

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
**(Incorporated under Companies Act, 1956)**

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**JK AGRI GENETICS LIMITED**

- I. \* The name of the Company is **JK AGRI GENETICS LIMITED**
- II. The Registered Office of the Company will be situated in the State of West Bengal
- III (A) **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
- \*1. To establish and carry on business as researcher, developers, producers, marketers, traders, dealers, agent, importers, distributors, representatives or otherwise in respect of the following products and services:
- a) Hybrid and open pollinated varieties of seeds and planting material of agricultural, horticulture, medicinal, fruit or any other crop species.
  - b) Know-how, patents, genetic sequences and products of bio-technology and genetic, engineering, research and development in the field of agriculture, tissue culture and its metabolites, aquaculture, sericulture, pisciculture and marine, animal and other produce covered and understood by term agriculture.
  - c) Products and services which serve as any type of agriculture inputs such as pesticides (biological or chemical or any other type), fertilizers, manures, nutrients, seeds, feeds, weedicides, fungicides and implements used for agriculture and agriculture outputs processed or otherwise.
- \*2. To establish, maintain, conduct and operate research, establishments, centers for dissemination of knowledge and technical advisory services for the purpose of agriculture in particular and biology and other frontiers of science with a view of evaluating, developing, improving, modifying or discovering new agricultural inputs, agricultural practices and processing and/or marketing of agriculture outputs.

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*\*Substituted pursuant to Scheme of Arrangement and Demerger between JK Agri Genetics Limited (name since changed to Florence Investech Limited) and the Company sanctioned by Hon'ble High Court at Calcutta which became effective on 2<sup>nd</sup> November 2012, operative w.e.f the Appointed Date i.e., 1<sup>st</sup> April 2005.*

3. To carry on business whether as manufacturers, producers, owners, processors, extractors, cultivators, refiners, designers, developers, promoters, contractors, merchants, stockist, packers, distributors, retailers, exporters, importers, suppliers, transporters, franchisers, brokers, traders, consultants, service providers, agents, repairers or in any other commercial form of all kinds of seeds, chemicals, chemical compounds, fuels, petrochemicals, biochemicals, enzymes, insecticides, rodenticides & other chemicals, herbal & plant extracts, natural ingredients, mineral & natural source, herbal & ayurvedic products, biomedical products, healthcare products, beauty products, medicinal products, drugs, pharmaceuticals, medical equipments, all kinds of agricultural machinery and equipments, drip irrigation, agri and farm inputs, forest or agricultural products, floriculture, farming, dairy, poultry farming, hydroponics and aquaponics farming, all supply chain activities from production to consumption, spices, dry fruits, tea, coffee, juices, frozen foods, other food and food products, beverages, cold storages & warehouses, flour, rice, sugar & oil mill(s), edible & non-edible oils, processing of food grains, packaging materials, electronic equipments & products, robots, automatic & semi-automatic machines, drones and imaging services, artificial intelligence, hi-tech engineering components, water technologies, generation and supply of power, engineering, construction, manpower supply & management, printing, designing, publishing, washing preparations, toiletries, freshners, financiers, investors, merchant banking, deal in shares, stocks & securities of all kinds, leasing & renting activities, insurance activities, educational activities & other programmes, infrastructure development, electronic commerce, mobile commerce, mobile technology, data processing, business processing centers (BPO), knowledge processing centers (KPO), electronic media & digital media, digital marketing & fintech services, electronic gadgets, video games & data storage devices, computer graphics, software solutions, web designing, event management, broadcasting, web advertising, data networks, computer hardware, networking, e-mail and messaging solutions, web enabled automation systems and solutions, intranet, extranet, cyber solutions, information/internet technology related products & services, research and development activities, technological collaboration & technical transfer for attainment of above objects or any other business capable of being carried on in the interest of the Company in India and abroad.

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

- 1.a. To carry on business as farmers, agriculturists, sericulture, honeycombing, producers, cultivators and growers of all kinds of seeds, herbs, vegetables, fruits, flowers, spices, crops of all kinds and varieties including cash crops, organic, hybrid, genetically modified, tissue culture or of any other type, plants or trees whatsoever and generally to undertake and carry out all agricultural work and for that purpose to own lands, forests, farms, gardens and orchards and equip them with all materials and to carry on all or any of the business of farmers, blenders, researchers, surveyors and vendors, growers of and dealers in corn,

hay and straw, seed men and nurserymen, and to buy, sell and trade in any goods usually traded in any of the above businesses or any other businesses associated with the farming interests.

- b. To cultivate tea, coffee, cocoa, cinchona, rubber and other produce and carry on the business of planters in all its branches and to carry on and do the business of cultivators and buyers of every kind of vegetable, mineral, or other products of the soil, to prepare, manufacture and render marketable any such product, and to sell, dispose of and deal in any such produce, either in its prepared, manufactured or raw state, and either by wholesale or retail.
  - c. To carry on the business of dairy farming, cattle breeding, poultry farming, aqua farming and marine farming of any kind or variety, as producer, processor, aggregator, distributor, agent, researcher, surveyor, consultant or in any other commercial form.
  - d. To carry on the business of food and food products – agricultural, marine, meat, poultry, in any form, natural, processed, fresh, frozen, canned, bottled, packaged or otherwise, dairy products, milk of any form, bakery products, confectionery items, sweets, snacks, fruits, dry fruits, in all forms, preservative foods, pickles, condiments, ice creams, fruit juices, canned fruits, aerated and mineral waters, beverages, milk and malted food, dietary and nutritive products, protein foods, maize and yeast products, chewing gums, flavours, essences and preservatives used in food and food preparation, butter, ghee, cheese, vegetable oil, natural, refined, cold pressed or hot pressed, of any variety or kind, as producer, processor, maker, supplier, dealer, agent, stockist, merchant or in any other commercial form.
  - e. To erect, build, operate, maintain and let out on hire or rent, cold storages and provide for refrigeration and to carry on, undertake, storage, packing, removal, carrying, delivery, purchase, sale and exchange of fruits and vegetables and all kinds of agricultural and other goods and generally to carry on the business of cold storage and warehouse.
  - f. To carry on the business of merchant of general merchandise goods whether as a provision store or departmental stores.
2. To carry on the business of producing, establishing, installing and running as producers, processors, packers, merchants, stockists, agents, dealers or in any other commercial form, all or any of the following:
    - a. all grades, and types of sugar and related products from sugarcane and from any other raw-material and packaging the same in different sizes and forms.

- b. flour mills, oil presses, mills and solvent extraction plants, and store, sell, buy or deal in grains of all kinds, rice, cereals and other produce of every description.
3. To pack, sell, import, export, manufacture, trained and deal in vegetables, agro- based food and processed food products, merchandise and derivatives and other modern agriculture equipment, used for consumption of fertilizers, seeds, soil, irrigation, pesticides, insecticides, fungicides etc. in all types of operations of farming, pericultures, sericulture, horticulture, apiculture, fungicides etc. in all types of operations of farming, pericultures, sericulture, horticultures, apicultures agricultures and forest produce and waste. To carry on business of trading in preserved, dehydrated, canned or converted agricultural products, fruits and vegetables, fruit dairy and articles and other derivatives of all kinds and description and to buy, sell or otherwise deal in all kinds of plantation trees, crops, medical herbal plants, agricultural, horticultural, floricultures, dairy, poultry and farm products including food grain, cereals, seeds, oil seeds plants flowers, vegetables, fruit and fruit product and preparations of any nature or description whatsoever including processing, canning and packaging of fruit and vegetables.
4. To grow, raise, tend, cultivate, tea, coffee, cinchona, rubber, cardamom, black pepper, ginger and all kinds of spices and other products and to establish, acquire, maintain and to carry on the business of blenders, cultivator, manufacturers, producers, growers, processors, reprocessors, packers, planters, buyers, sellers, exporters and dealers in and with all kinds of tea, seeds, tea leaves, tea plants, coffee, cinchona, rubber, cardamom, black pepper, vegetables, oil seeds, cotton, sugar, jute, oil, mineral, better chemical and all other products to prepare, manufacture and render marketable any such product and to sell, export, dispose of and deal in any such produce either in its prepare, manufactured raw state to manufacture and sell, chest, boxes, packets, packaging machineries and other spare parts insecticides termicides, fungicides, weedicides, pesticides, fertilizers, manures, general stores, tractors, trailers and power trailers, all kind of firm, agricultural machinery, implements, other articles in connection with the cultivation, manufacture, packing or sell or afore said items and other produce of the soil and the carry on business connected with repairing and the preparing of roads, bridges, factories, labour, houses, staff quarters, bungalows, schools, hospitals, clubs and manuring, spraying, draining and doing all constructual jobs with any of the above purpose and convenient to be carried on therewith.
5. To carry on the business as manufacturers, producers, processors, refiners, extractors, mixers, blenders, dealers, agents, stockists, distributors, contractors,merchants or in any other commercial form of all or any of the following goods, products, services or activities:
  - a. Chemicals of any nature and kind, organic or inorganic, including heavy

chemicals, speciality chemicals, agro chemicals, alkalis, acids, drugs, tannins, essences, salts, marine minerals, detergents and their derivatives, intermediates, by-products, mixtures and compounds of any nature and kind whatsoever having industrial, domestic, medicinal, defence or any other application.

- b. Caustic soda and bleaching agents and their products and by-products and to manufacture, process and deal in lime, clay, salt, ochre, chemicals and materials required in the manufacture of pulp, paper and board or any other application or use.
  - c. dissolved celluloses including rayon or artificial silk, nitro-cellulose, films, plastics, cellulose derivatives and cellulose products and by-products
  - d. Petrochemicals, and other synthetics, chemical and other substances of all kinds-basic, intermediate or otherwise.
  - e. Chemist, druggist and pharmaceuticals, both bulk drugs and formulations, biopharmaceuticals, bio-therapeutics, bio-chemicals, active pharmaceutical ingredients vitamins and vitamin producers, tonics, hormones and hormone products; all kinds of medicinal preparations required or used for beauty, toiletry, personal hygiene, personal care, prophylaxis and cleansing compounds, nutritive, dietary and wellness products, of all types and descriptions.
  - f. Medical utilities, orthopaedic and surgical goods, medical, diagnostic, curative and prophylactic equipments and machinery of all types and descriptions and spare parts and service thereof.
  - g. Industrial, Domestic, Medical and Fuel gases of all kinds including any compound or mixture thereof.
  - h. Graphite, synthetic coal, tar and tar by-products.
  - i. Fertilizers of all types, organic, chemical or of any other kind, manures, fungicides and any other farm solution products, whether produced from vegetable or animal matter or by any chemical process, pesticides, insecticides, disinfectants.
  - j. Explosives-solid, plastic or liquid including Nitroglycerine base (NG base) for industrial, excavatory and military purposes, detonators, safety fuses, detonating fuses, devices, gun powder, propellants, blasting agents and devices and pentolite in all its forms and uses.
6. To carry on the business of the manufacturers, buyers, sellers, dealers, importers and exporters of pesticides, insecticides, fungicides, weedicides and Germicides, Detergent, Washing preparations, soaps,

toiletries, aerosols, freshners.

7. To carry on business to manufacture, formulate, process, refine, finish, recover, extract, import, export, buy, sell, distribute or otherwise deal in Red Phosphorus, Yellow or White Phosphorus, phosphates, phosphites, phosphides, insecticides, pesticides, fungicides, fumigants, rodenticides and their formulations, organic and/or inorganic chemicals, pharmaceuticals, medicals and medicinal products, pharmaceuticals, cosmetics, dyes, intermediate paints, plastic resins and/or plastics.
8. To carry on business of:
  - a. Manufacturing, processing, extracting, exporting, buying, selling, dealing herbal and plant extracts, spice extracts, spice oleoresins, spice oils, food colours, other natural ingredients from plant, mineral and marine source, perfumery chemicals, and perfumes by various processes including natural processing.
  - b. Buying, selling, exporting, manufacturing, processing, extracting bulk drugs, compounds, pharma products, biological products, including oral preparations by chemical, mechanical and/or natural processes.
  - c. Buying, selling, dealing, exporting, manufacturing, processing, extracting herbal and ayurvedic medicines, food supplements, nutraceuticals, cosmeceuticals and other herbal or natural product formulations.
  - d. Buying, selling, dealing, exporting, manufacturing, processing, extracting chemicals, chemical formulations for medical, surgical and for other purposes including scientific and diagnostic nature.
  - e. Buying, selling, dealing, exporting, manufacturing of hospital products, surgical instruments, toiletries and biomedical products and equipments.
9. To carry on, solicit or procure the business as a Composite Broker to provide services, advice, assistance, consultancy to clients relating to selection and recommendation of Insurer(s) and 'Insurance Policies with Insurer(s), collecting and remitting premiums and claims, maintaining records for premium and claims and other necessary records, negotiations of claims with insurers, risk management services, uninsured loss recoveries, regarding developments in the insurance market and insurance law and to carry on following insurance business including as broker on the following matter and things:
  - a. To procure business of accident insurance as a broker in all its respective branches and in particular against or upon contingency of injury, damages, or loss by reasons of accidents of any description to human being, horses, cattle, livestock and other animal or real or personal property of any kind.

- b. To procure the business of fire insurance as a broker against or upon the contingency of injury, damage or loss caused by fire or any description.
  - c. To procure business of marine insurance as a broker in all its branches and in particular against every description of marine risk which any be legally undertaken relating to the perils of the sea, fire, war reprisals and other risks of a like nature incidental to the seas, ships, vessels and craft of all descriptions, also the freights, goods, merchandise, cargo, earnings and property whatsoever in or on board of the same howsoever, so far as the same may be affected or made according to law and be the subject of insurance against perils of the sea.
  - d. To procure business of insurance as a broker against or upon the contingency of injury, damage or loss caused by resulting from earthquake, explosion, hail, rain, lightning or the overflow or inundation of water, riot or civil commotion.
- 10.a. To generate and supply power by conventional and non-conventional sources viz. coal, solar, wind, bio-gas or other gases, hydro, steam etc. and to manufacture, fabricate, erect and supply boilers, steam generating plants, turbines and other plants and equipments therefor for captive consumption or supply to others.
- b. To carry on the business of electric power, light and supply company in all its branches, establish and operate, lay down, establish, power stations, lay down cables, wires, lines, and to distribute and supply electricity to power houses, industrial and commercial establishments, domestic users, other public and private users.
11. To carry on the business of manufacturers, producers, processors, refiners, mixers, dealers, agents, stockists, distributors, contractors, merchants, repairers, service centre or in any other commercial form of all or any of the following goods, products, services or activities:
- a. Electrical and Electronic equipments and appliances of all kinds and description such as, fans, exhaust fans, microwaves, induction heating appliances, television sets, receivers, transistors, radiography, phonography, dictaphones, telecom equipments such as wireless sets, RAX, key telephones modem, datacom, pagers, cordless telephones, FAX, UPS, videotext and answering machines, CD players, digital music systems, video cameras and video cassette recorders, and accessories for video and audio recording, reproduction, dubbing, editing, graphic simulation, transmission and reception and recording studios and laboratories and other electrical and electronic instruments and articles.
  - b. Industrial, Office and Home equipments, appliances, gadgets, utensils whether electrical, electronics, computerized, mechanical or hydraulic of

all descriptions, and all parts and things thereof, of all descriptions and materials.

- c. Electrical and electronic storage and other devices, conductors, semi-conductors, appliances, equipments and apparatus including wet or dry, button type nickel-cadmium or other batteries or cells of all kinds, starters, torches chargeable or otherwise, bulbs and lamps of all kinds and parts and components thereof, Magnetics Tapes-Audio and Video; flexible and rigid discs for computer and other electronic equipments and devices; computers, computer modules, hardware and software, printers, plotters and other input and output devices and all other types of electronic and scientific gadgets and equipments such as micro-process system memories, data storage devices viz. Universal Serial Bus etc.
- d. Instruments and instrumentation of all kinds and forms for control, calibration, analysis, diagnosis, signalling or other purposes, pressure, temperature and flow-recording, machines and gauges for use in domestic, scientific, medical, surgical, defence, security and industrial purposes.
- e. Electrical equipments such as equipments for transmission and distribution of electricity including power and distribution transformers, Power relays, HT switchgears, synchronous condensers, electrical motors, pumping sets, internal combustion engines, electrical furnaces, industrial furnaces and induction heating equipment, industrial refrigeration and air conditioning systems, domestic refrigeration, etc.
- f. Electric lamps, bulbs, tube lights, mercury and sodium vapour lamps, halogenbulbs, energy efficient lamps and lights and all other types of lamps, bulbs, tubes for industrial and domestic purposes and for motor vehicles; search lights and arc lamps; wires, jelly-filled telecommunication cables, midget carbons, tubes, tungsten and molybdenum filaments, components; and fittings, caps and other parts.
- g. Liquid crystal displays, dials, boards, screens; quartz silica crystal circuits, piezoelectric circuits; quartz-crystal plates, quartz glass and quartz glass containers, quartz-crystal lenses, quartz iodine lamps, quartz lamps and all other uses, instruments gadgets and tools made of quartz silica crystals, components such as IC packaging, chip capacitors, chip resistors; PCB and magnetic heads.
- h. Products or Equipments whether mechanical, hydraulic, chemical, electronic, remote control systems, electromagnetic waves or combination of one or more of them including, but not limited to, its systems, components and parts and services, maintenance, repair, overhaul, engineering and information technology applications, software, design and development, drawings in the domain of Defence, Aerospace, Homeland Security, Safety, Engineering, Technology, products and



systems and raw materials thereof, for surface, airborne, naval, submarine, automotive and ground applications, for the military and civilian use, in domestic and international markets.

- i. All kinds of arms, ammunitions, artilleries and other related products including its components and spares thereof, whether electrical, electronics, computerised, mechanical or otherwise, using any technology or engineering.
  - j. Apparatus and Equipment using electronic, optics and/or any other mode and other devices including all types of control mechanisms, automatic calculators, electronic computers or computing elements and other appliances, along with their ancillary equipment for supervisory control and regulation, together with instrumentation for testing, observing, maintaining such equipment, and for recording, controlling operational and other factors pertaining to the above equipment and apparatus.
  - k. All types/grades, kinds, sizes and descriptions of photographic films, photo papers, chemicals, reagents, substances, equipments, instruments, accessories, raw materials for photographic goods, tools, apparatus, products and supplies, for audio visual communication films and products, image and document production and copying and information gathering, recording, handling, storing, retrieval products.
12. To carry on business development and upgradation of software, engineering works; electronic data processing, designing, developing, planning, assembling, integration and installation of computer network system, data networks and systems of every description and for whatever purpose and to provide system consultancy and integration services, solutions, assistance, help, maintenance relating to software and to provide mobile content, services, applications, solutions, technology or technology platforms, to customers, mobile network operators, media companies, brands or to any other parties and to promote, develop, build, construct, create, operate, manage, run, supervise, maintain, produce, market, direct, edit, distribute, exhibit, record, trade, give or hire and otherwise deal in all types of mobile products, services, contents, technologies, solutions and applications and to conduct event management program, seminars, exhibitions & conferences in relation to promotions.
13. To carry on the business of offering customized computer applications, programming services, data services, internet technology, technical advice, maintenance and support services and generally to act as consultants and advisers in the provision of business solutions involving information technology, including but not limited to computer software, data networks and systems and related services, and to carry on the business of designing, developing and dealing in computer and peripheral equipment and software and to provide technical and advisory services for users and potential users including providing the service of integration of networks and systems.

14. To develop, buy, sell, market, trade, import, export, manufacture, put-up, install and consultancy in the field of outsourcing, technology support, mobile technology, applications, solutions, applications, contents or services or otherwise deal in information technology and IT enabled services, cyber technology, electronic commerce, mobile commerce, electronic mail, internet, intranet, ISP, computers, computer hardware, computer software, TV software, system designing, web designing, web hosting, portals, web sites, search engines, devised driver development, domain name registration, data processing, remote data processing, data transfer, call centres, cyber point, cyber cafe, IT education and training, placement services, selection and management consultant for IT, electronic communication equipments, electronic data processing equipments, data storage media/ equipments, their peripherals and allied products, components and consumables.
15. To carry on all or any of the business of manufacturers and producers, importers and exporters, buyers, sellers, stockist, suppliers and distributors, dealers, repairers and workers in electronic control systems, computer numerical control systems, numerically controlled machines, robots, automatic and semiautomatic machines, special purpose machines, remote control systems and microprocessor based systems, machines, robots using artificial intelligence, remote signaling systems, monitoring systems, microcomputers and control panels for the automation of machinery, machine-tools and manufacturing processes on the shop floor and production facilities.
16. To carry on the business of:
  - a. Consulting all types, providing information management installation & implementation, maintenance and supply of solutions, software, services and technologies
  - b. Developing, manufacturing, selling and marketing, deployment, management support of software, solutions, services and technologies
  - c. data processing, training, research and development activities in the areas of software, computer graphics, computer aided designing and analysis, designing, developing, improving, modifying, customizing, contracting, marketing, selling, distributing, representing, import and export of all and every kind of hardware product, software program, software data and software solutions.
17. To plan, design, and manufacture Hi-Tech engineering Components, High precision assemblies of intricate nature with stringent tolerance on special purpose machines with highly sophisticated infrastructure and acclaimed competence, manufacture precision machine tools, components, accessories, attachments, jigs, fixtures and such other items, high precision

components and assembles for power generation, defense needs, aviation and automobile industries.

18. To establish, promote, purchase, set up or connect with any database, network data and information processing centers and bureaus either on its own or as franchise centre for dissemination of knowledge and information related to computers, communications and information technology industry including print, video, CD-ROM, electronic media and digital media, intranet, internet modems, fax modems, video conferencing, E-Mail, voice mail, voice response systems, multiplexers, hubs, VSATS, cable, wireless network, SAP/ERP solutions and satellite communication. to Enterprise Messaging Solutions, Software Development, IVR Solutions (In bound and Out Bound), Voice Call, Voice Mail, Email Marketing, SMS Hubbing, Mobile application, Java Games, Games Development, Bulk sms (International and domestic),WAP services, USSD Services ,Voice Platform Solutions, Operating as an operator, Procuring and Using MCC and MNC, Procuring and distribution of Wholesale Voice, Operator License, VMN Platform and Services, Short Code Services and Platform, Hosting SMSC, SMSC Platform integration, Procuring and providing SS7,Sigtran Connectivity, call centre setup, operating BPO & KPO, providing call centre Software, applying for Spectrum, providing telephony service Mobile & Fixed Line and also providing advertising services to client on mobile impression, Internet impression (CPC & CPI), Lead management services, lead generation services. Engaging in advertising services such as internet advertising, mobile advertising, outdoor advertising, print advertising, TV & radio including all digital media advertising & Audiotex/Voicemail Services.
19. To carry on business of outsourcing of computer consultants and all other relating to computers including programming, information management retrieval, data preparation, internet and processing and to operate and maintain computer systems and communication systems, aids of all kinds of deal in computers and software and to provide technical and advise and supply software and other services for such users in India and abroad.
- 20 To design, develop, host, promote and maintain web pages and websites and to carry on business of Internet and web advertising, web content design and development, web publishing, networking, network integration, e-mail and messaging solution, web enabled automation systems and solutions, Intranet, Extranet, Ebusiness, E-commerce, Electronic Data Interchange (EDI) solutions, Cyber Solutions and all other Internet related products and services.
21. To carry on turnkey, on-site, off-shore or subcontract the business of developing, designing, programming, maintenance of software and to buy, sell, import, export, design, develop, implement or undertake projects in the field of computer hardware, system or application software, peripherals, electronic and web enabled devices and to carry on business of management and consultancy services relating to Information Technologies and Electronic

## Systems

22. To establish and carry on in India or elsewhere the business to acquire, undertake, promote, run, manage, own, lease, convert, build, commercialize, handle, operate, renovate, construct, maintain, improve, exchange, furnish, recondition, hire, let on hire, develop, consolidate, subdivide and organize, hotels, restaurants, cafes, taverns, rest houses, tea and coffee houses, beer houses, bars, flight carriers, lodging house keepers, refreshment rooms, night clubs, carpets, swimming pools, turkish baths, lodges, apartments, housekeepers, cottage or grocers, poulterers, green grocers, licensed victuallers, discotheque, banquet halls, dressing rooms, laundries, hair dressers shops stores, libraries, writing and news paper rooms, places of amusement, recreations, art galleries, sports, entertainment, health clubs, travelling agencies, motorcabs, theatrical and opera box offices, cinemas and to prepare, produce, process, buy, sell, import, export, service, wholesale, retail, pack, repack or otherwise to deal in all kinds of vegetarian foods, non vegetarian foods, beverages, wines, waters, purveyors, cigarettes, tobaccos, soft drink, ice cream, juices, cosmetics, clothes, provision, spices and other allied goods, materials, substances, consumables and preparations.
23. To carry on in India or elsewhere the business to manufacture, produce, process, convert, commercialize, control, compound, develop, distribute, derive, excavate, grade, release, manipulate, prepare, promote, reclaim, supply, import, export, buy, sell, turn to account and to act as agent, broker, commissioners, consultant, collaborator, job worker or otherwise to deal in all specifications, descriptions, characteristics and applications of industrial oils including minerals oils furnace oils, high speed diesel oils, liquid paraffin and white oils, bauxite solvent oils, transformer oils, lubricating oils, light oils, minerals, turpentine oils, vaporizing oils, hydrocarbon oils, mineral coal oils, household oils, base mineral oils, petroleum oils, glushing oils, brake oils, engine oils, gear oils, bituminous mineral oils, creosote oils, anthracene oil, their residues, derivatives, compounds products, by-product, mixtures, blends & other allied materials.
24. To carry on the business as buyers, sellers, traders, merchants, indenters, brokers, agents, commission agents, assemblers, refiners, packers, stockist, distributors, advisors, hire purchases, making mediators, of and in all kinds of rubberised cloth, food grain, dairy products, soap, detergents, biscuits, surgical, diagnostics, medical, pulses, leather & finished leather goods, leather garments, leather product, all related items in leather, electric & electronics components and goods, iron & steel, aluminium, minerals, ferrous and non-ferrous, metal, stainless steel, jute & jute products, textiles, cotton, synthetic, fiber, silk, yarn, wool & woolen goods, shoes, printers in all textiles, wood & wood products, timber glass, cosmetics, stationery, tools & hardware, plastics & plastic goods, sugar, tea, coffee, paper, packaging material, chemical, cement, spices, grain, factory materials, house equipments, rubber & rubber products, fertilizers, agriculture fruit products,

industrial products, computers & computer stationery, software, paints industrial & other gases, alcohol, liquor edible & non-edible oils & fats, marine products, drugs, plants & machinery goods, engineering goods & office equipments, hospital equipments, railway accessories, medicine, sugar and sugar cane, automobile parts, building plans, consume products, consumer durables mica & mica products, dry flowers and plants.

25. To carry on in India or elsewhere the business to develop, import, export, buy, sell, distribute, transfer, lease, hire, license, use, dispose-off, operate, fabricate, construct, assemble, record, maintain, repair, recondition, work, alter, convert, improve, procure, install, modify and to act as consultant, agent, broker, franchiser, job worker, representative, advisor or otherwise to deal in all kinds of computers, calculators, micro processors, electronic and electrical apparatuses, softwares, equipments, gadgets, peripherals, modulers, auxiliary instruments, tools, plants, machines, works, systems, conveniences, spare parts, accessories, devices, components, fixtures etc. of different capacities, size, specification, applications, descriptions, and models used or may be used in the field of space aviation's, surface water and air transports, railways, defense, medical, engineering, industries, construction, minings, powers, traffics, offices, police, communications, trade, commerce, weather satellite, research, hospitals, hotels, advertisings, education decoration, automobiles, geographical, recreational, domestic and other allied purposes such as computers, mini computers, super computers, pocket computers, personal computers, micro computers, engineering computers, general purpose and process control computers, information and wood processing equipments, copying machines, electronic telephone exchange, typewriters, video games, signals, video games, signals or other similar items present or futures.
26. To carry on in India, or elsewhere the business to procure, assemble, repair, install, maintain, convert, service, overhaul, test, buy, sell, exchange, modify, design, develop, export, import, renovate, discover, research, improve, merchandise, mould, print, insulate, hire, let on hire, broadcast, relay, exhibit, inform and to act as wholesalers, retailers, agents, stockists, distributors, show room owners, franchisers or otherwise to deal in all sorts of items, systems, plants, machines instruments, apparatus, appliance, devices, articles or things of communications of different communications, tell communications, space communications, satellite, communications, wireless communications, computer communications, telephonic & epabx systems, auto conference systems, STD billing machine, fax machine push button phones, cellular, page installation & commissioning of above items too telegraphic communications, wave communications, under water communications and such other communication systems as may be discovered in future and to carry out all the forgoing activities for components, parts, fitting, fixture, accessories, tools, device and system connected thereto and to do all incidental acts and things necessary for the attainment of foregoing objects.

27. To carry on business of money lending and providing securities on any terms that may be thought fit and particularly to carry on the business of financiers and investors and to purchase or otherwise acquire, issue, re-issue, sell, place and deal in shares, stocks, bonds, debentures and securities of all kinds and to give any guarantee or security for payment of dividends or interest thereon or otherwise in relation thereto and to carry out all such operations and transactions as an individual may lawfully undertake and carry on the business of banking as defined in the Banking Regulation Act, 1949, but the Company shall not carry on Chit-fund business.
28. To undertake, carry out, promote and sponsor rural development including programme for promoting the social and economic welfare of or the upliftment of the people in any rural area and to include any expenditure or any programme of rural development and to assist in the execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing. "Programme of rural development", shall also include any programme for promotion of the social and economic welfare of or the upliftment of the people in any rural area which the Directors consider as likely to promote and assist rural development and that the words "rural area" shall include such areas as may be regarded as rural area under the Income Tax Act, 1961, or any other law relating to the rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional values as the Directors may think fit and divert the ownership of any property of the Company to or in favour of any public or Local body or Authority of Central or State Government or any Public Institution or Trust or Fund as the Directors may approve.
29. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what Director consider to be social and moral responsibilities of the company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the people or any section of the people and in such manner and by such means as the Directors may think fit and the directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers etc. or for organising lectures or seminars likely to advance these objects or for giving merit awards, scholarship, loans or any other assistance to deserving students or other scholars and persons to enable them to pursue their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust etc. having any one of the aforesaid objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divert the ownership of any property of the Company to or in favour of any public or Local Body or

authority or Central or State Government or any Public institution or Trust or Fund as the Directors may approve.

- 30.a. To extend the business of the Company by improving, adding, or altering or enlarging all or any of the buildings, factories, mill premises, plant and machinery and equipment at any time being the property of or in the possession of the Company.
  - b. To manufacture, purchase or sell plant, machinery, stores and material for all or any of the purposes of the Company and to dispose of all or any portion of plant, machinery, stores and materials as may be necessary and expedient.
31. To carry on the business of designing, commercial art, draughtsmanship, printing, publishing, type founding, electrotyping, photographic printing, etc., engraving, die-sinking for newspapers, magazines, books, brochures, promotional materials, pamphlets, technical drawings, maps, layouts and other articles of like nature.
32. a. To establish, maintain, manage and operate restaurants, food outlets refreshment rooms, recreational centres, canteens, buffets, cafeterias, hotels, motels, bars, pubs, sports centres, sports academy, swimming pools, clubs, business centres, hostels, beauty parlours, spa centres, fitness centres, hospitals, nursing homes, diagnostic centres etc. licensed victuallers, wine and spirit merchants and tobacconists.
- b. To design, construct, establish and develop on a turnkey basis outlets for all kinds of products and to acquire, set up, construct, establish, run, operate and manage stores, markets, malls, shopping outlets, cash and carry operations, departmental stores, hypermarket or any format, whether wholesale or retail and carry on business as agent, franchisee, distributor and/or dealer of all or any kinds of products for the consumer market and of operating, establishing, providing and managing e-commerce and m-commerce websites, direct to home and mail order services for all categories of products and services, and dealing in all kinds of goods, materials and items in India or in any other part of the world.
- c. To establish, maintain, manage and operate distilleries and breweries for making wines, liquors, spirits, alcohols, beer of all kinds and description, and other bio-chemical and fermentation products and derivatives thereof.
- d. To organise and manage all kinds of events, conclaves viz. business, promotional, social, political entertainment, sports etc. for other entities.
- e. To produce, develop, acquire, telecast, broadcast, sell, distribute or

otherwise deal in educational programmes, entertainment programmes, computer aided designs, animated films, cinematographic films, advertisements bulletins, literature and other audio video products for industrial, commercial, domestic and advertisement purposes and to disseminate information relating to any product, activity or other matter in all Indian and foreign languages, through any mode print, electronic, social websites or any other medium.

- f. To provide globally managed data networks and related services, including but not limited to cloud services, data storage, managed services, business process outsourcing services, knowledge process outsourcing, customer care centres, customer relationship management, back office processing, data entry, medical transcription, IT services, multimedia services, internet based services, data centre management and consulting, artificial intelligence, interface services applications including all types of end to end integrated solutions involving information systems, conferencing platforms, developing, designing, marketing of communication platform(s), with features and functionality including those related to social, commerce, messaging, communication, gaming and other online services and advisory services in relation to developing, designing, marketing, trading, transferring, exporting, importing, buying and selling all types of mobile applications including gaming, web applications and other applications for mobile phones or any other communication device, equipment, appliances, accessories whether corded or cordless and to engage in all businesses as may be related or ancillary to the aforesaid business.
33. a. To apply for, tender, purchase or otherwise 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, carryout, dispose of or otherwise turn to account the same.
- b. To sell, lease or exchange the whole or any part of the property, whether movable or immovable, of the Company.
  - c. To make, draw, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
  - d. To carry on the business of issuing, servicing and dealing in all kinds of payment products, providing payment facilities or any other payment service, collect deposits, facilitate payments through physical and digital format, act as business correspondent for other Banks, to provide and to engage in all businesses as may be related or ancillary to the aforesaid business areas.
  - e. To expend money in experimenting on, 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.

- f. To register, apply for, purchase or otherwise acquire, set or grant or turn to account, any patents, letters patent, brevets D'invention, concessions, licences, inventions, rights and privileges, subject to royalty or otherwise and whether exclusive or non- exclusive or limited or any part interest therein and to manufacture and produce and trade and deal in all machinery, plant, articles, appliances and things capable of being manufactured, produced or trade in by virtue of or in connection with any such patents, letters patent, brevets by virtue of or in connection with any such patents, letters patent, brevets Invention, concessions, licences, inventions, rights or privileges as aforesaid.
  - g. To undertake the payment of all rent and the performance of all covenants, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or be otherwise acquired by the Company and to purchase the reversion and reversions or otherwise acquire the freehold or any part of leasehold lands and buildings, for the time being the property or in possession of the Company.
34. To carry on the business of clinical research or technical research on drugs, bio informatics, biotechnology, life sciences, biosciences, agro based products, pharmaceutical products, bioequivalence studies, other pharmacokinetic and pharmacodynamic studies in furtherance of drug, discovery programmes and experiments and tests of all kinds on its own and on behalf of organisations based in India or abroad, for the furtherance of drug discovery programmes.
35. To establish and run clinics and/or hospitals and/or other treatment centres, both for the treatment of patients and for conducting clinical research, research laboratories and experimental workshops, scientific and technical researches, and to set up and operate laboratories for clinical diagnosis including biochemistry, hematology, radiology and pathology service and to create networks thereof with other such laboratories, in India and/or abroad .
36. a. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments, to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds and to promote studies and researches both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remunerations of scientific or technical professors or teachers and by providing or

contributing to the award of scholarships, prizes, grants and bursaries to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the business of the Company.

- b. To carry on the business of and/or imparting education, training in computer software, hardware, office automation, web, internet, internet services, multimedia, ecommerce, artificial intelligence, E.R.P. development and/or implementation, communication systems, or in various other discipline of technology that may evolve, from time to time, and management through manual or other computer systems whether in India or abroad, and imparting training in various disciplines of technology and management and for the said purpose establish and run technology education, research and development institutes, establishing data processing centres and providing consultancy services.
- 37. To purchase, acquire, undertake or takeover either whole or part of any business, undertakings, units, assets, goodwill, patents, properties, rights, liabilities of any person including firm, limited liability partnership, association of persons, body corporate or any other entity, whether in India or abroad, including by way of participation, in bidding, e-tendering or auctioning in relation to, inter-alia, distressed asset sale or by any other mechanism instituted by the Government for disposing off the assets including stressed assets or otherwise and to conduct, make or carry into effect any arrangement in regard to the liquidation, or dissolution, or winding up of the business of any such person(s).
- 38. To enter into partnership, joint venture, alliance or any arrangement including arrangement for sharing or pooling profits, union of interests, co-operation, reciprocal concession or otherwise with any person, including firm, body corporate, or other entity, whether incorporated or not, whether in India or abroad, carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in, any business, undertaking or transaction which may seem capable of being carried on or in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company, and to acquire individually or jointly the securities of any other body corporate having objects altogether, or in part similar, to these objects.
- 39.a. To enter into any scheme of arrangement, amalgamation, merger, demerger or restructuring and to amalgamate, merge, demerge, or otherwise restructure with any person including firm, limited liability partnership, association of persons, body corporate, other entity, whether incorporated or not and whether in India or abroad.

- b. To enter into any arrangements with any Government or authorities, municipal, local or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or authorities, any rights, privileges and concessions, which the Company may think it desirable to obtain and to carry out, execute and comply with any such arrangements, rights, privileges and concessions.
40. To borrow or raise money or to receive money on deposit with interest or otherwise in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock convertible into shares of this Company or perpetual annuities and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company present or future, including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and purchase, redeem or pay off any such securities.
41. a. 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, or otherwise.
- b. To accumulate funds and to lend, invest or otherwise employ money belonging to or entrusted to the Company upon any share, securities or investments upon such terms as may be thought proper and from time to time vary such transactions in such manner as the Company may think fit.
  - c. To invest and deal with the moneys of the Company in any investments, movable or immovable in such manner as may from time to time seem expedient and be determined.
  - d. To sell and in any other manner deal with or dispose of the undertaking of the Company or any part thereof, 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 the Company.
  - e. To create any depreciation fund, reserve fund, dividend equalisation, sinking fund, charity, propaganda fund, insurance 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 debentures or Redeemable Preference Shares or for any other purpose whatsoever conducive to the interest of the Company.
  - f. To guarantee the payment of money, unsecured or secured, by or payable under or in respect of promissory notes, bonds, debentures, debenture

stock, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority supreme, municipal, local or otherwise or any person whomsoever whether incorporated or not incorporated and in general to guarantee or become securities for the performance of any contracts or, obligations.

- g. To promote industrial, commercial and trade concerns with limited liability or otherwise.

42.a. To act as Managing Agents, representatives, commission agents, selling agents of industrial, commercial and trade concerns, to make advances and afford credit and other facilities with or without security and upon such terms as the Company may approve.

- b. To provide for the welfare of employees or ex-employees of the Company and their families or dependants or connections of such persons by building or contributing to the buildings or contributing to the building of houses or dwelling units of any kind or by grants of money, pension, allowance, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds or trusts by providing or subscribing or contributing towards places of instruction and recreation, hospital and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions, or objects, which shall have any moral or other claim to support or aid by the Company either by reason of locality or operation or of public and general utility or otherwise.

- c. To aid pecuniarily or otherwise, any association, body or movement having an object for the solution, settlement or surmounting of industrial or layout problems or troubles for the promotion of industry or trade.

43. 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, arts or interest, by publication of books and periodicals and by granting prizes, rewards and donations.

44. To dedicate, present or otherwise dispose of, either voluntarily or for value, any property of the Company deemed to be of national, public or local interest, to any national trust, public body, museum, corporation or authority or any trustees for or on behalf of any of the same or the public.

45. To appropriate use of layout land belonging to the Company for streets, parks, pleasure grounds, allotments and other conveniences and to present any such land so laid out to the public or to any person or company conditionally or unconditionally as the Company thinks fit.

46. To advance, deposit with or lend money, securities and property to or receive loans or grants or deposits from Government or any person or company.
47. To acquire any shares, stocks, debentures, debenture stock, bonds, obligations or securities by original subscriptions, participation in syndicates, tender, purchase, exchange or otherwise and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof.
48. To guarantee or become liable for the performance of the obligations of and the payment of dividends and interest on any stock, shares, debentures or securities of any company, corporation, association of person or persons in any case in which such guarantee may be considered likely directly or indirectly to further the objects of the Company or the interests of its Members.
49. To receive money on deposit, lend money to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with the Company and to guarantee the performance of contract by any such persons or companies.
50. To use trademarks or trade names or brands for the products and goods of the Company and adopt such means of making known the businesses and/or products of the Company or of any company in which this Company is interested as may seem expedient and in particular by advertising in newspapers, magazines, periodicals, by circulars, by purchase and exhibition of works of art of interest, by opening stalls and exhibitions, by publication of books and periodicals, by distributing samples and by granting prizes, rewards and donations.
51. To establish and maintain agencies, branch places and local registers and procure the Company to be registered or recognised and to carry on business in any part of the world.
52. To distribute any of the property of the Company among the Members in specie or kind so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
53. To subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, political or other institution or objects or for any exhibition.
54. To pay all costs, charges and expenses, if any, incidental to the promotion, formation, registration, and establishment of the Company

and the issue of its capital and charge in connection therewith and to remunerate or make donations to (by cash or other assets or by allotment of fully or partly paid shares or by a call or option on shares, debentures, debenture stock or securities of this or any other company or in other manner, whether out of the Company's capital or profits or otherwise) any person, persons or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the Shares of the Company's capital or any Debentures, Debenture stock or other securities of the Company or in the conduct of its business or in introducing any property or business of the Company or for any other reason which the Company may think proper.

55. To do all or any of the above things and all such other things as are incidental or as may be thought conducive to the attainment of the above objects or any of them in India or any other part of the world and as principals, agents, contractors, trustees or otherwise and by or through trustees, agents, or otherwise and either alone or in conjunction with others and so that the word COMPANY in this Memorandum when applied otherwise than to this Company shall be deemed to include any authority, partnership or other body of persons whether incorporated or not incorporated and whether domiciled in India or elsewhere.

56. IT IS HEREBY DECLARED that the intention is that the objects set forth in this Clause III shall have the widest possible construction and that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be independent objects and shall be in no way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

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

V. \*The authorised share capital of the company is Rs. 14,00,00,000 (Rupees Fourteen Crores only) divided into 1,40,00,000 Equity shares of Rupees 10/- (Rupees Ten) each with such rights, privileges and conditions attached thereto as are provided by the regulations of the company for the time being with power to increase and decrease the capital of the company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the articles of the company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the act, or provided by the articles of the company for the time being.

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*\*Substituted pursuant to Scheme of Arrangement and Demerger between JK Agri Genetics Limited (name since changed to Florence Investech Limited) and the Company sanctioned by Hon'ble High Court at Calcutta which became effective on 2<sup>nd</sup> November 2012, operative w.e.f the Appointed Date i.e., 1<sup>st</sup> April 2005.*

We the several persons, whose names and addresses are subscribed hereto 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.

Names, Addresses, Father's Name Description and Occupations the Subscribers	Number of Shares taken by each Subscriber	Names, Address and Description and Occupations of Witness
BASANT KUMAR AGRAWAL S/o. Late R. K. Agrawal 391, S. N. Roy Road Calcutta 700 038 Industrialist	100 (One Hundred)	Witnesses to all the signatories  AMAL KARMAKAR S/o Late G. C. Karmakar 201/1B, N. S. Road Behala Calcutta 700 034 Service
MAHABIR PRASAD AGRAWAL S/o. Sri J. P. Agrawal 391, S. N. Roy Road Calcutta 700 038 Industrialist	100 (One Hundred)	
BASUDEO AGRAWAL S/o. Sri J. P. Agrawal 391, S. N. Roy Road Calcutta 700 038 Industrialist	100 (One Hundred)	
SUNIL KUMAR AGRAWAL S/o. Sri M. P. Agrawal 391, S. N. Roy Road Calcutta 700 038 Industrialist	100 (One Hundred)	
NAVNEET AGRAWAL S/o. Sri B. K. Agrawal 391, S. N. Roy Road Calcutta 700 038 Business	100 (One Hundred)	
SANTOSH AGRAWAL S/o. Sri G. S. Agrawal 211, S. N. Roy Road Calcutta 700 038 Service	100 (One Hundred)	
AJAY AGRAWAL S/o. Sri M. L. Agrawal 10/1/1, Guruprasad Ghosh Lane Calcutta 700 013 Profession	100 (One Hundred)	
<p style="text-align: right;"><b>Total:</b></p>	<p style="text-align: center;"><b>700 (Seven Hundred)</b></p>	

Calcutta, Dated the 2<sup>nd</sup> March 2000