

TABLE- A
OF THE COMPANIES ACT, 2013
MEMORANDUM OF ASSOCIATION
OF
WILSHIRE NUTRIFOODS LIMITED**
[A COMPANY LIMITED BY SHARES]

1. The Name of the Company is **WILSHIRE NUTRIFOODS LIMITED****
2. The Registered office of the company will be situated in the state of **GUJARAT.**
3. (a) the objects to be pursued by the company on its incorporation are
 1. To carry on the business in India or elsewhere to manufacture, produce, process, prepare, crush, refine, blend, filter, deodorize, disintegrate, clean, sort, recover, amalgamate, mix, convert, purify, commercialize, grade, compound, pack, re-pack, disinfect, derive, excavate, explore and extract, import, export, buy, sell, turn to account to acts as agent, broker, stockiest, dealers, distributors, retailer, wholesaler, merchant, trader, supplier, packer, C & F Agent, representative, consignor, jobworker, manufacturer's representative, franchiser, collaborator, concessionaires, consultants, advisor, or otherwise to deal in all kind of foods, spices, agriculture produces, commodities, products, items, goods, crops, trees, plants, leaves, herbs, grains, food grains, cereals, pulses, spices, flours, rice, wheat, ground nuts, seed, agro seeds, soyabeans, castors, mustard, maize, Bajara, cotton, sesame, sesame seeds, oilseeds, edible oils, flowers, vegetables and food products.
 2. To carry on the business of Meat, fish, poultry and game; meat extracts; preserved, dried and cooked fruits and vegetables; jellies, jams, fruit sauces; eggs, milk and milk products; edible oils and fats, Coffee, tea, cocoa, sugar, rice, tapioca, sago, artificial coffee; flour and preparations made from cereals, bread, pastry and confectionery, ices; honey, treacle; yeast, baking powder; salt, mustard; vinegar, sauces, (condiments); spices; ice, Agricultural, horticultural and forestry products and grains not included in other classes; live animals; fresh fruits and vegetables; seeds, natural plants and flowers; foodstuffs for animals, malt, Beers, mineral and aerated waters, and other non-alcoholic drinks; fruit drinks and fruit juices; syrups and other preparations for making beverages, Advertising, business management, business administration, office functions and Services for providing food and drink; temporary accommodation.

***Pursuant to the Extra-Ordinary General Meeting held on 13th May, 2022 the Company has passed special resolution to change the status of company from "Private Limited" to "Public Limited" and to adopt new set of Memorandum of Association and Articles of Association pursuant to conversion.*

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(b) Matters which are necessary for furtherance of the Main objects specified in Clause 3(a):

1. To render assistance to buy, sell, import, export, manipulate, prepare for market, and deal in all kinds of foods and food products.
2. To advance, subject to the provisions of the Banking Regulation Act, 1949, deposit or lend money, securities and properties to / with any company, body corporate, firm, person or association with or without security and on such terms as may be determined from time to time.
3. To draw, make, accept, endorse, execute, and discount promissory notes, cheques, bills of exchange, hundies and other negotiable and transferable instruments.
4. To acquire or amalgamate with any other Company whose objects include objects similar to those of this Company, whether by sale or purchase (or fully or partly paid up shares or otherwise) of the undertaking, subject to 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 any such other Company as aforesaid, or by partnership or in any other manner.
5. To carry out all public works and enter into all types of private contracts in connection with the main objects.
6. To enter into partnership or into any arrangements for sharing profits, union of interests, cooperation, joint venture, reciprocal concessions, or otherwise, with any person, firm or company carrying on or engaged in or about to carry on or engage in or any business or undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the Company and to lend money to guarantee the contracts of or otherwise assist any such persons, firm or Company and to take or otherwise acquire and hold shares or securities of any such person, firm or Company and to sell, re-issue with or without guarantee or otherwise deal with the same.
7. To enter into any agreement with any Government or authorities (municipal, local or otherwise) or any corporations, companies, or persons, which may seem conducive to the Company's objects or any of them and to obtain from any such Government authority, corporation, Company or person any contracts, rights, privileges and concessions which the Company may think desirable and to carry out, exercise and comply with any such contracts, rights, privileges and concessions.
8. To be interested in promoting, and undertaking, the formation and establishment of such institution, business, companies (industrial, agricultural, trading, manufacturing or other) as may be considered to be conducive to the profit and interest of the Company and to carry on any other business (industrial, agricultural, trading, manufacturing or other) which may seem to the Company capable of being conveniently carried on in connection with any of these objects or otherwise calculated directly or indirectly.
9. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.
10. To obtain any act of Central or State Legislature, provisional order, licence or autonomous body or authority for enabling the Company to carry out any of its objects into effect or for effecting any modification of the Company's constitutions, or for other purpose which may

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seem expedient and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the Company's interest.

11. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company and the issue of its capital including costs, charges, expenses of negotiations and contracts and arrangements made prior to and in application of the formation and incorporation of the Company.
12. To remunerate (by cash or otherwise or in kind or by allotment of fully or partly paid shares or shares credited as fully or partly paid up or in any other manner any persons, firms, associations, or companies for services rendered or to be rendered or in rendering technical aid and advice, granting licences or permission for the use of patents, trade secrets, trademarks, processes and acting as trustees for debenture holders or debentures stockholders or the Company or for subscribing or agreeing to subscribe whether absolutely or conditionally or for procuring or for agreeing to procure subscriptions whether absolute or conditional for any shares, debentures, or debenture for services rendered in or about the formation or promotion of the Company or any Company promoted by this or introducing any property or business to the Company or about the conduct of the business of this Company or for guaranteeing payment of such debenture stock or other securities and any interest thereon.
13. To procure the incorporation, registration or other recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business and to apply or join applying to any Parliament, Local Government, Municipal or other authority or body, Indian, British colonial or foreign, for any acts of Parliament, laws, decrees, concessions, orders, rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any proceedings or application which may seem calculated directly to prejudice the Company's interests.
14. To open and keep a register or registers in any state in India or abroad wherever it may be deemed necessary and expedient so to do and to allocate any number of shares on the Company to such register or registers.
15. To undertake and execute any trusts, the undertaking where and may seem desirable, either gratuitously or otherwise.
16. To draw, make, issue, accept and endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warrants, warehouse-keepers, certificates and other negotiable or commercial or mercantile instruments connected with the business of the Company.
17. To open account or accounts with any individual firm or Company or with any bank or banks and to pay into and to withdraw money from such account or accounts.
18. To invest, apply for and acquire or otherwise employ moneys belonging to or entrusted to or at the disposal of the Company in securities and shares or without security, upon such terms as may be thought proper and from time to time to vary such transactions in such manner as the Company think fit.
19. To lend or deposit moneys belonging to or entrusted to or at the disposal of the Company to such persons or Company and in particular to customers and others having dealings with the Company with or without security, upon such terms as may be thought proper and to

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- guarantee the performance of contracts by such person or company but not to do the business of banking as defined in the Banking Regulation Act, 1949.
20. To incur debts and obligation for the conduct of any business of the Company and to purchase or hire goods, materials or machinery on credit or otherwise for any business or purpose of the Company.
 21. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company.
 22. To borrow or make money, or to receive money on deposit at interest or otherwise in such manner as the Company may think fit, for the purpose of financing the business of the Company and in particular by the issue or sale of any bonds, mortgages, of debentures or debenture stock perpetual or otherwise, including debentures or debenture stock convertible into shares of this or any other Company, or perpetual annuities and on securities of any such money so borrowed, raised or received, to mortgage, or charge the whole or any part of property, assets or revenue of the Company present or future, including its uncalled capital assignment or otherwise, and to transfer of sale and other powers as may seem expedient, and to purchase, redeem or pay off any such securities.
 23. To sell, mortgage, assign or lease or in any other manner deal with or dispose off the undertaking or property of the Company or any part thereof, whether movable or immovable for such consideration as the Company may think fit and in particular for shares, debentures and other securities of any other Company having objects altogether or in part similar to those of this Company.
 24. To improve, manage, work, develop, alter, exchange, lease, mortgage, up to account abandon, or otherwise deal with all or any part of the property, rights and concessions of the Company.
 25. To distribute any of the property of the Company amongst the members in specie or kind upon the winding up of the Company.
 26. To create a Depreciation Fund, Reserve Fund, Insurance Fund, of any other Special Fund, whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company, or for any other purpose conducive to the interest of the Company.
 27. To do all or any of the above things and all such things as are incidental or may be thought conducive to the attainment of the above object or any of them in any part of the world and as principals, agents, contracts, trustees or otherwise and by or through trustees, agents or otherwise and either along or in conjunction with others.
 28. To carry on all kinds of agency business and to take part in the management, supervision or control of the business or operations of any other Company, association, firm or Person (and to act as the agent, secretaries, or other of any such Company, association, firm or person) and in connection therewith to appoint and remunerate any directors, accountants and other experts or agents.
 29. To carry on the Retail business of FMCG Products and Dairy Products etc, by either establishing the Retail Stores by its own or in a Franchise Mode and to carry on the business of import, export, distribution of all merchandise, and to act as agents, stockiest, distributors for firms and companies in India and abroad.

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30. To buy, sell, manufacture, refine, manipulate, import, export and deal wholesale and retail in commodities, substances, apparatus and things of all kinds, capable of being used or which can conveniently be dealt in by the Company in connection with any of its objects.
31. To carry on the business of agriculturists, horticulturists, planters, cultivators of tea, coffee, teak, tobacco or any other kind of commercial plantations.
32. To purchase or acquire land and to undertake development of land and building activities in relation to Company's main object.
33. To aid, assist, promote, develop and manufacture agricultural implements, agricultural machinery and other equipments and technological development in equipments used in agricultural field and to organise, conduct, or manage engineering or repair shop or workshops of all description and to manufacture, import, export, buy, sell, or otherwise deal in, agricultural machinery, of all kinds and to adopt such means of making known the uses thereof.
34. To furtherance of the aforesaid objects of the Company, to enter into negotiations with and enter into arrangements and contracts and conclude the same with foreign and/or Indian parties and other persons for obtaining by grant, licence, and/or on other terms, formulate and other rights and benefits, and to obtain technical and engineering information assistance and service know-how and expert advice for installation of plant and machinery, production and manufacture of any products, and to pay for technical know-how, technical and engineering assistance and information and/or service rights or privileges acquired by the Company either in shares of the Company or partly in cash or otherwise, and to pay to promoters such remuneration and fees and otherwise recompense them for their time and for the service rendered by them.
35. To do above things as may be incidental or conducive to the attainment of above objects, as principals and as through agents, brokers, trustees, contractors, either alone or in partnership or in conjunction with others.
36. Subject to the provisions of the Act, to pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in shares and partly in cash.
37. To amalgamate, enter into partnership or into any arrangement for sharing or pooling of profits, amalgamation, union of interest, cooperation, joint venture, reciprocal concession or with any person, firm or company carrying on or engaged in or about to carry on any business or transaction which may seem capable of being carried on or conducted so as, directly or indirectly to benefit the Company.
38. To invest or employ or deal with money belonging to or entrusted to the Company in securities and shares or other movable or immovable property or without security upon such terms and in such manner as may be thought proper from time to time, to vary such transactions and investments in such manner as the Directors may think fit subject to the provisions of the Companies Act, 2013.
39. To purchase acquire, protect, prolong and renew any patents, rights, inventions, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account the same and to grant licence or privileges in respect of the same.
40. To pay or satisfy the consideration for any property, rights, shares, securities or assets whatsoever which the Company is authorised to purchase, or acquire either by payment in

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- cash or by the issue of shares, or other securities of the Company, or in such other manner as the Company may agree to partly in one mode and partly in another.
41. To search for and to purchase, protect, prolong, renew or acquire from any Government, state or authority any patents, protections, licences, concessions, grants, decrees, rights, powers and privileges which may seem to the Company capable of being turned to account, to work develop, carry out, exercise and turn to account the same
 42. To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this Company.
 43. To open account or accounts with any firm or Company or with any bank or banks or bankers to pay into, withdraw money from such account or accounts.
 44. To apply for, tender, purchase or acquire any contracts, sub-contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake execute, carry out dispose of or otherwise turn to account the same.
 45. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings having similar objects and generally of any assets, property or rights.
 46. To take part in the management, supervision and control of the business or operation of any company or undertaking' having similar objects and for that purpose to appoint and remunerate any directors, trustees, accountants or other experts.
 47. To pay all preliminary expenses of any company promoted by the Company or any company in which this Company is or may contemplate being interested including in such preliminary expenses all or any part of the cost and expenses of owners of any business or property acquired by the Company.
 48. To vest any movable or immovable property rights or interests 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.

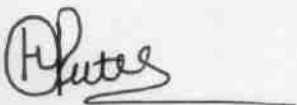
4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

5. The Authorised share capital of the company is 4,25,00,000 rupees (Four Crore Twenty Five Lakh), divided into 42,50,000 Equity Shares(Forty Two Lakh Fifty Thousand) of rupees 10 (ten) each.*

** Pursuant to the Extra -Ordinary General Meeting held on 24th March, 2022 the Authorized Capital of the Company had increased from Rs. 1,00,000 (One Lakh) to Rs. 4,25,00,000/- (Rupees Four Crore Twenty Five Lakhs) divided into 42,50,000 (Forty Two Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) each.*

***Pursuant to the Extra-Ordinary General Meeting held on 13th May, 2022 the Company has passed special resolution to change the status of company from "Private Limited" to "Public Limited" and to adopt new set of Memorandum of Association and Articles of Association pursuant to conversion.*

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 against our respective names:







S.No.	Subscriber Details				
	Name, Address, Description and Occupation	DIN/PAN/Passport Number	No. of shares taken	DSC	Dated
1	Mr. Hiteshkumar Gaurishankar Patel, S/o Gaurishankar Dhulabhai Patel, Religion: Hindu, Age: 35 years, Address: Prathamik shala ne same AT: Narsinhpura, PO: Kukadiya, TA: Idar, Dist: Sabar Kantha Gujarat-383410, Occupation: Business	05340865	5000 Equity	PATEL HITESH KUMAR GAURISHANKAR	20/01/20
2	Mr. Navinchandra Dahyalal Patel, S/o Dahyalal Dhurabhai Patel, Religion: Hindu, Age: 53 years, Address: Deri wadi fali AT: Narsinhpura, PO: Kukadiya, TA: Idar, Dist: Sabar Kantha Gujarat-383410, Occupation: Business	05340874	5000 Equity	NAVING HANDRA DAHYAB HAI PATEL	20/01/20
Total Shares taken			10,000.00	Equity	
			0.00		

Signed before Me					
Name		Address, Description and Occupation	DIN/PAN/Passport Number/ Membership Number	DSC	Dated
ACA	Prashant H. Patel	H-902 Kalasagar Heights NR. Shreedhar Bunglows opp. Anmol Bunglows New Ranip Ahmedabad Gujarat-382470 Occupation: Professional Services	162482	PRASHANT H PATEL	20/01/20

Modify

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Note: The Company was incorporated on 21st January, 2020 as a private limited company and the shareholders in an Extra Ordinary General Meeting held on 13th May, 2022, resolved to change the status of the company from "Private Limited" to "Public Limited" and the minimum shareholders requirement for the public limited company has been fulfilled.

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