

(THE COMPANIES ACT, 2013
AND
THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

ANMOL INDUSTRIES LIMITED

(Companies incorporated under the Companies Act, 1956)

- I. The name of the company is **Anmol Industries Limited**.
- II. The Registered Office of the Company will be situated in the State of West Bengal.
- 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 carry on the business of manufacturers, fabricators, processors, producers, growers, makers, importers, exporters, buyers, sellers, suppliers, agents, merchants, distributors and concessionaries of and dealers in flour, cakes, pastry, croissant, cornflakes, breads, biscuits, chocolates, confectionery, chikki, cookies, rusk, sweets, fruits drops, sugar, glucose, chewing gums, milk, cream, ice-cream, aerated or mineral water, fruit juices, canned fruits and fruits products, milk and malted food, protein foods, maize products, butter ghee, cheese and other dairy products, pickles, jams, jellies, cider, pulses, spices, oils, powder and condensed milk, honey, fresh and dehydrated vegetables, coffee, tea, cocoa, seeds, plant based frozen products, nuts, fruits and all kind of process foods, agro foods, snacks, all kind of sweets and ayurvedic products in India or Abroad.
 2. To manufacture, process, prepare, preserve, can, refine, bottle, buy, sell and deal whether as wholesalers or as exporters or importers or as principal or agents, in foods, vegetables, canned and tinned and processed foods, protein, health and instant foods of all kinds including baby and dietetic foods, cereals, beverages, cordials, tonics, restoratives and aerated mineral waters and food stuffs and consumables provisions of every description for human or animal consumption.
 3. To prepare, manufacture, buy, sell, import, export, trade in and deal in and with, whether as wholesalers or retailers, principals or agents or otherwise aerated or mineral waters, fruit cordials, tea, coffee, cocoa and other beverages and instant foods of any kind. **
 4. To engage in the business of research in the field of foods and drinks of every description and to carry on investigations and experiments of all kinds, to originate, develop and improve any discoveries, inventions, processes and formulae with a view to putting the same to commercial and/or industrial use and particularly to manufacture, operate, sell or otherwise transfer, lease, license the use of, distribute or otherwise dispose of and generally to deal in proprietary interests of every kind and description as a result thereof. **
 - B. **MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE MAIN OBJECTS:**
 1. To take on lease or on hire or purchase any land and building, plots of land as may be prudent or expedient for the purpose of the business and under execution of work all different construction of Commercial & Housing complex and Bus Terminus and Tram Yards etc. as decided by the Company.
 2. To import and purchase any machinery that are required for the purpose to attain the main object and to implement purchase of materials, articles and stores and to do things for developing of the property, land by cleaning, draining, trenching, arranging for supply of adequate water, air for uses of trucks/vehicles and all kinds of communication facilities

by any manner or otherwise as the Company may think in the best interest to achieve for the purpose to attain main objects and to attain such to apply for tender, purchase or otherwise acquire any contracts, sub-contracts, licenses and concessions for or in relation to the main object herein mentioned or any of them or to undertake, execute, carry out, dispose of.

3. To purchase, acquire, hire, build, improve, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any land, building, offices, machineries, plants. Engines, motor vehicles, motor lorries, buses, trams, trucks, roadways, electrical works which may require to attain the main objects of the Company and to join any other person or companies who are carrying similar kind of business either within the State of West Bengal or any other States in the Union of India.
4. To apply for financial assistance from Nationalized Banks, Financial Institutions. To apply to Company or individual or firms for the purpose of the business of the company and to borrow or raise or secure the payment of money from any Bank or Banks or any Financial Institutions or any other person(s) for the purpose of company's business in such manner and on such terms and with such rights, powers and privileges as the Company may think fit and particularly by issue of bonds, debentures, bill of exchange, promissory notes or other obligation or securities of the Company and with a view to hypothecate and /or any way encumber or create charge on the undertaking and all or any of the immovable and movable properties, present or future, and all or any of the uncalled capital for the time being of the Company and to purchase, redeem or pay off any such securities.
5. To apply for foreign loans subject to permission of RBI or Government of India.
6. To appoint, undertake any agreement, or make arrangement, or make memorandum of understanding or terms of understanding, with any person, body for procuring the landed property, buildings, sites, premises, or other construction for and on behalf and account of the Company.
7. To buy software, computers, systems of information technology, any technical know how, from any authorities, generators to produce electricity, other machinery and equipments for the related work.
8. To sell, improve, manage, develop, exchange, lease, mortgage dispose of, turn to account or otherwise deal with all or any part of the undertaking, property, investments and rights of the Company.
9. To undertake financial and commercial obligations, transactions and Operation of all kinds concerning any business which the company is competent to carry on.
10. Subject to the provisions of the Act or any re-enactment thereof for the time being in force, to amalgamate, merge, reconstruct or demerge with Company(s) or to enter into partnership or into any arrangement including take over or absorption for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person or persons, company or companies, carrying on or engaged, in or about to carry on or engage, in or being authorized to carry on or engage in any business or transaction which the Company authorized to carry on or engage in or which is capable of being conducted so as directly or indirectly to benefit the Company.
11. To acquire and undertake the whole or any part of the business, property and liabilities of any persons, firms or Company carrying on any business which the Company is authorized to carry on and suitable for the purpose of the Company.

12. To sub-let all or any of the contracts from time to time and upon such terms and conditions as may be thought expedient.
13. To promote, carry on, maintain and develop all kinds of trade, industrial, commercial and financial relations of every kind and description in all matters connected with the objects of the Company.
14. To apply for, purchase or otherwise acquire any patent, trademark, brevets, licenses, concessions, protections, rights, privileges and like conferring any exclusive or non-exclusive or limited rights to any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem directly or indirectly of use or benefit to the Company or may appear likely to be advantageous or useful to the company and to use, exercise, develop or grant licenses, privileges in that respect or otherwise turn to account to the property, right or information so acquired and to assist, encourage and spend money making experiments tests, improvements of any inventions, patent and right which the company may acquire or propose to acquire.
15. To open and operate Accounts in different Banks and to draw, make, Accept, endorse, discount, execute and issue cheques, bill of exchange, promissory notes, bill of lading, warrants, debentures, and other negotiable or transferable instruments of securities including cheques and bills and also to take overdrafts, moneys on loan or otherwise from any Bank or Banks, Financial Institution (s) either by or without mortgage, hypothecation or pledge or like works acceptable to Bank(s) or Financial Institution(s). The Company shall not carry on banking business as defined under the Banking Regulation Act, 1949.
16. To enter into arrangement for technical and business collaboration with India or Foreign manufacturers / collaborators and purchase or sell know-how, process and patent rights and the like.
17. To enter into agreement for financial, managerial and/or technical collaboration, for any of the objects of the Company with any Indian or foreign agency, individual, firm, company or Government undertaking either in India or abroad.
18. To appoint dealers, distributors, agents, franchisee, operators, stockiest and commission agents and to determine their terms.
19. To accumulate capital for any of the purpose of the Company and to appropriate the Company's assets for specific purposes and to hold shares and securities of any other firms, companies or corporate body or Government.
20. To issue shares and debentures of the Company at par or at premium or at a discount and to sell or dispose of the undertaking of the Company or any part thereof for such considerations as the Company may think fit.
21. To remunerate any person (s) or Company for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of the business.
22. To distribute among the members of the Company dividends including Bonus shares out of profits accumulated profits, or funds and resources of the Company in any manner permissible under the Act/Law in the event of winding up.
23. To enter into contract with any person or company or firm giving or taking partial or sole and exclusive right to supply by or to the company with the articles or commodities

used or sold by the company on such terms and conditions and for such period or periods as may be determined from time to time.

24. To borrow or raise or secure the payment of money by the issue of debentures, bonds, obligations, deposit notes and securities of all kinds and to frame, constitute and secure the same, as may seem expedient, with power to make the same transferable by delivery, or by instrument of transfer or otherwise, and either perpetual or terminable and either redeemable or otherwise and to charge or secure the same by trust deed or otherwise on the undertaking of the company, or upon any specific property and rights, present and future to secure any securities of the company by a trust deed or other assurance.
 25. To lend money to any person or company upon such terms as the company may think fit but the Company shall not do any Banking business.
 26. To appear, initiate and conduct any proceedings or suit before any Court, Tribunal or Local Authority and to engage legal experts, engineer, consultants, valuer for any purpose and to give their remuneration.
 27. To obtain from any Government or authority such rights, privileges and concessions, which the Company may think desirable to obtain and to carry out, exercise and comply with such arrangements rights privileges and concessions.
 28. To pay all costs, charges and expenses of and incidental to the Promotion and formation, registration and establishment of the Company.
 29. To make donations or gifts to such persons and in such cases and either of cash or other assets as the company may think as directly or indirectly conducive to any of its objects or otherwise expedient.
- (Amended vide the resolution passed by the Shareholders at the EGM held on 24.02.2018)
30. In the event of winding up to distribute all or any of the property of the Company amongst the members in specie or kind or any proceeds of sale or disposal of any property of the company but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.
 31. To do all other things and work, as the Company may deem fit, incidental or conducive to the attainment of any of the objects of the Company.
 32. Subject to the provisions of the Act, to make any loan or to give any guarantee or to provide security or guarantee in connection with the loan made by any other person or Company or Body and to take or otherwise acquire shares and securities of such Company or Government or otherwise, and to sell, hold, re-issue with or without guarantee or otherwise deal in the same.
 33. To establish or provide, maintain, conduct and otherwise subsidies, schools, colleges, research laboratories, experiment workshop for scientific, technical research or experiments and economical developments and to grant prizes, scholarship and generally to encourage or promote tests, experiments, inventions, survey and research work.
 34. To buy , sell, import, export, modify treat, produce manufacture, prepare, process and deal in all materials, substances, commodities, things products, goods merchandise,

plant machinery, equipments, apparatuses, appliances, tools, implements, and other articles and things connected with or required necessary for carrying on all or any of the businesses mentioned above or ancillary or allied thereto.

35. To promote any other Company for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to the benefit of this Company.
36. To insure any of the properties, undertakings, contracts, guarantees, or obligations of the Company of every nature and kind in any manner whatsoever.
37. To appoint officers, staff, employees, and workers, and persons of every description to work for part time or whole time or for permanent or temporary or special services as may be necessary for the purpose of the business of the Company and to remove discharge, transfer, suspend, demote or dismiss them at the sole decision or discretion of the Company and to fix their remuneration, emoluments, salaries in cash or otherwise.
38. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising through such means as may convenient and effective and considered suitable.
39. To establish and maintain agency, branches, places and local registered office and procure the company to be registered or recognized and carry on the business in any part of the world.
40. To create any depreciation fund, reserve, reserve fund, sinking fund, insurance fund, or any other special fund or account whether for repayment of any redeemable shares, debentures, stock or for special dividends or for repairing improving extending and maintaining any property of the Company and/or for any other purpose.
41. To refer all questions, disputes or differences arising between the Company and any other person whosoever in connection with or in respect of any matter relating to the business or affairs of the Company to arbitration in accordance with the Arbitration Act or the rules of the Chamber of Commerce, as the Company may think fit.

(Sub Clause 33 to 41 Added vide the resolution passed by the Shareholders at the EGM held on 24.02.2018)

42. To carry on business and to act as General Contractor and to do any construction, manufacturing, building, road making, Vehicles Yard, Terminuses, engineering and all other kinds and descriptions whatsoever for any person, firm, Company, Public Body, Government, Army, Navy, Railways, etc. by the Company itself or in partnership with such company or individual or persons as may be thought fit by the Directors.
43. To carry on business as manufacturers, processors, re-rollers, refiners, smelters, converters, products, exporters, importers, traders, dealers, distributors, stockiest, buyers, sellers, agents or merchants in all kinds and form of steel including, mild, high carbons, high speed, tool, alloy stainless and special steels, iron metals and alloys ingots, billets, bars, joints, rods, squares, structural, tubes, poles, pipes, sheets, castings, wires, rails rolling materials, [roger], other material made wholly or partly or iron, steel, alloys and metals required in or use for industrial agricultural, transport, commercial, domestic, building, power transmission and/or construction process.

44. To produce manufacture, treat, process, refine, import, export, purchase, sell and generally to deal in and to act as brokers, agents, stockiest, distributors and suppliers of all kinds of cement (whether ordinary, white, coloured, Portland, pozzolane aluraina, blast furnace, silica or otherwise) cement products of any description such as pipes, poles, slabs, asbestos, sheets, blocks, tiles, garden wares and otherwise and articles, things, compounds and preparations connected with the aforesaid products and in connection therewith to take on lease or acquire, erect, construct, establish, work, operate and maintain cement factories, quarries, mines, workshops and other works.

45. To carry on all kinds of promotion business and in particular to take part in the formation, supervision or control or the business or operations of any company undertaking or firm and for that purpose to appoint and remunerate any directors, accountants, or other experts or agents and also to join any partnership firm as partner or otherwise on profit sharing basis or on any mode of distribution of profits.

46. To undertake carry out, promote or sponsor any programme of scientific research or development of social science or statistical research whether related or not related with the business of the Company and to assist in the execution and promotion of any such programmes either directly or through the Agency of any person or persons or in any other manner.

47. To carry on all or any of the business as merchants, traders, commission agents, buying agents, selling & liasioning agents, brokers, adatias, buyers, sellers, importers, exporters, distributors, stockiest, dealers in collectors manufacturers of or in any other capacity and to make and enter into forward & speculative transactions to import, export, buy, sell, barter, exchange, pledge, mortgage, advances upon or otherwise trade and deal in machinery, equipment, components, spare parts, goods, produce, articles and merchandise of any kind whatsoever.

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 Authorised Share Capital of the Company is ₹1,72,55,00,000/- (Rupees one hundred seventy two crores and fifty five lakhs only) consisting of 34,51,00,000 (Thirty four crores fifty one lakhs only) equity shares of ₹ 5/- each, with the right, privileges and conditions attached thereto as are provided by the regulations of the company for the time being, with the power to increase and reduce the capital of the Company and to divide the shares in the 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 regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the company.

**** Sub-clauses (3) and (4) inserted in Clause III(A) [Main Objects]** immediately after sub-clauses (1) and (2) vide Special Resolution passed at the Extraordinary General Meeting held on August 03, 2026.

*Clause V [Capital Clause] altered vide Special Resolution passed at the Extraordinary General Meeting held on August 03, 2026 to reflect the sub-division of face value of equity shares of our Company **from ₹10 each to ₹5 each from ₹1,72,55,00,000 divided into ₹17,25,50,000 Equity Shares of ₹10 each to ₹1,72,55,00,000 divided into 34,51,00,000 Equity Shares of face value of ₹5 each.**

*Clause V [Capital Clause] altered vide Special Resolution passed at the Extraordinary General Meeting held on August 03, 2026, to increase the Authorized Share Capital **from ₹72,55,00,000 (Rupees Seventy-Two Crores Fifty five Lakhs) to ₹1,72,55,00,000 (Rupees one hundred seventy two crores and fifty five lakhs only).**

*Clause V [Capital Clause] altered vide Special Resolution passed at the Extraordinary General Meeting held on August 03, 2026 to reflect the reclassification in the authorized share capital of our Company **from ₹725,500,000 consisting of 62,550,000 Equity Shares of ₹10 each and 10,000,000 preference shares of ₹10 each, amounting to ₹ 100,000,000 to ₹ 725,500,000 divided into 72,550,000 equity shares of ₹10 each.**

*Clause V [Capital Clause] was amended pursuant to Scheme of Arrangement 2025 vide Special Resolution passed at the Extraordinary General Meeting held on November 25, 2025 to reflect the reclassification and increase in the authorized share capital of our Company from ₹700,000,000 divided into 70,000,000 equity shares of ₹ 10 each to ₹725,500,000 divided into 62,550,000 Equity Shares of ₹10 each and 10,000,000 preference shares of ₹10 each, each amounting to ₹10,00,00,000.

Clause III [Objects Clause] altered vide Special Resolution passed at the Extraordinary General Meeting held on November 25, 2025, to enable the Company to carry out additional activities.

*Clause V [Capital Clause] altered vide Special Resolution passed at the Extraordinary General Meeting held on February 24, 2018, to increase the Authorised Share Capital from ₹43,00,00,000 (Rupees Forty-Three Crores only) to ₹70,00,00,000 (Rupees Seventy Crores only).

Clause III(B) (the 'Objects Incidental or Ancillary to the attainment of the Main Objects' clause) was amended vide Special Resolution passed at the Extraordinary General Meeting held on February 24, 2018 to replace Sub clause 29 with new sub clause 29 and addition of clause 33 to clause 41 to Clause III(B)

Clause I [Name Clause] altered vide Special Resolution passed at the Extraordinary General Meeting held on March 25, 2017, to reflect the change in the name of the Company from Anmol Industries Private Limited to Anmol Industries Limited.

*Clause V [Capital Clause] was amended pursuant to the Scheme of Arrangement 2017 to reflect the increase in authorized share capital from ₹50,000,000 divided into 5,000,000 equity shares of ₹ 10 each to ₹430,000,000 divided into 43,000,000 equity shares of ₹10 each.

Clause I [Name Clause] altered vide Special Resolution passed at the Extraordinary General Meeting held on May 13, 2016, to reflect the change in the name of the Company from Bansal Biscuits Private Limited to Anmol Industries Private Limited.

*Clause V [Capital Clause] altered vide Special Resolution passed at the Extraordinary General Meeting held on January 05, 2011, to increase the Authorised Share Capital from ₹4,00,00,000 (Rupees Four Crores only) to ₹5,00,00,000 (Rupees Five Crores only).

*Clause V [Capital Clause] altered vide Special Resolution passed at the Extraordinary General Meeting held on August 23, 2010, to increase the Authorised Share Capital from ₹1,00,00,000 (Rupees One Crores only) to ₹4,00,00,000 (Rupees Four Crores only).

We, the several persons whose names and addresses and descriptions are subscribed below, 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 set opposite to our respective names.

Names, Address and Descriptions of Subscribers	Total Number of Equity Shares to be taken by each subscriber	Names, Address and Descriptions of Witness
Ankit Choudhary S/o- Mr. Dilip Kumar Choudhary 37-A, Block B, 2nd Floor, New Alipore, Kolkata- 700053 Occupation: Business	5,100 (Five Thousand one hundred only)	Witness to all the Signatories Ajay Kumar Goel Chartered Accountants 14/2, Janta Sarani, Hindmotor, Howrah - 712233
Vikash Choudhary S/o- Mr. Biswanath Choudhary 37-A, Block B, New Alipore, Kolkata- 700053 Occupation: Business	5,100 (Five Thousand one hundred only)	
TOTAL:	10,200 (Ten thousand two hundred only)	

The Kolkata 16th November, 2009.