



प्रारूप 1 पंजीकरण प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U15490DL2010PTC198831

2009 - 2010

मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

Brattle Foods Private Limited

का पंजीकरण, कम्पनी अधिनियम 1956 (1956 का 1) के अंतर्गत आज किया जाता है और यह कम्पनी प्राइवेट लिमिटेड है।

यह निगमन-पत्र आज दिनांक आठ फरवरी दो हजार दस को मेरे हस्ताक्षर से दिल्ली में जारी किया जाता है।

Form 1 Certificate of Incorporation

Corporate Identity Number : U15490DL2010PTC198831

2009 - 2010

I hereby certify that Brattle Foods Private Limited is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the company is private limited.

Given under my hand at Delhi this Eighth day of February Two Thousand Ten .

(MAHESH CHANDRA SAXENA)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies

राष्ट्रीय राजधानी क्षेत्र दिल्ली एवं हरियाणा

National Capital Territory of Delhi and Haryana

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

Mailing Address as per record available in Registrar of Companies office:

Brattle Foods Private Limited
15/1 Asaf Ali Road, New delhi - 110002,
Delhi, INDIA

MEMORANDUM AND ARTICLES

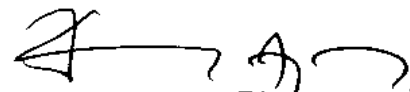
OF

ASSOCIATION

OF

Brattle Foods Private Limited

For Brattle Foods Private Limited



Director

KUNAL AGARWAL
DIN NO. : 02416218
30 B, MALCHA MARG,
CHANAKYA PURI
NEW DELHI-110021

(The Companies Act, 1956)

(Company Limited By Shares)

Memorandum of Association

Of

Brattle Foods Private Limited

- I. The name of the Company is Brattle Foods Private Limited
- II. ¹The Registered Office of the Company will be situated in the State of Maharashtra.
- III. The Objects for which the Company is incorporated are

A THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION :

1. To develop enabling infrastructure for businesses in the foods processing sector, especially for fruits and vegetables processing, meats processing and dairy processing industries including Special Economic Zones, water treatment facilities, effluent treatment facilities, power generation facilities, transport and warehousing facilities and communication facilities. To establish joint ventures and partnerships with various companies to achieve its objective of developing foods processing industrial clusters. To make direct investments in foods processing businesses
2. To own and operate foods processing businesses of any type and anywhere in India and abroad.

B THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE :

1. To recruit, train and develop staff and organize seminars, training programs and conferences in connection with the business of the Company in India and abroad
2. To publish books, journals magazines or otherwise disseminate information for the business of the Company
3. To invest in other than investment in Company's own shares and subject to applicable provisions of the Companies Act, 1956 and deal with moneys of the Company not immediately required in loans shares and securities and in such manners as may from time to time be determined
4. To enter into any arrangement with any Government or authority, central, state, 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 authority all rights

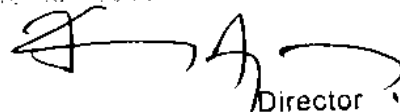
¹ Amended vide Special Resolution passed at the Extra Ordinary General Meeting held on 8th July 2015

concessions and privileges which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- 5 To purchase, take on lease or otherwise, acquire all or any part of the business or undertaking or property and assets of any other such persons, firm, company or corporation carrying on similar business and agree to discharge their liabilities and to conduct, carry on or liquidate all or any of such business
- 6 To take on lease hire, purchase or acquire license or otherwise any lands, plantations rights over or connected with lands, mills, factories plants, buildings, warehouses, works, vessels, boats, launches, lorries, cars, wagons, carts, machinery apparatus, stock in trade, rights, privileges and movable and immovable property of any description which may be deem necessary or convenient for any business which the company is authorized to carry on and to pay for the same either in shares of the company or in cash or partly in share and partly in cash or otherwise
- 7 To make, draw, issue, accept, endorse, discount, buy, sell and deal in promissory notes, bills of exchange, hundies, cheques, debentures, bonds, coupons and other such negotiable instruments and securities of all types.
8. To establish, provide, maintain and conduct or otherwise subsidise in India or in any part of the world, for education and training institutions, research laboratories and experimental workshops for scientific and technical researches and experiments, to undertake and carry on scientific and technical researches, experiments and tests of all kinds, to promotes studies and researches and scientific and technical investigations by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remuneration of scientists and technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants 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 business which the company is authorized to carry on and to enter into any arrangement with Government or any other such party for the purposes aforesaid.
- 9 Without prejudice to the generality of the foregoing to undertake, carry out, promote and sponsor any activity for publication of any book, literature, newspapers or for organizing lectures, conferencing and seminars, workshops, training programmes likely to advance the afore said objects or for giving merit awards, scholarships, loan or any other assistance to institute, deserving students, or such other scholars, consultant or persons to enable them to pursue their studies or academic pursuits and for establishing or assisting any institution, fund or trust, having any one of the aforesaid objects as on of its objects.
- 10 To carry on business as exporter, importer, merchant, traders, clearing and forwarding agents, transporters, carriers, handlers and dealers of or otherwise import export, buy, sell, barter, exchange or deal in goods, produce, articles, merchandise, services, knowhow and technology
- 11 To establish or acquire and carry on offices, trading stations, stores or depot in India or elsewhere and to purchase, or otherwise required, carry on, dispose and improve any business or real or personal property in India or elsewhere
- 12 To purchase, hire charter or otherwise own, hold, use and dispose off ships and other vessels and vehicles.
13. To act as forwarding agent to insure and underwrite and deal with goods, merchandise or such other property for the purpose of export or import of their off in connection with the business carried on by the company

For Bactla Eco Private Limited

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Director

KUNAL AGARWAL
DIN NO. : 02416218
30 B, MALCHA MARG,
CHANAKYA PURI
NEW DELHI-110021

- 14 To indemnify members officers directors, secretaries and servants of the company against proceedings, damages, claims and demands in respect of anything done or order to be done by them for and in the interest of the company or for any loss, damages or misfortunes which may happen in the execution of the duties of their office or in relation thereto.
- 15 To enter any arrangements with manufactures or suppliers in India or abroad, to acquire know how, patterns, trademarks, inventions and licenses and concessions and to pay for the same either in cash or by issue of partly paid or fully paid up shares of the company or by way of recurring royalty payments or share in profits or otherwise as may be agreed upon and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired.
- 16 To acquire by purchase, contract, concessional license, lease or otherwise any lands, mines, quarries, buildings, godowns and sheds as may be considered necessary for the attainment of the main object of the Company.
- 17 To enter into partnership or into any arrangement for sharing profits, union of interests or co-operation, joint ventures, reciprocal concession with any persons, firm or company carrying on or engaged in any business, which this company is authorized to carry on and to lend money to guarantee the contracts of or otherwise acquire and hold shares or securities of any such persons, firm or company provided that the company shall not do any banking business within the meaning of Banking Regulation Act 1949
18. To establish agencies or branches in India or elsewhere and to regulate or discontinue the same and to do all things which the company lawfully may do as principals, agents, trustees, brokers, contractors or others
19. To enter into contract with Government, Central or State, Railways, Municipal, Local or such other authorities or private parties for the supply of any materials or goods or to obtain any rights, privileges, and concessions which the company may think desirable for the attainment of the main objects of the Company.
- 20 To float, promote, form, subsidize and assist limited companies or other companies, syndicates or firms or associations for the prosecution or execution of undertakings, works, projects, or enterprises of any description in connection with the business of the Company
21. To acquire from any person or any sources technical information, knowhow, data, processes, formulae, techniques and methods, engineering, manufacturing and operating data plans, layouts, blue prints and such other data for the design, installation, erection and consultancy, maintenance, operation of the plant, machinery, equipment and facilities, whatsoever required for attaining the main objects of the Company and to acquire any grant or license and such other rights and benefits in connection therewith.
- 22 To act as consultants in order to provide technical information, knowhow, data, processes, formulae, techniques and methods, engineering, manufacturing and operating data plans, layouts, blue prints and such other data for the design, installation, erection and consultancy, maintenance, operation of the plant, machinery, equipment and facilities required and to sub-license any person, party, company, corporation, Government or Semi-Government institution or anybody else in connection with the business of the company
- 23 To enter into contracts, agreements and arrangements with any other such company, firm or person for the carrying out by such other company, firm, or person on behalf of the company any of the objects for which this company is formed.
- 24 To import, export, deal in or prepare for market revise, clean, recondition, treat and otherwise manipulate and deal and turn to account by any process or means, by-

For Brahma Foods Private Limited

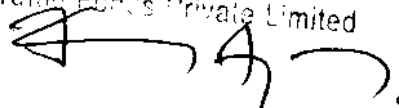

Director

KUNAL AGARWAL
DIN NO. : 02416218
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products, re-use and waste, and other products capable of being manufactured or produced out of with the use of any raw material ingredients, substances or commodities used in the manufacture of all or any of the products which the company is entitled to manufacture or deal in and to make such other use of the same as may be thought fit for the attainment of the main objects of the company

25. To employ experts to investigate into and examine the conditions, prospects, value, character and circumstances of any business concerns and undertakings and of any assets, property or rights.
26. To carry on any business or branch of a business which this company is authorized to carry on through the agency of any subsidiary company or companies and to enter into any arrangements with such subsidiary company or companies for taking the profits and bearing the losses of any business or branch of business so carried out, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any business or branch of business so carried on at any time and either temporary or permanently to close any such branch of business.
27. To let on lease or on hire-purchase system, or to sell or otherwise dispose of any property belonging to the company and to finance the purchase of any article or articles, whether made by the company or not by way of loans or to assist in the purchase of any such article or articles and the letting thereof on hire-purchase system or otherwise
28. To buy and sell foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf for the attainment of the main objects of the company
29. To sell, lease, grant licenses, easements and such other rights over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the company or any part thereof for such consideration as the company may think fit and in particular for shares, debentures or securities of any such other company related thereto.
30. To pay for any rights or property acquired by the Company and to remunerate any person of company for services rendered or to be rendered in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its business whether by cash payment or by the allotment of shares debentures or such other securities of the Company, credited as paid up in full or in part or otherwise
31. To borrow or raise or secure the payment of money in such manner as the Company shall think fit and in particular by the issue of debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital and to purchase, redeem and pay off any such securities, provided the Company shall not carry on banking business as defined in the Banking Regulation Act, 1949 and subject to provisions of Section 58A and 292 of the Company's Act, 1956 and directives of the Reserve Bank of India (RBI) issued from time to time in this regard
32. To draw, make, accept, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and such other negotiable or transferable instruments or securities of all types
33. Subject to applicable provisions of the Companies Act, 1956 to sell 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 or securities of any other such company having objects altogether, or in part, similar to those of this Company

For Brattle Food's Private Limited



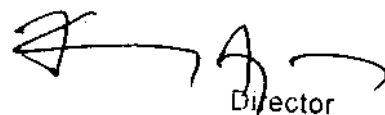
Director

KUNAL AGARWAL
DIN NO. : 02416218
30 B, MALCHA MARG,
CHANAKYA PURI
NEW DELHI-110021

- 34 Subject to Section 391 to 394 of the Companies act, 1956 to amalgamate with any other Company whose objects or any of them are similar to the objects of this Company, or whose business is similar to the business of this Company, whether by sale or purchase (for shares or otherwise) of or of this of any such other Company as aforesaid
- 35 To acquire and hold shares in any other company having objects altogether or in part similar to those of this Company, or carrying on any business capable of being conducted by this Company.
- 36 To acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business, which this Company is authorized to carry on
- 37 To acquire and undertake the whole or any part of the business, property and liabilities of any person carrying on any business which the Company is authorised to carry on or possession of property suitable for the purposes of the objects of the Company
- 38 To amalgamate or enter into any arrangement for sharing of profits, union of interest, co-operation, reciprocal concession, lease, licence or otherwise with any person carrying on or transaction which the Company is authorized to carry on or engage in
- 39 To establish or support or aid in the establishment and support of associations, institutions, funds, trusts, and conveniences for the benefit of past or present employees or directors of the Company or the dependents of such persons; and to grant pensions and allowances, to make payments towards insurance, to subscribe or guarantee money for charitable or benevolent objects or useful objects for general public
- 40 To promote any other Company or Companies for any purpose or for the purpose of acquiring or taking over all or any of the property, rights, and liabilities of the company or for any other purpose which may/may not directly or indirectly benefit the Company
- 41 To invest money of the Company, not immediately required in such manner, as may, from time to time, be thought fit subject to provisions of the Companies Act, 1956.
- 42 To lend and advance money or give credit to any person or company; to give guarantee or indemnify for the payment of money or the performance of contracts or obligations by any person, to secure or undertake in any way the repayment of moneys lent or advanced to, or the liabilities incurred by any person subject to the provisions of the Companies Act, 1956
- 43 To remunerate any person for services rendered, or to be rendered, in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures or other securities issued by the Company
- 44 To dispose of, to improve, manage, develop or exchange the undertaking, property or rights of the Company or any part thereof for such consideration as the Company may think fit
- 45 To adopt such means of making known and advertising the business and products of the Company as may be expedient
- 46 To apply for, promote, and obtain any order, regulation, or other authorisation or enactment, which may directly or indirectly benefit the Company
- 47 To procure recognition of the Company in any country or place inside and/or outside India.

For Bratt's Foods Private Limited

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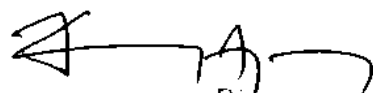


Director

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48. To issue or allot fully or partly paid shares in the capital of the Company in payment or part payment of any movable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company.
49. To take or hold mortgages, liens, and charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Company's property of any kind sold by the Company, or any money due to the Company from buyer
50. To produce gas and generate electricity necessary for the purposes of the business of the Company and to process or deal with all products resulting from or ancillary to such production.
51. To pay out of the funds of the Company all or any expenses which the Company may lawfully pay for services rendered for formation and registration of the Company and for promotion of any other Company by it subject to the provisions of the Act
52. To insure any of the properties, undertakings, contracts, risk or obligations of the Company in any manner whatsoever
53. To make donations either in cash or in kind for such objects or causes as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient.
54. To aid and support, any person, association, body or movement, whose object is solution, settlement or surmounting of industrial or labour problems or the promotion of industry, trade or business of the Company or for the promotion of Science and Technology, Cultural activities, Sports, environment, rural development and other social and welfare activities
55. To establish or support associations, institutions, schools, hospitals, guest houses, clubs, funds, and trusts which may be considered beneficial to any person in general and in particular to employees or ex-employees and to officers and ex-officers of the Company or the dependents of any such person.
56. To refer all questions, disputes or differences arising between the Company and any other person (other than a Director of the Company) in connection with or in respect of any matter relating to the business or affairs of the Company to arbitration in such manner and upon such terms as the Company and such other person may mutually agree upon in each case and such reference to arbitration may be in accordance with the provisions of the Arbitration Act, 1940 (10 of 1940) and the Rules of the International Chamber of Commerce relating to arbitration, and to institute legal proceedings or defend any proceedings and to appoint advocates, Consultants or Advisors in this behalf
57. To enter into negotiation or collaboration, technical, financial or otherwise with any person or Government for obtaining any grant, license or on other terms, formulae and other rights and benefits and to obtain technical information, know-how and expert advice for the production, manufacture and export or sale of all types of goods which the Company is authorized to produce or to deal in
58. To arrange for marketing in India and abroad and sale of the products and by-products of the Company and purchase of raw materials, goods and articles as are necessary for carrying on the business of the Company and, for that purpose, either to establish its own shops, agencies or marketing organizations or to appoint selling or buying agents or distributors or both (whether individuals, firms or bodies corporate) in any place in or outside India and to allot, specify, alter or modify their areas of operation or the terms and conditions of their appointment and to pay remuneration to such selling or buying agents or distributors or both by way of such commission or in such other manner as the Company may deem fit

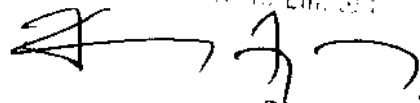
For Brattle Energy Private Limited


Director

KUNAL AGARWAL
DIN NO. : 02416218
30 B, MALCHA MARG,
CHANAKYA PURI
NEW DELHI-110021

- 59 To create any depreciation fund, reserve fund, sinking fund, insurance fund, or any special or other fund whether for repayment of redeemable preference shares, redemption of debentures or debenture-stock, for dividends, for equalizing dividends for repairing, improving, extending and maintaining any part of the property of the Company.
- 60 To open and operate any type of bank accounts with the bank and obtain credit facilities with or without securities for its business.
- 61 To enter into partnership or into any arrangement for sharing or co-operation with any persons or company or companies carrying on or engaged in or about to carry on or engage in or is authorized to carry on or engage in any business or transaction capable of being conducted by this Company
- 62 To promote, form or join in promoting or forming any company or companies for the purpose of acquiring all or any property, rights and liabilities of any other person in any part of the world.
- 63 To pay for any property, rights, interest, or benefits acquired by the Company or services rendered to the Company, whether in cash or in fully or partly paid up shares with or without preferred rights in respect of dividend or repayment of capital, or otherwise by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine
- 64 To guarantee the payment of money secured or unsecured by or payable or in respect of promissory notes, bonds, debentures, debenture stock, contracts, mortgages, charges, obligations, instruments and securities of any Company or any authority central, state, municipal, local or otherwise or of any person whomsoever, whether incorporated or not incorporated and to guarantee or become sureties for the performance of any contracts or obligations.
- 65 To undertake and transact all kinds of agency business in connection with the main objects of the Company.
- 66 Subject to Sections 58A and 292 of the Companies Act, 1956 and rules made thereunder and the directives of the Reserve Bank of India issued from time to time in this regard to receive moneys on deposit or by way of loans upon such terms as the Company may approve and to guarantee the debts and contracts of customers and others
- 67 To lend money not immediately required for the business of the Company either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit subject to provisions thereof.
- 68 To apply for, purchase or otherwise, acquire any patent, patent right, copyright, trade marks formulae, license, lease, concessions, conferring any exclusive or limited right to use, or 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 directly or indirectly to benefit the Company, and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights, or information so acquired.
- 69 To build, construct, erect, improve, maintain, alter, purchase, hire or otherwise acquire or provide any buildings, offices, factories, work-shops, plant or machinery, employees quarters, or other things, necessary or useful for the purpose of carrying out the objects of the Company
- 70 To purchase or import, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may

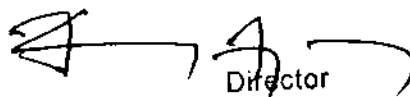
For Brattle Group India Limited



Director
KUNAL AGARWAL
DIN NO. : 02416218
30 B, MALCHA MARG,
CHANAKYA PURI
NEW DELHI-110021

- think necessary or convenient for the purposes of its business and in particular any land buildings, casements, machinery, plant and stock-in-trade
- 71 To improve, manage, develop, exchange, lease, mortgage, dispose off, turn to account or otherwise deal with all or any part of the property and rights of the Company
 - 72 Subject to Sections 100 to 105 of the Companies Act, 1956, to distribute all or any of the property of the Company amongst the members in specie or kind in the event of winding up
 - 73 To place, to reserve or to distribute as bonus shares amongst the members or otherwise to apply, as the Company may from time to time think fit, any monies received by way of premium on shares or debentures issued at premium by the Company and any monies received in respect of forfeited shares and monies arising from the sale by the Company or forfeited shares or from any other Reserves.
 - 74 Subject to the applicable provisions of the Companies Act, 1956 to place to reserve or to distribute as bonus shares amongst the members or otherwise to apply, as the Company may from time to time think fit, from accumulated or current profits
 - 75 To create any Reserve Fund/Account, Sinking Fund Insurance Fund/Account or any other Special Fund/Account whether for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company, and to vary or transpose the same.
 - 76 To provide for the welfare of persons employed or formerly employed by the Company and the families of such persons by grants of money or other aid or otherwise, as the Company shall think fit, and for the said purpose to establish provident funds, gratuity funds, superannuation funds and others trusts.
 - 77 Subject to Sections 293A and 293B of the Companies act, 1956 to subscribe to or otherwise aid benevolent, charitable, national or other institutions or objects of a public character or which have any moral or other claims to support or aid by the Company by reason of the locality of its operations or otherwise To undertake schemes of rural development and/or to contribute to approved programmes of rural development.
 - 78 To aid pecuniarily or otherwise any association, body or movement having for an object the solution, settlement or avoidance of industrial or labour problems or troubles or the promotion of industry or trade
 - 79 To establish research establishments and/or grant donations for research whether connected with the business of the Company or not and to establish research and development centres for the business of the Company.
 80. To enter into arrangements for rendering and obtaining of technical know-how services and/or technical collaboration with individuals, firms, research laboratory, body corporate whether in or outside India
 - 81 To remunerate any person, firm or company for rendering services to the Company whether in cash or by allotment of shares or securities (including debentures) of the Company credited as paid in full or in part or otherwise as may be thought expedient
 - 82 To accept gifts of property, shares or assets in connection with the attainment of main objects of the Company.
 - 83 To construct, maintain, improve, manage, work, control and superintend underground tunnels and sidings, mills, crushing works, hydraulic works, factories, warehouses, shops, dwelling houses, office buildings and other works and conveniences and to

For Brattic Fine to Private Limited



Director

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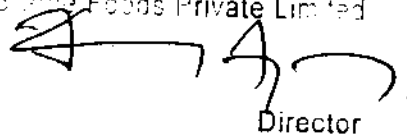
contribute to subsidise or otherwise aid or take part in any such operations in connection with to main business of the Company

- 84 To establish maintain and operate support services both in India and abroad, for offshore oil operations such as survey vessels, supply vessels, crew vessels, helicopters, underwater inspection, NDT inspection, repairs of sub-sea structures/installations, diving and all other such related activities in connection with the main business of the Company
- 85 To do all or any of the above things, either as principals, agents, trustees, contractors, or otherwise, and either alone or in conjunction with others and either by or through agents, subcontractors, trustees or otherwise and either alone or in conjunction with others and to do all such things as are incidental, ancillary or conducive to the attainment of the main objects of the Company

C. THE OTHER OBJECTS ARE :-

- 1 To purchase, charter, hire, get constructed or built, or otherwise acquire jackups, drill ships, semisubmersibles, platforms or any other offshore installations/structures, and to sell, resell, lease or charter, hire these to oil companies or others in India and abroad with or without personnel, to establish and maintain stocking, distributorship in India for essential stores and spares for oil, petrochemical, fertiliser, shipping, marine and other industries and for this propose purchase, rent or otherwise acquire warehouses, bonded or otherwise, in ports/cities/towns and to hire out the services of trained and experienced personnel to Indian or foreign oil Companies in India or abroad
2. To design, manufacture, assemble, repair, contract for, buy, sell, let out or hire and to deal in automobiles of all types and all other motors and engines, agricultural tractors and implements and other machinery, boats, magnetos, plant, planes, propellers, air, steam, gas, water and other gages, indicators, governors, injectors, high and low pressure and other valves, wheels, carburetors, sparking plugs, clutches, cocks, unions, chucks, dies, springs, ramps, screws, pistons, chains, stay rods, wires fans, forges, bolts, nuts washers studs, drill pins, rivets, hinges, nails, spikes, variable and other gears, buffers, stops, metal, timber canes, asbestos, canvas and other fabric, linen radiators, pulleys, belts and fasteners, canopies, hoods, wind and other screens and shields, pumps, lamps, bulbs, glass, mirrors, bumpers, number plates, horns, batteries, radiators, mascots, luggage carriers, sub-parts, picnic cases, tools, silencers, petrol tanks, chassis, mats and rugs, rims, spokes, cranks cases and gear boxes, commodities, wares, petrol and other fuel accessories, appliances and tools of every description, whether for use in connection with automobiles, aeronautics, shipping, munitions of war, engineering or otherwise howsoever, and all kinds of straight, bent, woven, screwed and other wire work, and all other allied goods, materials, utensils, compounds and accessories or requirements
- 3 To carry on the business of manufacturing, distilling, compounding, acquiring, buying, selling, importing, exporting and dealing in all manners in organic and inorganic chemical formulations, derivatives and compounds thereof and in particular, Resorcinol, Vinyl Pyrrolidone, PolyVinyl, Pyrrolidone, Synthetic Wax Emulsions, Acetylated Glycerols, Thioglycolic Acid and its salts, Chlorophyl and its salts and other branded preparations and compounds, derivatives and formulations thereof and consumer products based thereon, pharmaceutical specialities, surgical specialities, cosmetics, industrial chemical compounds, Bacteriocides, Germicides, Detergents, including Alkyl, Aryl, Sulphonates, Loral Sulphates, Amides, of long chain and acids and similar substances and products together with valves, spouts and devices for dispensing pressurised formulation and similar goods
- 4 To carry on the business of manufacturing, distilling, compounding, acquiring, buying, selling, importing, exporting and dealing in all manners in surgical supplies, pharmaceutical supplies, industrial adhesives, disinfectants, sprays, cosmetics and

⁹For Brattle Foods Private Limited



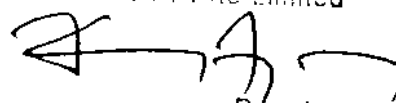
Director

KUNAL AGARWAL
DIN NO. : 02416218
30 B, MALCHA MARG,
CHANAKYA PURI
NEW DELHI-110021

all other similar products, perfumes and essences, soaps, salves, ointments, powders, toilet preparations and similar articles, gases, drugs, medicines, Plaster of Paris, gypsum, plasters, fertilizers, acids, food stuffs, oils, icing glass, colors, glues, gums, pigments, varnishes, compositions, dyes, brushes, toilet requisites, perfumes, proprietary articles, laboratory reagents and chemicals, photographic, electrical, laboratory and scientific furniture, equipment, apparatus and materials

5. To carry on the business of manufacturers and wholesalers and retail and herbalists and perfumers, sundriesmen, chemical engineers, dyers, cleaners, makers of chemical plant and material laboratory proprietors, charcoal manufacturers, metallurgists, and engineers
6. To carry on the business as manufacturers and repairers of and dealers in automotive ring gears and pinion sets, transmission gears and complete differentials and transmissions, components thereof and all parts and equipments accessory thereto and all other materials, equipment, apparatus and stores used therewith or in relation thereto
7. To carry on the business of investment including promotion of joint stock companies. To underwrite public issue of shares, securities, debentures, bonds etc. of public companies. To acquire by original subscription, participation, tender, purchase, exchange or otherwise invest in shares, stocks, debentures, bonds of public and private companies, Government securities, units issued by the Unit Trust of India and/or shares or securities issued by government companies or statutory bodies like municipal corporations, housing development corporations, state electricity boards.
8. Subject to the approval of RBI under RBI Act, 1934 and as amended by RBI (Amendment) Act, 1997, to carry on the business of financing, leasing, letting on hire, hire-purchase or easy payment system, machinery and equipments of all kind and variety, domestic and/or business and/or industrial appliances/plant and equipment, including computers, tabulators and addressing machines, electrical equipment including generators, refrigerators, air-conditioners, fans etc. vehicles of all types and variety, furniture, television and radio receivers and heavy earth-moving and construction machinery and equipment and housing and real estate financing and other non-banking financial business.
9. To act as consulting engineers and management consultant and to prepare project reports and plan layouts and provide technical advice, guidance and supervision in the erection, installation, commissioning of any project industrial or otherwise
10. To carry on business of traders and exporters of fabrics, garments, carpets and hosiery items.
11. To carry on business of garage keepers and suppliers of and dealers in petrol, diesel, mobile oil, mineral oils and other motive powers and parts and accessories for all kinds of vehicles
12. To carry on business as ironmasters, iron founders, ironworkers, steel-makers, blast furnaces proprietors, brass founders and metal makers, refiners and workers, ore importers and workers, civil engineers, mill-wrights, wheelwrights, galvanizers, machinists, annealers, welders, electro and chromium storage contractors
13. To undertake and execute any contracts for works involving supply or use of iron and steel, hardware and machinery and to carry out any auxiliary and such other works comprised in such works
14. To carry on business of consulting and contracting engineers, designers, constructors and manufacturers of industrial air-conditioning plants and equipments and to carry on the business of consulting engineers, mechanical engineers and manufacturers of machinery, tool makers, metal workers, machinists, iron and steel converters, smiths.

Fdf Bratt's Foods Private Limited

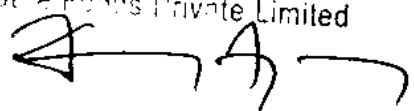


Director

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- wood workers, builders, painters, metallurgists, electrical engineers, water-supply engineers, gas makers, printers, carriers and merchants and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling stock and hardware of all kinds
- 15 To carry on the business as importers, exporters, buyers and sellers of an merchants and dealers in merchandise, goods, materials and machinery of all kinds, spare parts, accessories and equipments, jewelry, ornaments, bullion, precious and semi-precious stones.
 - 16 To manufacture, import, export, buy, sell, exchange, alter, improve, manipulate, prepare for market, supply deal in tools, hardware tools, machine tools, precision tools, measuring tools
 - 17 To carry on in any form or manner or be associated with business of general traders and merchants, importers and exporters, manufacturers agents, representatives and dealers in precious and semi-precious stones, brass, copper, aluminium, gold and silver and all other such metal alloys of all types.
 - 18 To organise and carry on business of goldsmiths, silversmiths, jewelers gem merchants, importers and exporters of bullion and to buy, sell, design, cut, polish and deal in (wholesale and retail) precious stones, jewelry, gold and silver, plate jewelry, electroplate, brozones, objects of art and such other articles, jewels and goods which the Company may consider capable of being conveniently dealt with in relation to its businesses and to establish factories and workshops for manufacturing ornaments, jewels and to exhibit, advertise and arrange for the sale of the same both in India or abroad.
 - 19 To produce, finance, distribute, exploit, turn to account and deal in motion pictures of any kind or in any form and to conduct and carry on any business of purchasers, manufacturers, licensors, licensees, printers, proprietors, hirers, renters, distributors, exhibitors, dealers in and agents for motion pictures and generally to carry on business of cinematography trade and industry and all its allied or kindred trades and businesses and to carry on the business of acquiring, owning, letting, or sub-letting the use of cinema halls, theaters, picture places, studios or other machinery, apparatus, building or structure of the company for the purpose of exhibition, display of films, dramatic or theatrical purposes and concerts or other entertainment or amusements
 - 20 To carry on business of cinematographic trade and industry and all its allied or kindred trades and businesses in all its branches and activities and particularly the production, distribution, exhibition of silent and/or talking films for entertainment, amusement, publicity, education and instruction and any business or industry which may hereafter be deemed to be an improvement upon or replacement in and/or wholly of the film trade and/or industry as is known and understood at the date here-of
 - 21 To discount bills and to advance or lend money on the security of goods lying with or under the control of the Borrower, theaters or exhibitors for the purpose of exhibition, to purchase, take on hire or in exchange or otherwise acquire and deal in motion pictures.
 - 22 To produce, prepare, manufacture photographic print or prints, to buy and sell and deal with, dispose of exhibit exchange release, distribute or hire in India or elsewhere motion pictures and/or cinematographic films of every description and type and dealing with any and every kind or variety of subjects in any language or in any form
 - 23 To carry on the business of printers, engravers, designers, publishers, book and print sellers, book binders, and art journalists, the business of manufacturers and distributors of and dealers in engravings, prints, pictures, drawings

For Brat's Foods Private Limited

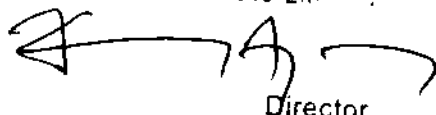

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24. To carry on the business of manufacturing, bleaching, dyeing, printing and selling of yarn, cloth and other fabrics made from raw cotton, jute, cloth, wool, synthetic and other suitable materials and to carry on the business of spinning and weaving.
25. To carry on the business of developers of alternate energy sources and the business as manufacturers, dealer, importers, exporters of equipments and apparatus of alternate energy sources.
26. To carry on the business of advertisement contractors and designers advertisements
27. To carry on the business of tourists agents and contractors and to facilitate travelling and to provide for tourists and travellers or promote the provisions of conveyance of all kinds in the way of through tickets, circular tickets, sleeping cars or berths, reserved places, hotels and lodging accommodations, guides, safe deposits, enquiry bureaus, libraries, lavatories, reading rooms and baggage
28. To buy, sell, prepare for market and deal in coal, timber, livestock other merchandise or products
29. To carry on the business of manufacturing ice, ice-merchants, dealers in aerated water, refrigerating, storekeepers, manufacturers of the dealers in refrigerating plants, Frigidare and all sorts of condensing, cooling and refrigerating apparatus
30. To carry on the business of store-keepers and in particular to buy, sell, manufacture and deal in the goods, stores, consumable articles, chattels and effects of all kinds of both wholesale and retail and to transact every kind of agency business
31. To carry on the trade or business of miners, mine owners, explorers for minerals, hydrocarbons, oil, gas, metals or other substances or elements, mining, quarrymen, quarry proprietors, smelters and refiners of ores, traders, agents, carriers, importers and exporters for the provision of any services to such trade or business or any of them
32. To carry on the business as Bakers and manufacturers and dealers in bread, flour, biscuits and farinaceous compounds and materials of every description and to construct, acquire, hold, work, let and sell mills, factories, bake houses, shops, buildings, machinery and appliances suitable for such baking, manufacturing and dealing
33. To carry on the business of manufacturers of and dealers in tobacco, cigars, cigarettes, match lights, pipes and any other articles required by or which may be convenient to smokers and of snuff grinders and merchants and box merchants
34. To carry on the business of hoteliers, restaurants, lodging and boarding houses and cafeterias in all their branches
35. To carry on business as manufacturers and repairers of and dealers in motor cars, containers, lorries, bicycles, omnibuses, coaches, caravans, ambulances, motor cycles and side cars, motor bicycles, tricycles, vans, wagons and vehicles of all kinds, airplanes, seaplanes, flying boats, airships and other aircrafts, motor ships and vessels and accessories of all kinds and of and in railway, and tramways, locomotives, carriages, trucks and such other vehicles of all types
36. To carry on all or any of the business of cartage and haulage contractors, garage contractors, garage proprietors, owners and charters of road vehicles, aircrafts, barges and boats of every description, charterers of ships and lightermen and carriers of goods by road and water, forwarding, transport, commission, clearing and customs agents, packers, warehousemen storekeepers and jobmasters

For Brattle Foods Private Limited

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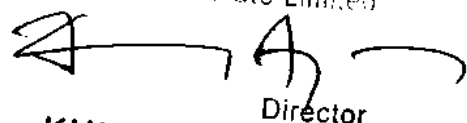


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- 37 To carry on the business of a transport company, manufacturers of railway and coach builders
- 38 To carry on the business of manufacturers of and dealers in paper of all kinds and articles made from paper of pulp, pulp plastic and materials used in the manufacture or treatment of paper including card board three colours board material for Railway tickets Mill Boards and wall ceiling paper
39. To carry on all or any of the business of seed crushers, cotton ginners, oil extractors by crushing, chemical or any other processes, oil refiners, manufacturers of linseed, cotton and other cakes, oil cakes, cattle food, feeding and fattening preparations of every description, Vanaspati and all kinds of culinary oil, vegetable and other products, meal grain corn cans, containers and closures of all varieties, descriptions and kinds and seed merchants, hay straw and fodder merchants, tinsmiths, millers, farmers cattlemen, dairymen, flour merchants, bakers, biscuit makers, candle makers and manufacturers of artificial manures and fertilisers
- 40 To carry on the trades or businesses of designing assembling, making, selling, importing, exporting, hiring out, buying installing, putting up, maintaining, repairing and operating telephones & telephone systems of any type whatsoever including key telephones systems, Private Automatic Exchanges (PAX), Private Branch Exchanges (PBX), Private Automatic Branch Exchanges (PABX) and Switching Systems, handsfree telephone instruments, Corn Box-telephone instruments, telephone instruments for handicapped, specialised telephone instruments of any type, printers, Data Processing equipments, Microprocessors, Print Circuit Boards, Software Systems, Teleprinters, Modems, CRT Terminals, Facsimile Terminals, Reprographic equipments, all kinds of telegraph and transmission equipment, Multiplexes, Repeaters, 240 MB Terminal Systems and Co axial Cables of all kinds, television sets, recording instruments and electronic, electrical and mechanical apparatus and individual components of any of the above mentioned products
- 41 To carry on all or any of the business of manufacturers, processors, importers, exporters of and dealers in glass, ceramics, glassware, glass Substitutes of all descriptions and kind, goods and products in all its branches in particular penicillin vials, glass bottles and containers of all varieties and sizes, lab glassware, and lab Testing glass apparatus, glass jars and receptacles, decorative glass ware glass jewelry, sheet glass, float glass, plate glass, impregnated and laminated sheets and plate glass wired and decorated and patterned sheet and plate glass, transparent coloured opaque and palascent glasses, pressed glasses for decorative and utility requirements, glass tubes and rods of all descriptions and sizes, all glass syringes, thermometers, glass lamps and lamp ware such as chimneys globe and glass shades etc optical glass, ophthalmic glasses, cut glasses, watch and clock glasses, glass insulators, glass Blocks, vacuum flasks, fiber glass, foam glass, glass wool
42. To carry on the business of manufacturing, dyeing, colouring, spinning, weaving, buying, selling, importing exporting or other wise dealing in all fabrics and other fibrous substances and preparations and manufacturers of and dealers in Cotton, Silk, Woolen linen, hemp jute rayon nylon, artificial silk and other yarn and all kinds of woven, synthetic and synthetic blended textiles manufactured from such yarn
43. To carry on trade or business of manufactures of ferro manganese colliery proprietors, coke manufacturers, miners, smelters, engineers and tin place makers in all their respective branches. To carry on the business of electrical engineers, electronics, Contractors, Suppliers & dealers in electric and other appliances, electric motors, fans, lamps, furnaces, household appliances, batteries, cable wirelines, dry cells accumulators lamps and works and to generate, accumulate, distribute and supply electricity for the purpose of light, heat motive power and for all other purposes for which electrical energy can be employed and to manufacture and deal in all apparatuses and things, required for or capable of being used in connection with the generation distribution, supply, accumulation and employment of electricity

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including in the term electricity all power that may be directly or indirectly derived therefrom or may be incidentally hereafter discovered in dealing with electricity.

44. To purchase, hire or acquire on lease-lend or in any other manner computer hardware and software, programmes, systems, patents and to recruit, employ foreign nationals or otherwise acquire their services on contract/consultancy basis through collaboration with or under licence from foreign companies.
45. To receive deposits on interest or otherwise and to lend money and negotiate with or without security to such companies, firms or persons and on such conditions as may seem expedient and to guarantee the performance of contracts by any person companies or firms provided that the company shall not carry on the business of banking.

IV LIABILITY

The liability of the Members is limited.

V SHARE CAPITAL

¹The Authorized Share Capital of the Company is Rs. 13,00,00,000/- (Rupees Thirteen Crores only) divided into 1,25,00,000/- (One crore Twenty Five Lakhs only) Equity shares of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 12,50,00,000/- (Rs. Twelve Crore Fifty Lakhs Only) and 2,50,000 (Two Lakh and Fifty Thousand) Compulsorily Convertible Preference Shares of Rs. 20/- (Rupees Twenty Only) each amounting to Rs. 50,00,000.00 (Rs. Fifty Lacs Only).¹

¹ Pursuant to the Ordinary Resolution passed at the Extra Ordinary General Meeting held on 31st May, 2014 the Authorised Share Capital of the Company is increased from Rs. 1,00,00,000/- Rupees One Crore only) to Rs. 13,00,00,000/- (Rupees Thirteen Crore only) divided into 1,25,00,000/- (One crore Twenty Five Lakhs only) Equity shares of Rs. 10/- (Rupees Ten Only) each amounting to Rs. 12,50,00,000/- (Rs. Twelve Crore Fifty Lakhs Only) and 2,50,000 (Two Lakh and Fifty Thousand) Compulsorily Convertible Preference Shares of Rs. 20/- (Rupees Twenty Only) each amounting to Rs. 50,00,000.00 (Rs. Fifty Lacs Only).¹

Pursuant to the Ordinary Resolution passed at the Extra Ordinary General Meeting held on 09th September, 2013 the Authorised Share Capital of the Company is increased from Rs. 30,00,000/- Rupees Thirty Lacs only) to Rs. 1,00,00,000/- (Rupees One Crore only) by creation and issue of 2,90,000 (Two Lacs and Ninety Thousand) new equity shares of Rs. 10/- (Rupees Ten Only) each and 2,05,000 (Two Lacs and Five Thousand) new Compulsorily Convertible Preference Shares of Rs. 20/- (Rupees Twenty Only) each.

45,000 Equity Shares out of 3,00,000 Equity Shares of Rs. 10/- each, were reclassified as Preference Shares of Rs. 10/- at the Extra Ordinary General meeting held on May 15, 2012; further, 45,000 Equity Shares of Rs. 10/- each were reclassified into 22,500 Preference Shares of Rs. 20/- and the existing 45,000 Preference Shares of Rs. 10/- each were consolidated into 22,500 Preference Shares of Rs. 20/- each at the EGM held on July 05, 2012.

For Bratt's Food Private Limited



Director

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KUNAL AGARWAL
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We, the several persons, whose name, address and occupations are hereinafter 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 of the Company set opposite to our respective names:-

Name, Address, Description and Occupation of each Subscriber	Number and type of Shares Subscribed	Signature of Subscriber	Signature of Witness, Name, Address, Description and Occupation
KIRAN REDDY PENDRI S/O YADAGIRI REDDY PENDRI G-803, LAKE FLORENCE OFF ADI SHANKARACHARYA MARG, POWAI MUMBAI MAHARASHTRA INDIA 400076 BUSINESS	3500 EQUITY SHARES	<i>KR Pendri</i>	<i>I hereby witness the signing of all the three subscribers</i> <i>S. Koley</i> S. Koley Consulting Company Floor 16/17, CP 2/14 6/12, 1 st Floor Old Regent Cinema Nizam New Delhi 110068
MRINAL SINHA S/O MUKUL KUMAR SINHA IA, OFFICERS' COLONY MANSA PUNJAB INDIA 151505 BUSINESS	3500 EQUITY SHARES	<i>Mrinal Sinha</i>	
KUNAL AGARWAL S/O ASHOK AGARWAL 30 B MALCHA MARG CHANAKYAPURI NEW DELHI-21 BUSINESS	3500 EQUITY SHARES	<i>Kunal Agarwal</i>	
Total Shares Subscribed	10500 Equity Shares of Rs 10/- each		

Place : New Delhi
Dated : 18-01-2010

For Brattle For its Private Limited

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CHANAKYA PURI
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[Signature]
Director

TABLE F¹
THE COMPANIES ACT, 2013
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
BRATTLE FOODS PRIVATE LIMITED
PRELIMINERY

1. Subject as hereinafter provided the Regulations contained in Table 'F' in the Schedule I to the Companies Act, 2013 shall apply to the Company so far as they are applicable to Private Company except so far as they have implied or expressly modified by what is contained in the Articles mentioned as altered or amended from time to time.

Interpretation

I. (1) In these Regulations:-

(a) "Company" means **BRATTLE FOODS PRIVATE LIMITED**.

(b) "Office" means the Registered Office of the Company.

(c) "private company" means a company having a minimum paid-up share capital of one lakh rupees or such higher paid-up share capital as may be prescribed, and which by its articles,—

(i) restricts the right to transfer its shares;

(ii) except in case of One Person Company, limits the number of its members to two hundred:

¹ Adopted vide Special Resolution passed at the Extra Ordinary General Meeting held on 8th July 2015

Provided that where two or more persons hold one or more shares in a company jointly, they shall, for the purposes of this clause, be treated as a single member:

Provided further that—

- (A) persons who are in the employment of the company; and
 - (B) persons who, having been formerly in the employment of the company, were members of the company while in that employment and have continued to be members after the employment ceased, shall not be included in the number of members; and
 - (iii) prohibits any invitation to the public to subscribe for any securities of the company;
- (d) "Act" means the Companies Act, 2013, and any statutory modification thereof.
- (e) "Seal" means the Common Seal of the Company.
- (f) "Directors" means the Directors of the Company and includes persons occupying the position of the Directors by whatever names called.

(2) Unless the context otherwise requires words or expressions contained in these Articles shall be the same meaning as in the Act, or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

Share capital and variation of rights

II. 1. Subject to the provisions of the Act and these Articles, the shares in the capital of the company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.

2. (i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month

after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,—

- (a) one certificate for all his shares without payment of any charges; or
- (b) several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.

(ii) Every certificate shall be under the seal and shall specify the shares to which it relates and the amount paid-up thereon.

(iii) In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deem adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of twenty rupees for each certificate.

(ii) The provisions of Articles (2) and (3) shall *mutatis mutandis* apply to debentures of the company.

4. Except as required by law, no person shall be recognised by the company as holding any share upon any trust, and the company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these regulations or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.

5. (i) The company may exercise the powers of paying commissions conferred by sub-section (6) of section 40, provided that the rate per cent. or the amount of

the commission paid or agreed to be paid shall be disclosed in the manner required by that section and rules made thereunder.

(ii) The rate or amount of the commission shall not exceed the rate or amount prescribed in rules made under sub-section (6) of section 40.

(iii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.

6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(ii) To every such separate meeting, the provisions of these regulations relating to general meetings shall *mutatis mutandis* apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.

7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

8. Subject to the provisions of section 55, any preference shares may, with the sanction of an ordinary resolution, be issued on the terms that they are to be redeemed on such terms and in such manner as the company before the issue of the shares may, by special resolution, determine.

Lien

9. (i) The company shall have a first and paramount lien— (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and (b) on all shares

(not being fully paid shares) standing registered in the name of a single person, for all monies presently payable by him or his estate to the company:

Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.

(ii) The company's lien, if any, on a share shall extend to all dividends payable and bonuses declared from time to time in respect of such shares.

10.The company may sell, in such manner as the Board thinks fit, any shares on which the company has a lien:

Provided that no sale shall be made—

- (a) unless a sum in respect of which the lien exists is presently payable; or
- (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.

11.(i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.

(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.

(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

12.(i) The proceeds of the sale shall be received by the company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.

(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.

Calls on shares

13.(i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value

of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times: Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.

(ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the company, at the time or times and place so specified, the amount called on his shares.

(iii) A call may be revoked or postponed at the discretion of the Board.

14.A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.

15.The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

16.(i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest thereon from the day appointed for payment thereof to the time of actual payment at ten per cent. per annum or at such lower rate, if any, as the Board may determine.

(ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.

17.(i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(ii) In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

18.The Board—

(a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the company in general meeting shall otherwise direct, twelve per cent. per annum, as may be agreed upon between the Board and the member paying the sum in advance.

Transfer of shares

19.(i) The instrument of transfer of any share in the company shall be executed by or on behalf of both the transferor and transferee.

(ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

20.The Board may, subject to the right of appeal conferred by section 58 decline to register—

- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the company has a lien.

21.The Board may decline to recognise any instrument of transfer unless—

- (a) The instrument of transfer is in the form as prescribed in rules made under sub-section (1) of section 56;
- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.

22.On giving not less than seven days' previous notice in accordance with section 91 and rules made thereunder, the registration of transfers may be

suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Transmission of shares

23.(i) On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the company as having any title to his interest in the shares.

(ii) Nothing in clause *(i)* shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

24.(i) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—

(a) to be registered himself as holder of the share; or

(b) to make such transfer of the share as the deceased or insolvent member could have made.

(ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

25.(i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the company a notice in writing signed by him stating that he so elects.

(ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(iii) All the limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

26. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the company:

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.

Alteration of capital

27. The company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.

28. Subject to the provisions of section 61, the company may, by ordinary resolution,—

- (a) Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;
- (b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;
- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;

(d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

29.Where shares are converted into stock,—

(a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

(b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.

(c) such of the regulations of the company as are applicable to paid-up shares shall apply to stock and the words “share” and “shareholder” in those regulations shall include “stock” and “stock-holder” respectively.

30.The company may, by special resolution, reduce in any manner and with, and subject to, any incident authorised and consent required by law,—

(a) its share capital;

(b) any capital redemption reserve account; or

(c) any share premium account.

Capitalisation of profits

31.(i) The company in general meeting may, upon the recommendation of the Board, resolve—

(a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and

(b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.

(ii) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in clause (iii), either in or towards—

(A) paying up any amounts for the time being unpaid on any shares held by such members respectively;

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;

(C) partly in the way specified in sub-clause (A) and partly in that specified in sub-clause (B);

(D) A securities premium account and a capital redemption reserve account may, for the purposes of this regulation, be applied in the paying up of unissued shares to be issued to members of the company as fully paid bonus shares;

(E) The Board shall give effect to the resolution passed by the company in pursuance of this regulation.

32.(i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—

(a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares if any; and

(b) generally do all acts and things required to give effect thereto.

(ii) The Board shall have power—

- (a) to make such provisions, by the issue of fractional certificates or by payment in cash or otherwise as it thinks fit, for the case of shares becoming distributable in fractions; and
- (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the company providing for the allotment to them respectively, credited as fully paid-up, of any further shares to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

(iii) Any agreement made under such authority shall be effective and binding on such members.

Buy-back of shares

33.Notwithstanding anything contained in these articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities.

General meetings

34.All general meetings other than annual general meeting shall be called extraordinary general meeting.

35.(i) The Board may, whenever it thinks fit, call an extraordinary general meeting.

(ii) If at any time directors capable of acting who are sufficient in number to form a quorum are not within India, any director or any two members of the company

may call an extraordinary general meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.

Proceedings at general meetings

36.(i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.

(ii) Save as otherwise provided herein, the quorum for the general meetings shall be as provided in section 103.

37.The chairperson, if any, of the Board shall preside as Chairperson at every general meeting of the company.

38.If there is no such Chairperson, or if he is not present within fifteen minutes after the time appointed for holding the meeting, or is unwilling to act as chairperson of the meeting, the directors present shall elect one of their members to be Chairperson of the meeting.

39.If at any meeting no director is willing to act as Chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairperson of the meeting.

Adjournment of meeting

40.(i) The Chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.

(ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting rights

41. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—

- (a) on a show of hands, every member present in person shall have one vote; and
- (b) on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the company.

42. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once.

43.(i) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

(ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.

44. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy.

45. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

46. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the company have been paid.

47.(i) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

(ii) Any such objection made in due time shall be referred to the Chairperson of the meeting, whose decision shall be final and conclusive.

Proxy

48.The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll; and in default the instrument of proxy shall not be treated as valid.

49.An instrument appointing a proxy shall be in the form as prescribed in the rules made under section 105.

50.A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:

Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Board of Directors

51. First Directors of the company are:

- 1. Mr. Kunal Agarwal**
- 2. Mr. Kiran Reddy Pendri**

52.(i) The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid all travelling, hotel and other expenses properly incurred by them—

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the company; or

(b) in connection with the business of the company.

53. The Board may pay all expenses incurred in getting up and registering the company.

54. The company may exercise the powers conferred on it by section 88 with regard to the keeping of a foreign register; and the Board may (subject to the provisions of that section) make and vary such regulations as it may think fit respecting the keeping of any such register.

55. All cheques, promissory notes, drafts, *hundis*, bills of exchange and other negotiable instruments, and all receipts for monies paid to the company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.

56. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

57.(i) Subject to the provisions of section 149, the Board shall have power at any time, and from time to time, to appoint a person as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the articles.

(ii) Such person shall hold office only up to the date of the next annual general meeting of the company but shall be eligible for appointment by the company as a director at that meeting subject to the provisions of the Act.

58.(i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.

(ii) A director may, and the manager or secretary on the requisition of a director shall, at any time, summon a meeting of the Board.

59.*(i)* Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.

(ii) In case of an equality of votes, the Chairperson of the Board, if any, shall have a second or casting vote

60. The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the company, but for no other purpose.

61.*(i)* The Board may elect a Chairperson of its meetings and determine the period for which he is to hold office.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be Chairperson of the meeting.

62.*(i)* The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit.

(ii) Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.

63.*(i)* A committee may elect a Chairperson of its meetings.

(ii) If no such Chairperson is elected, or if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting, the members present may choose one of their members to be Chairperson of the meeting.

64.*(i)* A committee may meet and adjourn as it thinks fit.

(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairperson shall have a second or casting vote.

65. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.

66. Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

67. In case of a One Person Company—

(i) where the company is having only one director, all the businesses to be transacted at the meeting of the Board shall be entered into minutes book maintained under section 118;

(ii) such minutes book shall be signed and dated by the director;

(iii) the resolution shall become effective from the date of signing such minutes by the director.

Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer

68. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

69.A provision of the Act or these regulations requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

The Seal

70.(i) The Board shall provide for the safe custody of the seal.

(ii) The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.

Dividends and Reserve

71.The company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board.

72.Subject to the provisions of section 123, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the company.

73.(i) The Board may, before recommending any dividend, set aside out of the profits of the company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the company or be invested in such investments (other than shares of the company) as the Board may, from time to time, think fit.

(ii) The Board may also carry forward any profits which it may consider necessary not, to divide, without setting them aside as a reserve.

74.(i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the company, dividends may be declared and paid according to the amounts of the shares.

(ii) No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this regulation as paid on the share.

(iii) All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

75.The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the company on account of calls or otherwise in relation to the shares of the company.

76.(i) Any dividend, interest or other monies payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.

(ii) Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.

77.Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.

78.Notice of any dividend that may have been declared shall be given to the persons entitled to share therein in the manner mentioned in the Act.

79.No dividend shall bear interest against the company.

Accounts

80.(i) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the company, or any of them, shall be open to the inspection of members not being directors.

(ii) No member (not being a director) shall have any right of inspecting any account or book or document of the company except as conferred by law or authorised by the Board or by the company in general meeting.

Winding up

81.Subject to the provisions of Chapter XX of the Act and rules made thereunder—

(i) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the company, whether they shall consist of property of the same kind or not.

(ii) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

(iii) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

82. Every officer of the company shall be indemnified out of the assets of the company against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which relief is granted to him by the court or the Tribunal.

We, the several persons, whose name, address and occupations are hereinafter 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 of the Company set opposite to our respective names:-

Name, Address, Description and Occupation of each Subscriber	Number and type of Shares Subscribed	Signature of Subscriber	Signature of Witness, Name, Address, Description and Occupation
Kiran Reddy Pendri S/o Yadagiri Reddy Pendri G-803 Lake Florence Off Adi Shankarachrya Marg Powai, Mumbai 400076 Maharashtra, India Business	3,500 Equity Shares of Rs 10.00 each	Sd/-	I hereby witness the signatures off all the three subscribers Sd/- S Koley Company Secretary FCS 1647, CP 714 62/12 II Floor Old Rajendra Nagar New Delhi 110060
Mrinal Sinha S/o Mukul Kumar Sinha 1A Officer's Colony Mana 151505 Punjab India Business	3,500 Equity Shares of Rs 10.00 each	Sd/-	
Kunal Agarwal S/o Ashok Agarwal 30B Ma;cha Marg Chanakya Puri New Delhi 110021 Business	3,500 Equity Shares of Rs 10.00 each	Sd/-	
Total Shares Subscribed	10,500 Equity Shares of Rs 10/- each		

Place : New Delhi
Dated : 18-01-2010

For BRATTLE FOODS PVT. LTD.
BRATTLE FOODS PVT. LTD.

Director
Director