

**Memorandum of Association**

*[Pursuant to Section 4 of the Companies Act, 2013 and Schedule I, Table A]*

**SAMPRE NUTRITIONS LIMITED**

- I. The name of the company is "Sampre Nutritions Limited".
- II. The registered office of the company will be situated in the State of Telangana.
- 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. To manufacture, produce and process food products, beverages, soft drinks, confectionery products, medicinal formulations, ayurvedic and unani formulations, cosmetics, toiletries, personal care, health care, personal hygiene, sanitary, beauty care, casual medicines, therapeutic products, soaps, detergents, household pesticides, house hygiene, antiseptic, anti-bacterial, hair-care, skin-care, grooming aids, eye-care, digestive aids, house-hold remedies, first-aid medicines, whitening agents, food preservatives, food additives, snacks, biscuits, cookies, ready-mixes, instant-foods, desiccants, sauces, jams, squashes, premixes, protein foods and other allied product.
    2. To buy, sell, manufacture, to carry on liaison work, act as agents, importers, exporters, distributors, stockists and to represent manufacturers, producers, importers and exporters of food and other health care products, together with various allied items to market in India or abroad for both Indian and foreign companies, firms, merchants either individually or in association with any other person or persons.
    3. To acquire, develop, process and deal in scientific know-how and process of manufacturing food and other health products.
    4. To take up turnkey projects or enter into collaboration agreements in India or abroad for setting up similar industries to manufacture or to deal in food and other health products.
    5. To manufacture, fabricate machineries, import, export equipments, necessary types and dyes and any other article or articles considered necessary for manufacturing food and other health products.
  - B. THE OBJECTS ANCILLARY OR INCIDENTAL TO THE ATTAINMENT OF THE MAIN OBJECTS STATED IN 3(A) ABOVE ARE FOLLOWS:
    1. To negotiate, enter into agreements and contracts with companies, firms and individuals for technical assistance, know-how, secret formula, design and technical and financial assistance in the manufacturing, marketing, importing and exporting of any or all of the aforesaid lines.



2. To apply for and obtain assistance, either technical or financial, from Government and other organisations, companies, firms and individuals, national or international for development of all or any of the business of the company, upon such terms and conditions as are provided in the Articles of Association of the company.
3. To acquire the whole or any part of the undertaking and assets of any business, with the same or similar objects of the company and land, privilege, rights, contracts, property or effects held or used in connection therewith and upon any such purchase to undertake the liability of the company or business so acquired.
4. To pay all or any costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment and registration of the company including therein the cost of advertisement, commissions, brokerage.
5. To remunerate any person, firm or company rendering services to this company, either by cash payment or by the allotment to him or them of shares or securities, including debentures of the company credited as paid in full or in part otherwise as may be thought expedient.
6. To create any depreciation fund, reserve fund, sinking fund, insurance fund, gratuity fund, or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the company or for redemption of debenture or redeemable preference shares or for any other purpose whatsoever conducive to the Interest of the company.
7. To place, reserve or to distribute as dividend or bonus among the members or otherwise to apply as the company may from time to time think fit, any money received by way of premium on shares, debentures issued at a premium by the company.
8. In the event of winding up, to distribute among the members of the company in specie or in any kind any property of the company, in particular any shares, debentures or securities of any other companies belonging to this company or of which this company may have the power of disposal, but so as not to prejudice the provisions of the Companies Act, 2013.
9. To undertake and act as merchants, agents, importers, exporters and dealers and any other business which may seem to the company capable of being conveniently carried on indirectly to enhance the value of or render profitable any of the company's property or, rights to attain the objects.
10. To buy, repair, alter, improve, exchange, let out on hire, import, export and deal in all factories, works, plant, machinery tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this company is competent to carry or which may seem capable of being profitably dealt in connection therewith and to manufacture, experiment with, render marketable and deal in all products of residual and by products incidental to or obtained in any of the business carried on by the company.

11. To purchase, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire any estate, property, buildings, offices, factories, mills, works, warehouse, machinery engines, vehicles, plants, stock or things of Interest whatsoever and to hold, develop, work, cultivate, deal with and turn to account, concessions, grants, decrees, licenses, privileges, claims, options, teases, property, real or personal rights or powers of any kind which may appear to be necessary or convenient for any business of the company.
12. To represent manufacturers, traders, distributors from India in foreign countries in various items in which the company is dealing or intends to deal in future.
13. To lend, invest, deal with moneys of the company not for the time being required for any of the purpose of the company in such investments (other than shares or stock- in the company) as may be thought proper and to hold, sell or otherwise deal with such investments.
14. Subject to Section 58A of the Act and rules made thereunder to borrow or raise or to receive money on deposit at interest or otherwise in such manner as the company shall think fit and in particular by the issue of debenture stock perpetual or otherwise charged upon all or any of the company's property (both present and future), including its uncalled capital and to purchase, redeem and pay off any such securities.
15. To draw, make, accept, discount, execute, and issue bills of exchange, Government of India and other Promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments of securities but not carry on the business of Banking as defined in the Banking Regulations Act, 1949.
16. To apply for, purchases or otherwise acquire or develop and protect, prolong and renew whether in India or elsewhere any patents, patent rights, breveted, inventions, trademarks, design, licenses, protections, concessions and the like conferring any exclusive or non-exclusive or limited rights to use any secret or other Information as to any invention, process or privilege which may seem capable of being .used or any of the purpose of the company of the acquisition of which may seem calculated directly or indirectly the benefit the company and to use, exercise, develop, manufacture under or grant licenses or privileges in respect of or otherwise turn to account the property, rights and information so acquired and to carry on business in any way connected therewith.
17. To expend money in experimenting on and testing and in Improving or seeking to Improve any patents, rights, Inventions, discoveries, processes or Information of the company or which the company may acquire or propose to acquire.
18. To establish, provide, maintain and conduct research laboratories, training college, schools and any other institutions for the training, education and Instruction of students and others who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, classes, meetings and conferences in connection therewith.

19. To acquire and undertake all of any part of the business, property and liabilities of any person or company carrying on any business which this company is authorised to carry on or possessed of property suitable for the purposes of the company.
20. To procure the registration of recognition of the company in of under the laws of any place outside India.
21. To form, Incorporate or promote any company or companies whether Indian or foreign having amongst its or their objects the acquisitions of all or any of the assets or control the management or development of the company or any other object or objects which in the opinion of the company could or might directly or Indirectly assist the company In the management of the business or the development of its properties or otherwise prove advantageous to the company and to pay all or any of the costs and expenses incurred in the connection with any such promotion or Incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or. to be rendered in or about the formation or promotion of the company or the conduct of Its business or in or about the promotion or formation any other company in which the company may have an interest.
22. To amalgamate, enter partnership or into any arrangement for sharing profits, or into any union of interest, joint-ventures reciprocal concessions or co-operation with any other person or persons or company or companies carrying on, or engaged in or about to carry on or engage in or being authorised to carry on or engage in any business or transaction which this company is authorised to carry on or engage.in or any business or transaction or capable of being conducted so as directly or indirectly to benefit this company.
23. To enter into any arrangements and to take all necessary or proper steps with any Government, Parliament or with any other authorities supreme, national, local, municipal, or otherwise of any place, Indian or foreign in which the company may have interest and to carry, on any negotiations or operation for the purpose of directly or indirectly carrying out the objects of the company or affecting any modifications in the constitution of the company or furthering the interests of its members and to oppose and such steps taken by any other company, firm or person which may be considered likely directly or indirectly of. any legislation which may seem disadvantageous to the company and to obtain from any such Government authority or any company, any charterers, contracts, decrees, rights, grants, loans, privileges or concessions.
24. To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals by granting prizes, rewards and donations.
25. To undertake and execute any trust, the undertaking of which may seem to the company desirable and. either gratuitously or otherwise.
26. To apply for the assets of the company in any way or towards the establishment, maintenance or extension of any association, institution or fund In any way connected

with any particular trade or business or with trade or commerce generally and particularly with the metals and minerals trade including any association, institution or fund for the protection of the interests of promoters, members; and employers against loss by bad debts, strikes, combinations, fire accidents or otherwise or for the benefit of any clerks, workmen or others at any time employed by the company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, refectories, dining and recreation rooms, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscriptions for any purpose whatsoever.

27. To pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of Industrial or labour problem or troubles or the promotion of industry or trade.
28. To subscribe or guarantee money for any national, charitable, benevolent, political, public, general or useful object or for any exhibition.
29. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts, and convenience's calculated to benefit employee or ex-employees of the company or its predecessors in business or the dependents connections of such persons and to grant pensions and allowances and to make payments towards Insurance.
30. To undertake such business, whether manufacturing or otherwise, that may seem to the company capable of being conveniently-carried on in connection with the above objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property real or personal belonging to the company or in which the company may be interested and to do all or any of the above things, either as the principals, agents, trustees, contractors, of otherwise, and either alone or in conjunction with other and to do all such things as are incidental or conducive to the attainment of the above objects.
31. To employ experts to investigate and examine the conditions, prospects, value, charter and circumstances of any business concerns and undertakings and of any assets, property or right.
32. To acquire from any person, firm or body corporate whether in India or elsewhere, technical information, know-how, processes, manufacturing and operating date, plans, lay-outs and blue prints, useful for the design, erection and operation of the plant required for any of the business of the company and to acquire any grant to license and other rights and benefits in the foregoing matters and things.
33. To train or pay for the training in India or abroad of any of the company's employees or any other candidate in the interest of or for furtherance of the company's objects.

34. To act as agents or brokers, and as trustees for any person or companies to undertake and perform sub-contracts and to do all or any of the above things in any part of the world and as principals, agents, contractors, or trustees and by or through agents, sub-contractors or trustees or otherwise and either above or jointly with others.
35. To lease out, sub-lease, let out on hire, mortgage or pledge, exchange, sell, royalty or tribute, grant licenses, easements, options, other rights over and In any other manner deal with or otherwise dispose of whole or any part of the property, undertaking of the company or any lands, buildings, business, rights, licenses, privileges; concessions or contracts and assets of any kind of the company or the shares or interest therein respectively on such terms and for such consideration as the company, or its Board of Directors duly authorised persons may think fit and in particular for stocks, shares whether fully paid-up securities of any other company.
36. To appoint agents, managers, dealers and agencies and attorneys in India or elsewhere render services to or to conduct any business of the company.
37. To grant pensions, allowances, gratuities and loans to employees or ex-employees of the company or their dependents.
38. To do all or any of the things, In any part of the world as principals, agents, contractors, sub-contractors, trustees or otherwise and by or through trustees, agents or otherwise either alone or in conjunction with others, to do all attachment of the above objects or any of them.
39. To set up Industrial projects for the manufacture of any of the above allied or other items which the company may be dealing with presently or in future.

**C. OTHER OBJECTS: Nil**

- IV. The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The share capital of the company is INR 100,00,00,000 (Indian Rupees One Hundred crores) only divided into 200000000 (Twenty crore) equity shares of INR 5 (Indian Rupees Five) each.<sup>1</sup>



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<sup>1</sup> The capital clause has been altered from INR 35,00,00,000 divided into 35000000 equity shares of INR 10 each to INR 100,00,00,000 only divided into 200000000 equity shares of INR 5 each by the resolutions approved by the members of the company on 26 October 2025.

We, the several persons whose names, addresses are subscribed hereunder, 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 to our respective names:

Sl. No.	Name, Addresses, Description, Occupation and Signature of the Subscribers	No. of Shares taken by each subscriber	Name, Address, Occupation and Signature of the witness
1.	<p><b>PREETAM B. LALWANI</b>  S/o. Bhawandas H. Lalwani  1-8-303/252/2, Sindhi Colony  Prenderghast Road  Secunderabad - (A.P.)  Occ : Business  Sd/-</p>	<p>5  (Five)</p>	<p><b>B.S. SUDHAKAR</b>  S/o B.V. Madhava Rao  No. 4, 3rd Floor, 5-9-189,  Lenaine Estate,  Beside SBH, Gunfoundry  Hyderabad - 500 001.  Sd/-  Chartered Accountant</p>
2.	<p><b>SAMPAT H. PAWAR</b>  S/o. Late Sri Haribhan Pawar  10, Thasalman Apartments  142/C, P.G. Road  Secunderabad - 3 (A.P.)  Occ : Industrialist  Sd/-</p>	<p>5  (Five)</p>	
Total no. of equity shares taken		<p>10  (Ten)</p>	

Place : HYDERABAD

Date : 15-11-1991