

THE COMPANIES ACT, 2013

(UNDER PROVISIONS OF SECTIONS 581C OF THE COMPANIES ACT, 1956)

(COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

SUSTAINABLE ORGANIC FARMING PRODUCER COMPANY LIMITED

- I. The name of the Company is **SUSTAINABLE ORGANIC FARMING PRODUCER COMPANY LIMITED**
- II. The Registered office of the company will be situated in the State of **UTTAR PRADESH**
- III. **(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE;**
 1. To carry on the business of production, harvesting, procurement, grading, pooling, handling, marketing, selling, export of primary produce of the Members or import of goods or services for their benefit. Provided that the company may carry on any of the activities specified in this clause either by itself or through other institutions.
 2. To supply seeds, fertilizers and other inputs required for cultivation to members and other farmers.
 3. To carry on the business of processing, including preserving, drying, distilling, brewing, venting, caning, packing, branding, and brand development of produce of the Members.
 4. To manufacture, sell or supply machinery, equipment or consumables mainly to the Members.
 5. To provide education on the mutual assistance principles to its Members and others.
 6. To render technical services, consultancy services, training, research and development and all other activities for the promotion of the interest of the Members.
 7. To generate, transmit and distribute power, revitalize, land and water resources, their use, conservation and communications relatable to primary produce.
 8. To provide insurance of producers or their primary produce.
 9. To provide techniques of mutuality and mutual assistance and to encourage and afford all facilities for cultivating thrift, saving habits.
 10. To provide for welfare measures or facilities for the benefit of Members as may be decided by the Board.
 11. To do business of financing of procurement, processing, marketing or other activities which include extending of credit facilities or any other financial services to members.

(B) MATTER WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECT SPECIFIED IN CLAUSE 3(A) ARE;

- (1) To acquire and undertake the whole or any part of the goodwill, business, concern, undertaking, property, rights, assets and liabilities of any person, firm, association, society or company carrying on any business which this company is authorized to carry on or possessed of property suitable for the purpose of this company and to pay for the same by shares or other securities of this Company, or by cash.
- (2) To take or otherwise acquire and hold, sell, exchange, mortgage, charge or otherwise deal with shares or stocks of any other company having objects altogether or in part similar to those of this company or otherwise or such as may be likely either directly or indirectly to benefit this company.
- (3) To apply for, purchase or otherwise acquire and protect, prolong and renew whether in India or elsewhere, any patents, rights, brevets d' invention, licenses, trademarks, design and the like conferring any exclusive or non-exclusive right of use or any secret or other information as to any secret or other information as to any inventions, process or privileges which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company and to use, exercise, develop, manufacture under, or grant licenses or privileges in respect of or otherwise to turn to account the property, rights or information use or license so acquired and to subsidies, take part in or assist in any experiment, investigations, and researches likely to prove beneficial to the company.
- (4) To acquire by lease, purchase, hire purchase, exchange or otherwise land, buildings, machinery, equipments, vehicles and such other requirements and amenities as may be required in connection with the objects of the company.
- (5) To develop, lay out and prepare any land acquired by the company or in which it is interested for the purpose of construction of buildings, and constructing, altering, maintaining, any building, structures, factories, works, and amenities, for the purpose of carrying on the business of the company.
- (6) To sell, improve, manage, develop, exchange, lease, mortgage, charge, hypothecate, enfranchise, dispose of turn to account or otherwise deal with all or any part of the property whether movable or immovable or any part of the rights of the company.
- (7) To establish at any place any agency and to appoint any person or persons to be agent on such terms and conditions as the company may deem fit from time to time for the purpose of the company.
- (8) To place on deposit, then money to such person with or without interest and in such terms as may seem expedient and in particular to customers and other persons having dealing with the company for the purpose of carrying on the business of the company.
- (9) Subject to provisions of Companies Act, 2013 and guidelines issued by Reserve Bank of India from time to time to borrow or raise money or to receive money on the deposit at interest or otherwise and to mortgage, pledge or charge the whole or any of the property, estates or revenue of the company, present or future by special assignment or otherwise or transfer or

convey the same absolutely or into trust and to give the lenders powers of sale and others as may seem expedient and to purchase or pay of any such securities.

- (10) To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants, and other negotiable and transferable instruments. But the company shall not do the business of banking within the meaning of Banking Regulations Act 1949.
- (11) To invest and deal with the moneys of the company not immediately required in such manner and upon such investment as the company may deem fit, subject to the Provisions of the Act.
- (12) To pay out of the funds of the company all expenses with respect to the formation, registration and flotation of the company.
- (13) To pay for any rights or property acquired by the company and to remunerate any person or company whether by cash payment or by allotment of share or other securities of the company agreed as paid up in full or in part or otherwise for the purpose of carrying on the business of the company.
- (14) To establish and maintain or aid in the establishment of maintenance of any depreciation fund, reserve fund, insurance fund, or provident fund or trusts and conveniences calculated to benefit employees or ex-employees, their wives or dependants and to grant to pensions, gratuities and allowances to any such person aforesaid.
- (15) To guarantee the payment or repayment of any moneys or performance of any contracts or obligations by any person, firm or company, including such companies which are or may come under the management or control of the company and also to give guarantee in respect of any financial arrangement that may be made by or on behalf of such company and if thought fit to secure or support such guarantee by mortgage, pledge or hypothecation of any properties of the company or to mortgage, pledge or hypothecate of any properties of the company as security for any advance to be made to, or any debts or obligations of any persons, firm or company.
- (16) To remunerate the servants of the company and others out of and in proportions of the profits of the company or otherwise as the company may think fit.
- (17) To appoint attorneys and agents whether by commission or otherwise or constitute agencies and sub-agencies of the company in India or elsewhere on such terms and conditions as the company may deem fit from time to time.
- (18) To adopt such means of making known to the public the business of the company as may seem expedient and in particular by advertisement in the press, by circulars and by publication of books and periodicals
- (19) To apply for and acquire any statutory or other powers, rights and concessions.
- (20) To acquire from any supreme, municipal or local or other Government or authority or from anybody or person any concession, charter, contract, right or privilege which may seem desirable for the furtherance of any object of the company and to make any arrangement which may seem desirable for the last named propose with any Government, authority or body or

persons and to comply with, work, sell or otherwise turn to account any such concession charter, contract, right or privilege in India or abroad.

- (21) To do any other activity, ancillary or incidental to the main objects, this may promote the principles of mutuality and mutual Assistance amongst the members.
 - (22) To establish agencies or branches for the purpose of the company's business in such place or places as may be considered necessary.
 - (23) To construct, erect and maintain either by the company or the parties sewage, roads, streets, brick-kilns and works, buildings, houses of any description whatsoever either upon the lands acquired by the company or otherwise and generally to alter and improve the lands and other property for the purpose of the company.
 - (24) To depute any person abroad or in the country or to call for any other person either from abroad or from this country and pay for all such expenses for the business of the company.
 - (25) To establish Research and Development facilities related to the main objects of the company.
 - (26) To establish, promote, subsidize, acquire, organize or be interested in any other company or companies, syndicates or partnerships for the purpose of acquiring all or any of the undertaking, property and liabilities of its shares or otherwise or for any purpose which may seem calculated directly or indirectly to benefit the company.
 - (27) In the event of winding up to distribute all or any of the property of the company amongst the members in specie or in kind, as permissible in law.
 - (28) To extend the business of the company by adding to, altering or enlarging, all or any of the building, mills, factories, premises and machinery for the time being the property or in possession of the company, also by erecting new or additional buildings on all or any of the lands for the time being the property or in possession of the company; and also by expending from time to time, such sums of money as may be necessary or expedient for the purpose of improving, adding to, repairing or maintaining the buildings machinery and property for the time being of the company.
 - (29) To generate electric power using wind turbine generators or through others non-conventional energy sources and also to generate electric power through generators by consuming diesel, furnace oil or super kerosene oil for the purpose of captive consumption.
 - (30) To borrow money from banks/financial institutions/and or corporate bodies on such terms and conditions regarding interest and repayment schedule as may mutually agreed by the company and the lenders and to pledge/ mortgage/hypothecate company's property to avail such loans wherever required.
- 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 Authorized Share Capital of the Company is Rs.15,00,000/- (Rupees Fifteen Lakhs only) divided into 1,50,000 (One Lakh Fifty Thousands only) Equity shares of Rs. 10/- (Rupees Ten only) each.