saraf S/o Late Jaichand Lal Saraf, residing at Ratangarh, Churu, hereinafter referred to as the party hereto of the fifth part (which expression shall unless excluded by or repugnant to the subject or context be deemed to include his heirs, administrators, executors, legal representatives and assings) of the FIFTH PART.
6. Smt. Manju Devi Saraf W/o Shri Pawan Kumar Saraf residing at Ratangarh, Churu hereinafter referred to as the party hereto of the sixth part (which expression shall unless excluded by or repugnant to the subject or context be deemed to include his heirs, administrators, executors, legal representatives and assings) of the SIXTH PART.
7. Smt. Maniya Devi Saraf W/o Late Jaichand Lal Saraf, residing at Ratangarh, Churu hereinafter referred to as the party hereto of the seventh part (which expression shall unless excluded by or repugnant to the subject or context be deemed to include his heirs, administrators, executors, legal representatives and assings) of the SEVENTH PART.

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And whereas the said Joint Stock Company has been formed on the principle of having for the members, the holders of the aforesaid shares and accordingly the members of the said Joint Stock Company are only the persons mentioned hereinabove have agreed that the said Joint Stock Company be governed by the following regulations and have for its business the assets and properties and liabilities of the firm as per the Balance Sheet of the firm, as audited by the Auditors of the firm.

Where as the parties hereto of first to seventh parts have been carrying co-partnership business under the name and style of SHIVDEEP FOOD PRODUCTS with its principal place of business at Bikaner by virtue of an indenture of partnership with effect from 10th September, 1986 by virtue of the partnership deed executed on 10th day of September, 1986 and underwent changes as evidenced by the reconstituted partnership deed, dated 1-4-93 and 1-4-95.

And whereas all the parties hereto who are the members of the said co-partnership business, for the sake of smooth working and better and effective menagement and improvement and advancement of business have agreed that all the members of the co-partnership of Joint Stock Company (having its meaning as defined by section 566 of the Companies Act, 1956) will abide by and be subject to the declaration and regulation contained in Memorandum and Articles of Association as following.

And whereas the parties hereto have mutually adjusted their respective rights and accounts in the said partnership so as to vest as a Company limited by shares and continuing the said business of the firm uninterrupted and having authorised share capital of Rs. 1,00,00,000/- (Rupees One Crore only) divided into 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

And whereas the parties hereto in the said co-partnership of Joint Stock Company have mutually settled the share holdings of the subscribed capital amongst themselves as the members of the said Joint Stock Company in the following manner.

Party Name	Paid up Capital (Amount in Rs.)	%	No. of shares parties are entitled to on Registration
1. Shri Shivratan Agarwal	97,50,000.00	97.50%	9,75,000
2. Smt. Sushila Devi Agarwal	2,00,000.00	2.00%	20,000
3. Smt. Chuki Devi Agarwal	30,000.00	0.30%	3,000
4. Shri Kedarchand Agarwal	5,000.00	0.05%	500
5. Shri Pawan Kumar Saraf	5,000.00	0.05%	500
6. Smt. Manju Devi Saraf	5,000.00	0.05%	500
7. Smt. Maniya Devi Saraf	5,000.00	0.05%	500
	<u>1,00,00,000.00</u>	<u>100.00%</u>	<u>10,000</u>

Now this indenture witnesseth that each of the parties hereto so far as it relates to the acts and deeds of himself, or herself and his or her legal representatives, heirs executors and administrators and also in his, her of their different capacities both hereby covenant and agree among themselves that they and the several persons, if any who shall or may become member of the Company in the manner contained in the Memorandum and Articles of Association to be a Joint Stock Company under the name and style specified in Memorandum and that such Company and the members thereof shall be subject to the declaration and regulation contained in the Memorandum and Articles of Association. And whereas it was proposed to name the Joint Stock Company as SHIVDEEP INDUSTRIES LIMITED by adding the "LIMITED" to the existing name and style of co-partnership and the name SHIVDEEP INDUSTRIES LIMITED was approved by the Registrar of Companies, Rajasthan therefore it was now proposed that.

- I. The name of the Company is BIKAJI FOODS INTERNATIONAL LIMITED.
- II. The Registered Office of the Company will be situated in the STATE OF RAJASTHAN.
- III. The objects for which the Company is established are:-
 - A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :
 1. On conversion of the partnership firm into a company limited by shares under these presents to acquire by operation of Law under part IX of the Companies Act, 1956 as going concern and continue the partnership business now being carried on under the name and style of SHIVDEEP INDUSTRIES including all its assets movable and immovable, rights debts and liabilities in connection therewith.
 2. To manufacture and deal in Bhujia, Namkeen, Papad, deshi sweet meats, residuary snacks, rasgulla, food products, bakery products; biscuits, confectioneries, edible oils, pulses, cereals and their products, tinning of food stuffs, fruits, vegetable, pickles cold drinks, All kinds of sharbat, syrups, thandai, soft drinks, squashes, ketchup, soda and spices and condiments etc.
 3. To purchase, acquire, take on lease or in exchange or in any other lawful manner any area land, building structures and to turn the same into account develop the same and sale or dispose of or maintain the same and to build township, markets or other buildings on conveniences thereon and to equip the same or any part thereof with all or any amenities or conveniences, drainage facility, electric, telegraphic, telephonic, television installations and to deal with the same in any manner whatsoever.
 4. To amalgamate, merge or acquire the running business of the companies incorporated under companies act, 1956 namely M/s SHIVDEEP FOOD PRODUCTS PRIVATE LIMITED AND BIKAJI FOODS PRIVATE LIMITED directly to the benefit of the company.
 5. To carry on the business as manufacturers, developers, assemblers, dealers, importers, exporters, traders, purchasers, sellers, hire purchasers, hires, repairs, of power generating, and distributing plants, equipment, operating specially using power from renewable energy sources such as solar, wind, biogas, solar products like solar panel, solar lights, solar cookers, solar geysers and all other products which may come out of research and to carry on the business as to do research and development, data collection, analysis, publishing of research and study material, efficient supply of quality inputs and technical guidance Customized Training & Development solutions in the field of solar energy and solar products*.
 6. To do Research, design and develop the concept in the field of renewable energy, patenting and publishing the novel concept design, develop and manufacture the innovative energy generation and consumption products, design develop and install ongrid or off-grid power plants using renewable energy sources, become the intermediate party of the energy generation, conversion and effective consumption products in the form of dealers/distributors/franchisee/importers/exporters design, develop and construct the energy efficient buildings and architecture, provide training, workshop and seminars provide consultancy for the energy generation and efficient consumption of the energy, market analysis and preparing reports*.

(3)

*Altered vide EOGM HELD ON 15/03/2013 by passing as Special Resolution.

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE :-

1. To purchase, sell, acquire, erect, manufacture, construct, maintain, work install, import, export and to deal in buildings, plant and machinery, all materials and substances and ancillaries used in process of preparing and manufacturing of various items and to deal in any of the by-products of the manufacturing processes which the company may undertake.
2. To manufacture, purchase or sell, import, export or otherwise handle or deal in products required to run the plants of the company.
3. To obtain technical services and provide all assistance in planning construction, erection and installation of appliances, appratuses, equipments, plant and machinery related to the business of the company and to obtain technical services in repairs, maintenance and replacement thereof and to employ, remunerate and collaborate with experts for the purpose.
4. To design, construct, fabricate and manufacture buildings, mills, factories, plants, equipments, accessories, apparatus, parts and machinery required for the business of the Company.
5. To establish, equip, maintain, subscribe to or become member of training, institutions, research laboratories, research institutions and experimental workshop for scientific and technical research and experiments and to carry on analytical, experimental and other works and research for implementing the objects.
6. To apply for and procure licences under the industries (Development and Regulation) Act for establishment of new industries for attainment of its main objects.
7. To use trade-marks or trate-names or brands for the products and goods of the Company and adopt such means of making known the business and products of the Company or any other Company in which this Company is interested as may seem expendient and in particular by advertising in newspapers, magazines, periodicals, radio, television and cinema, by circulars, by purchase and exhibitions, of work of art or interest, by opening stores and by exhibitions, by publication of periodicals, calendars, diaries or any other materials of publicity by distributing samples and granting prizes, rewards and donations subject to the provisions of section 293 A of the Companies Act, 1956.

8. To acquire and undertake the whole or any part of the business, property, assets, undertakings, belongings, funds, obligations, contracts and agencies, rights or liabilities of any person, Government, firm or body corporate, carrying on or proposing to carry on any business which the Company is authorised to carry on or having property suitable for the purpose of the Company or which can be carried on in conjunction therewith others or which is capable of being conducted so as directly to benefit the Company, either in full or in part or enter into partnership, joint venture or any other arrangement which the Company may deem fit, with such person, Government, Firm, Company or body corporate on such terms conditions and considerations as the Company may think fit.
9. To pay any premia, commission 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 or formation of the business of the company or in case of conversion into public company for services rendered or to be rendered by person, firm or body corporate in placing or assisting to place or guaranteeing the placing of any of the shares of the Company or any other debentures, debenture-stock or other securities of the Company as may be permissible by law on conversion into a public 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 thereon as may be agreed upon and to charge any bonds, debentures and other securities and all or any part of the property of the Company.
10. Subject to the provisions of section 58 A of the Companies Act, 1956 and the Rules framed thereunder and directions issued by Reserve Bank of India from time to time as many be applicable to borrow or raise money or receive money on deposit on interest or otherwise in such manner as the Company may think fit and in particular by the issue of debenture of debenture-stock, perpetual or otherwise and in security of such money so borrowed, raised or received to mortgage, pledge on charge the whole or any part of the property, assets and revenues of the company present or future, including its uncalled capital by special arrangement or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders, power of sale or other powers as may seem expedient and to purchase, redeem or to pay off any such securities. However, the Company shall not carry on banking business as defined in the Banking Regulations Act, 1949 for the time being in force.
11. 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.
12. To take into consideration and approve and confirm all acts, deeds or 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 arrangements, agreements or contracts with the promoters and to reimburse them for all costs and expenses that may be incurred by them in connection with the formation or promotions of the company.

13. To purchase, take on lease or in exchange, hire or otherwise acquire real and personal 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, building, stock-in-trade and to construct, maintain and alter any buildings or works necessary or convenient for the purpose of the Company.
14. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading warrants and other negotiable or transferable instruments and to open an account or accounts with any scheduled bank or banks and to pay into and to withdraw money from such account or accounts.
15. Subject to the provisions of law to invest and deal with the money of the Company not immediately required in such manner as the Company may deem fit. But the Company shall not carry on any banking business as defined under Banking Regulations Act, 1949
16. Subject to the provisions of Section 58A of the Companies Act, 1956 and the Rules framed there-under and the directions issued by the Reserve Bank of India to receive, grants, loans, advances or other moneys or deposits or otherwise from the State or Central Government, banks, companies, trusts or individuals with or without allowing interest thereon.
17. To subscribe to become a member of and co-operate with any other association whether incorporated or not whose objects are altogether or in part similar to those of the Company and procure from and communicate to any such association such information as may likely to further the objects of Company.
18. To communicate with Chamber of Commerce and other mercantile and public bodies through out the world and concern and promote measures for the protection of the trade, industry and persons engaged therein.
19. To lease, let out on hire, sub-let, mortgage, pledge, hypothecate, sell or otherwise dispose of the whole or any part of the undertaking, any land, business, property, rights or assets of the company including all the every description apparatus or appliances or any shares of interest therein respectively in such manner and for such consideration as the Company may think fit and according to procedure of Company Law and in particular for shares, debentures or securities of any other body

corporate having objects altogether or in part similar to those of the Company.

20. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part the property and rights of the Company.
21. To vest any real or personal property, rights or interest acquired by 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.
22. To merge, reconstruct, amalgamate, enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person, firm or body corporate whether in India or outside carrying on or engaged in or about to carry on or engage in any business or transaction which can be carried on in conjunction therewith or which is capable of being conducted so directly or indirectly to benefit the Company.
23. To establish, promote or concern in establishing or promoting any Company or companies for the acquiring all or any of the rights, liabilities and properties of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures or other securities of such other Company of Companies.
24. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other funds, whether for depreciation or for repairing, replacing, improving, extending or maintaining any of the property of the Company or for any other purpose whatsoever and to transfer from any such fund or part thereof to any of the other funds in mentioned.
25. To apply the assets and income of the Company in any way in or towards the establishment, maintenance or extension of any associations institutions or funds in any way connected with any particular trade or business of scientific research, industry or commerce which is directly or indirectly deemed conducive for the attainment of main objects.
26. To establish the agencies in India and elsewhere and to regulate and to discontinue the same.
27. To establish the branches of the Company and to get them recognised in any part of the world outside the Union of India.

28. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund, gratuities, pensions, allowances, emoluments, bonus, profit sharing bonus, benefits or any other payment to any person who are or were 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 an allied to or associated with the Company or with any such subsidiary or who are or were any time Directors or Officers of the Company or any of such dependent or connection of any such person and to provide for the welfare of all any of the aforesaid person from time to time by subscribing, subsidising or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendances and to make payments to or towards the insurance of such person as aforesaid and to do any of the matter aforesaid either alone or in conjunction with any other Company as aforesaid.
29. To issue as fully or partly paid up any shares, securities, bonds, debentures or other obligations of the Company in consideration of any privileges, concessions or rights or any property transferred, services rendered to the Company and accept any consideration for any property sold or otherwise disposed of by the Company, fully or partly paid up shares or securities or bonds, debentures or other obligations of any other Company.
30. To enter into any collaboration or arrangements with the Government of India or Foreign Government of Companies, with any State or with any Authorities, municipal, local or otherwise or with any person, that may seem conducive to the Company's objects or any of them and to apply for and obtain and to purchase or otherwise acquire from any such Government, State Authorities or person any rights, powers, privileges, licences, decrees, sanctions, grants and concessions whatsoever (Whether statutory or otherwise) which the Company may think fit/ desirable to obtain and acquire and to carry out, exercise and to comply with any such arrangements, rights, powers, privileges, licences, decrees, sanctions, grants and concessions.
31. To subscribe in or donate to a guarantee money for any National, philanthropic, charitable, benevolent, public, general or useful fund or organisation, association, institution or for any exhibition or for any purpose which may be likely, directly or indirectly to further the objects of the Company or interest of its members, subject to the provision of the Companies Act, 1956.
32. To make arrangements with person engaged in any trade, business or profession for the concession to 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 the goods.

33. To aid, assist and finance any industrial undertakings, projects enterprises whether owned or run by Government of India, Government of Rajasthan, firm or individual for extension of its work and business.
34. To undertake and execute any trust either gratuitously or otherwise.
35. On winding up of the Company to distribute all or any part of the property of the Company or any proceeds of sale or disposal of any of the properties of the Company amongst the members in specie or kind subjects to the provisions contained in the Companies Act, 1956.
36. To do all or any of the above things in any part of the world's principals, 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.

C. OTHER OBJECTS :-

1. To manage refreshments, attendance, messages, light, waiting-rooms, reading rooms, meeting rooms, lavatories or laundry, conveniences electric conveniences, stables and other advantages.
2. To carry on the business as farmers, house keepers, millers, gardeners, agriculturists and horticulturists.
3. To carry on the business of manufactures and suppliers, erectors or fabricators or otherwise dealers in all kinds of plants, machinery and equipments, stores, tools, gadgets, wire drawers, tubes, boilers and other mechanical and electrical and electronic products, devices, contraptions, instruments, spares and components and to procure agencies for the same and to develop, acquire, supply plans, drawings, estimates, project-reports and know-how for industries, business Companies, services and public bodies and Governments.
4. To process and manufacture, buy sell or otherwise deal in jewellery and semi-precious stones of all varieties, articles of handicrafts and architects and curios, garments and readymade clothes, wool and other fabrics, durries and pile carpets.
5. To process, machine, grind, extract, grow, buy, sell, manufacture, refine, prepare, crush or otherwise deal in all kinds of oil, seeds, wheat, rice and rice brans and other agricultural products and oleaginous and saponaceous substances and all kinds of by- products or ingredients thereof, ghee from whatever source and method including oil seeds, oil

cakes, rice bran and other oil containing medias, de-oiled cakes, deoiled meals for consumption, balanced food and baby food.

6. To carry on the business of manufacturing and processing animal foods for cattle, fowl, chicken and for all kinds of birds and animals and to import, export, buy, sell or otherwise deal in such products and by-products.
7. To carry on the business of manufacturers and printers of tin containers, drums and other packing articles made of metals or card-board or hard-board or of any other material or substance and to buy, sell, import, export, convert, reconvert, recondition or otherwise deal in such products.
8. To carry on the business of canning and dehydration of fruits, vegetables, pickles and to prepare, manufacture and process such other items of fruits, vegetables and roots and to carry on the business of cold storages or deep freezers.
9. To carry on the business of manufacturers, processors, importers, buyers, sellers, stockists, agents and distributors of and dealers in all kinds of P.V.C. and plastic products and goods, including P.V.C., pipes, sheets, linings, conduit pipes and ancillary products, resins and high density polythene products.
10. To carry on the business of manufacturers, processors, importers, buyers, sellers, stockists, agents and distributors of and dealers in metal drawing equipments, metal press working, utensils, of brass, steel aluminium and their accessories, components and spares of any kind and all types of conductors.
11. To carry on the business of manufacturers, processors, importers, buyers, sellers, stockists, agents and distributors of and dealers in pulp, paper and boards products of all type, transparent paper, craft paper, carbons, inks, parchments and croks.
12. To carry on the business of manufacturers, processors, importers, buyers, sellers, stockists, or otherwise dealers in precision, instruments, tools and accessories, nut bolts, required in factories, mines works and projects.
13. To carry on business of and to render services in the field of electroplating, galvanising and anodising.
14. To carry on the business of manufacturers, processors, importers, buyers, sellers, stockists, agents and distributors of and dealers in automobile and automobile parts, accessories, tyres and tubes.

15. To carry on the business of manufactures, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and dealers in surgical items and medical equipments, accessories required in hospitals and dispensaries.
16. To carry on the business of manufacturing, processing, manipulating, crushing, importing, exporting, buying, selling or otherwise dealing in fertilizers, pesticides, insecticides and other allied products.
17. To carry on the business of manufactures, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and dealers in ceramic, glass and insulators.
18. To carry on the business of manufactures, processors, importers, exporters, buyers, sellers, stockists, agents and distributors of and dealers in cement and cement products and deal in other building materials.
19. To carry on the business as promoters, underwriters, hire-purchase dealers, contractors, concessionaires, merchants and other agents and to undertake, carry on and execute all kinds of commercial, trading and other operations, excluding the business of banking within the meaning of the Banking Regulations Act, 1949.
20. To purchase, take on lease, licence or concession or otherwise acquire mineral oils, beneficiation, dressing, concentration and refining plants and rights and privileges therein and to explore, prospect work develop, administer and manage the same.
21. To carry on the business or businesses of spinning, weaving, combing, manufacturing, darning, preparing, packing, bleaching, dyeing, colouring, processing, finishing, selling and buying or dealing in cotton, staple, silk and other fibrous and synthetic substances including waste and raw wool and wool tops.
22. To carry on all or any of the businesses of agents, chief agents or licences agents of any Company or Companies and further to acquire exclusive distribution rights, to act as agents of Indian and Foreign manufactures particularly dealing in plant, machinery, tools, spares, electric goods, food articles and enter into partnership or joint venture with foreigners.
23. To engineer, develop design, assemble, manufacture, produce, import and export, buy, sell and otherwise deal in industrial, mining, agricultural machines and all types of tools, plants, equipments, instruments, appliances and hardware of all kind, general fittings, accessories and appliances of all description made of metal, alloy, glass, synthetic

and other fibres, chemicals and PVC compounds, plastics or any other materials.

24. To carry on the business of manufacturers, processors, designers, buyers, sellers, importers, exporters and otherwise dealers in all kinds of plastic and chemicals and products made of plastic and chemicals including monomers, polymers and co-polymers cellulose plastic, Viscose plastic formaldehyde (phenol and urea) cresol, phenol furfural epoxides, silicones, polyesters, polyethylene, Vinylresin, acrylic resins, synthetic rubbers, melamine plastic, cellphone and another form of plastic and chemicals to be processed or manufactured by injection moulding blow moulding extrusion, calendaring lamination, adhesion impregnation, compression, fabrication, Coating, Spraying, Immersion, planting, slush, rotational moulding, transfer, vacuum forming, printings or any other mechanical, electrical or manual process or operations.

25. To carry on the business of hotel, restaurant, cafe, tavern, night clubs, casinos, discotheques, swimming pool, beer-house, refreshment rooms and lodging, house keepers, health clubs, baths and dressing rooms, license victuallers, wine, beer and spirit merchants, importers and manufacture of aerated and artificial waters and other drinks purveyors and caterers for public amusements.

26. To purchase, take on lease, hire, erect or otherwise acquire, establish and equip, manage, administer, own, act as collaborators, technicians, financiers of any other hotels, motels, holiday camps, restaurants, canteen, clubs, cafe, pubs, bars, refreshment rooms, casinos in India or in any other part of the world.

27. To carry on the business of advertising agency for providing to advertisers a complete range of advertising services on all mass media like hoardings, newspapers, radio, television and film.

IV. On the registration under the Companies Act, 1956 the liabilities of the members shall be limited.

V. The Authorised Capital of the Company is Rs.30,00,00,000/- (Rupees Thirty Crore) divided into 30,00,00,000 (Thirty Crore) equity shares of Re. 1/- each with the rights, privileges, power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company. **

* Altered vide EOGM held on 22.10.2021 by passing an Ordinary Resolution.

** Altered vide EOGM held on 22.10.2021 by passing Special Resolution.

*Divy
Kavani*



- VI. The business and assets and liabilities of Shivdeep Food Products shall become the property of the company and having regard to the obligations imposed on the company by these present shall be taken at their net book value (i. e. total assets less total liabilities) on and from the date of the incorporation of the company.
- VII. No member shall be liable to pay calls or to contribute to an extent exceeding the amount for the time being unpaid or not credited as paid up on the shares held by him and on the incorporation of the company the liabilities of the members shall be limited.

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

Sl. No.	Signature, Name, Description, Address and Occupation of the Subscribers	No. of Equity Shares taken by each subscriber	Signature, Name, Address, Description and Occupation of Wines
1	Sd/- (SHIV RATAN AGARWAL) S/o Late Mool Chand Agarwal Bachhwaton Ka Mohalla BIKANER Business	9,75,000 (Nine lacs seventy five thousand)	I witness the signatures of all the subscribers Sd/- (ANIL SHAH) S/o Shri J. P. Shah 96, Bichpura Building Kishanpole Bazar, JAIPUR-302001 Chartered Accountant
2	Sd/- (SUSHILA DEVI AGARWAL) W/o Shiv Rath Agarwal Bachhwaton Ka Mohalla BIKANER Business	20,000 (Twenty thousand Only)	
3	Sd/- (चुकी देवी अग्रवाल) पत्नि स्वर्गीय मूलचन्द अग्रवाल बछावतों का मोहल्ला, बीकानेर गृहिणी	३,००० (तीन हजार)	
4	Sd/- (केदारचन्द अग्रवाल) पुत्र स्व. श्री लिख्मीचन्द जी अग्रवाल 138, औद्योगिक क्षेत्र, रानी बाजार, बीकानेर व्यापार	५०० (पांच सौ)	
5	Sd/- (PAWAN KUMAR SARAF) S/o Late Shri Jaichand Lal Near Karani Temple PO. RATANGARH (Raj.) Business	500 (Five hundred)	
6	Sd/- (MANJU DEVI SARAF) W/o Pawan Kumar Saraf Bachhwaton Ka Mohalla BIKANER House Wife	500 (Five hundred)	
7	Sd/- (मनीया देवी सराफ) पत्नि स्व. श्री जयचन्द लाल करणीजी मन्दिर के पास, रतनगढ़ गृहिणी	५०० (पांच सौ)	

Total No. of Equity Shares Subscribed : 10,00,000 (Ten lacs only)

Dated the 12th day of September, 1995.

Place : Jaipur

(14)



Dr. Navani
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CIN: U15499RJ1995PLC010856 | GST No.: 08AAICS1030P1Z5

CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED AT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF BIKAJI FOODS INTERNATIONAL LIMITED HELD ON FRIDAY, 22nd OCTOBER 2021 AT 05:00 PM THROUGH VIDEO CONFERENCING AT THE DEEMED VENUE BEING THE REGISTERED OFFICE OF THE COMPANY SITUATED AT F-196-199, F-178, E-188, BICHHWAL INDUSTRIAL AREA, BIKANER -334006 IN COMPLIANCE WITH THE APPLICABLE MCA CIRCULARS AND THE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER.

6. Approve sub-division of equity shares of the Company

"RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(d), 64 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, approval of members of the company be and is hereby accorded for sub-division of 1 (One) Equity Share of the Company having Face Value of ₹ 10/- each (Rupees Ten) into 10 (Ten) Equity Shares having Face Value of ₹ 1/- (Rupee One) each.

RESOLVED FURTHER THAT pursuant to the sub-division of Equity Shares of the Company from Face Value ₹10/- each (Rupees Ten) to Face Value of ₹1/- (Rupees One), the existing Authorized and Paid up Equity Share Capital of the Company shall stand sub-divided as given below:

Particulars	Pre Sub- Division of Equity Shares			Post Sub- Division of Equity Shares		
	No. of Shares	Face Value (In ₹)	Total Share Capital (in ₹)	No. of Shares	Face Value (In ₹)	Total Share Capital (in ₹)
Authorized Share Capital	30000000	10/-	300000000	300000000	1/-	300000000
Paid-up Share Capital	24994988	10/-	249949880	249949880	1/-	249949880





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RESOLVED FURTHER THAT pursuant to sections 13, 61 and all other applicable provisions of the Companies Act, 2013, if any, and the rules notified thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) the existing Clause V of Memorandum of Association of the Company be and is hereby amended by substituting the same with the following Clause V:

V. The Authorised Capital of the Company is ₹30,00,00,000/- (Rupees Thirty Crore) divided into 30,00,00,000 (Thirty Crore) equity shares of Re. 1/- each with the rights, privileges, power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the sub-division of the Face Value of Equity Shares as mentioned above, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the members with the Depository participants, in lieu of existing credits in their beneficiary accounts representing the equity shares of the Company before sub-division.

RESOLVED FURTHER THAT Board of Directors of the company and Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be required to obtain approvals in relation to above and do all such further acts, deeds or things as may be required to give effect to the sub-division of Equity Shares of the Company.

RESOLVED FURTHER THAT Managing Director and Company Secretary of the Company be and are hereby severally authorized to (a) delegate execution and filing of necessary applications, declarations, and other documents with depositories, Registrar & Transfer agent and/or any other statutory authority(ies), if any; (b) settle any question or difficulty that may arise with regard to the sub-division of the shares as aforesaid or for any matters connected herewith or incidental thereto and (c) do all such acts, deeds, things, including all the matters incidental thereto in order to implement the foregoing resolution."

FOR BIKAJI FOODS INTERNATIONAL LIMITED



DIVYA NAVANI

COMPANY SECRETARY

71, Sadul Colony

Ambedekar Circle

Bikaner -334001





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ITEM NO. 6.

Approve sub-division of equity shares of the company

In order to improve the liquidity of the Company's shares, the Board of Directors of the Company (the "Board") at their meeting held on 02nd September, 2021 considered it desirable to sub-divide its Equity Shares of Rs. 10/- each into 10 Equity Shares of Rs. 1 each, subject to approval of the shareholders and such other authorities as may be necessary. The provisions of the Companies Act, 2013, and the rules made thereunder, as amended (the "Companies Act, 2013") require the Company to seek the approval of the shareholders for sub-division of shares.

Each sub division share will rank pari-passu in all respects with each other.

Further Article of the Article of Association permits sub-division of shares subject to the approval of members.

Pursuant to the aforesaid sub-division of Equity Shares and as per Section 13 & 61 of the Companies Act, 2013 and the rules made thereunder, it is required to alter the existing Capital Clause V of the Memorandum of Association of the Company.

Accordingly, your Directors recommend the passing of Special Resolution set out at Item no. 6 of the Notice for approval of Shareholders in the interest of the company.

A copy of Memorandum of Association of the Company along with the proposed amendments is available for inspection for the members of the Company.





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None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the above resolution, except to the extent of equity shares held by them in the Company.

FOR BIKAJI FOODS INTERNATIONAL LIMITED

DIVYA NAVANI

COMPANY SECRETARY

71, Sadul Colony

Ambedekar Circle

Bikaner -334001





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5. Increase in authorised share Capital of the Company and consequential amendment in the Memorandum of association of the company.

RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendments or re-enactment(s) thereof for the time being in force) and further subject to any other laws and regulations, as may be applicable and the enabling provisions of Memorandum and Articles of Associations of the Company and applicable permissions, sanctions and approvals as may be required in this regard, approval of members be and is hereby accorded to increase the Authorized Share Capital of the Company from existing ₹ 25,00,00,000 (Rupees Twenty Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of ₹ 10/- each to ₹ 30,00,00,000 (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) Equity Shares of ₹ 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company as per the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to sections 13, 61 and all other applicable provisions of the Companies Act, 2013, if any, and the rules notified thereunder (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) the existing Clause V of Memorandum of Association of the Company be and is hereby amended by substituting the same with the following Clause V:

V. The Authorised Capital of the Company is ₹30,00,00,000/- (Rupees Thirty Crore) divided into 3,00,00,000 (Three Crore) equity shares of ₹10/- each with the rights, privileges, power to increase and/or reduce the capital of the Company as provided in the Articles of Association of the Company.



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RESOLVED FURTHER THAT the Managing Director and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as in his/her absolute discretion he/she may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolutions; and to take all such steps as may be required in this connection including seeking all necessary approval/ consent as may be required in this regard."

FOR BIKAJI FOODS INTERNATIONAL LIMITED

DIVYA NAVANI

COMPANY SECRETARY



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ITEM 5.

In view of the present authorised share capital which is mostly issued and the Company proposes to issue Employee Stock Options and may also require to issue additional shares in future, hence it is proposed to increase the authorised share capital of the Company. Presently, the authorized share capital of the Company is ₹25 Crores divided into 2,50,00,000 equity shares of ₹10 each out of which the Company has already issued shares amounting to ₹ 24.99 crores. Hence to accommodate the future requirement of issuance of capital, it is proposed to increase the authorised share capital from ₹25 crores to ₹30 Crores and corresponding amendments to the existing Clause V of the Memorandum of Association of the Company such that the authorized share capital is increased to ₹30 Crores divided into 3,00,00,000 equity shares of ₹10 each.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 62 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 5 of the accompanying Notice, for Members' approval.



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None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in this Ordinary Resolution except to the extent of their shareholding.

FOR BIKAJI FOODS INTERNATIONAL LIMITED

DIVYA NAVANI

COMPANY SECRETARY

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