



प्रारूप आई. आर.
Form I.R.
निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION
U 51909 MH 2002 PLC 137995

ता _____ की.सं. _____
No. _____ of Date _____

मैं एतद्वारा प्रमाणित करता हूँ कि आज _____

कम्पनी अधिनियम (1956 का स. 1) के अधीन निगमित की गई है और कम्पनी परिसीमित है।

I hereby certify that **GODHANI EXPORTS LIMITED**

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता _____ को दिया गया।

Given under my hand at **MUMBAI** this **TWENTYSIXTH**
day of **NOVEMBER** **TWO** Two Thousand



M.S. Karambe
(**M.S. KARAMBE**)

कम्पनियों का रजिस्ट्रार
DY. Registrar of Companies
Maharashtra, Mumbai



सत्यमेव जयते

कारबार प्रारम्भ करने के लिए प्रमाण-पत्र
Certificate for Commencement of Business

कम्पनी अधिनियम, 1956 की धारा 149 (3) के अनुसार
Pursuant of Section 149 (3) of the Companies Act, 1956

U 51909 MH 2002 PTC 137995

मैं एतद्वारा प्रमाणित करता हूँ कि

जो कम्पनी अधिनियम, 1956 क अधीन तारीख को निगमित की गई थी और जिसने आज विहित प्ररूप में सम्पक् रूप से सत्यापित घोषणा फाइल कर दी है कि उक्त अधिनियम की धारा 149 (1) (क) से लेकर (घ) तक/149 (2) (क) से लेकर (ग) तक की शर्तों का अनुपालन किया गया है, कारबार प्रारम्भ करने की इकाय है।

I hereby certify that the GODHANI EXPORTS LIMITED

which was incorporated under the Companies Act, 1956, on the TWENTYSIXTH day of NOVEMBER 2002, and which has this day filed a duly verified declaration in the prescribed form that the conditions of Section 149 (1) (a) to (d)/149(2) (a) to (c) of the said Act, have been complied with is entitled to commence business.

मेरे हस्ताक्षर से यह तारीख को मे दिया गया।

Given under my hand at NAVI MUMBAI
this THIRTEEN day of JANUARY
~~2002~~ TWO THOUSAND THREE



(A) S. SINGH 13/1/2023
ASSTT. कम्पनियों का रजिस्ट्रार
Registrar of Companies
Maharashtra, Mumbai.

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
GODHANI EXPORTS LIMITED

- I. The name of the company is GODHANI EXPORTS LIMITED.
- II. The registered office of the company will be situated in the state of MAHARASHTRA, i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.
- III. The objects for which the company is established are :-
 - A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION IS :-
 1. To carry on in India or abroad the business of commission agent, selling projects, dealers in mercantile, broker, wholesalers, showroom owners, retailers, distributors, traders, buyers, sellers, job-workers, stockists and to market, promote, organise, design, develop, cut, sort and grade or otherwise to deal in mango pulp, food items, can containers including tin container and to export, import, trade in tea, spices, vegetables and packed non-vegetarian food items, and to participate in local, national, and international trade fairs, sales exhibitions, seminars, fashion shows and all other sales promotion schemes.
 - B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE :-
 2. To carry on the business to export, import, buy, sell, resale, research, process, purify, refine, filter, assemble, disinfect, explore, extract, brand, prepare, convert, compound, mix, grade, treat, invent, manipulate, commercialize, pack, repack, and to act as consultant, commission agent, distributor, broker, adatia,

representative, intermediaries, middlemen, indentors, stockist, patent owner, trader, marketingman, transporter, C&F agent, liasioner, vendor, franchiser or otherwise to deal in all kinds of finished or semi finished products, goods, articles, facilities, conveniences and/or services in whatever form or nature they may be including (but not limited to) all agricultural products like vegetables, fruits, flowers, herbals, seeds, grains, cereals, edibles, non-edibles, commercial and non-commercial crops, food products, poultry products, dairy products and related powders, pastes, liquids, drinks, beverages, juices, jams, jelly, squashes, pickles, concentrates, extracts, essences, flavours, syrups, sarbats, and other industrial, commercial, scientific, household and/or domestic items such as all kinds of machineries, instruments, equipments, appliances, accessories, imple-ments, fittings, devices, systems, apparatus, components, parts, tools, jigs, patterns, dies, consumables, garments, goods, things, ingredients, substances, chemicals, fittings, compounds, wastes, residues, derivatives, appliances, stores, preparations, mixtures, tackles, raw materials, commodities, articles, by-products, co-products, or any other merchandise.

3. To apply for, approach & obtain status of export house or star trading house, to act as such and for the purpose to deal in all sorts of goods, articles, items, commodities, merchandise, chattels & products whether processed by the company or otherwise.
4. To carry on the business to raise, process, store, grind, clean, mix, grade, polish, cann, import, export, buy, sell, warehouse, and to act as agent, broker, stockist, indentor, consignor, merchant, adhatia, farmer, or otherwise to deal in all types of vegetables, fruits, flowers, seeds, grains.
5. To carry on the business of purchase, sell, import, export, protect, store, commercialize, or to deal in or turn to account or dispose of any kind of crops, grains, oil seeds, leaves, grass, timberse, fruits, vegetables and other produce and products, by-products, waste, and residues and to deal in all types of confectionery items, processed and or packed foods, its by-products, co-products, ingredients, compounds and related materials.
6. To carry on the business to buy, sell, trade, import, export, various dairy products.
7. To carry on the business to deal in all types, classes, descriptions, tastes, uses and packs of sausaces including chilli sauce, white sauce, tomato sauce, pumpkin sauce, vegetable mix sauce, ketchup, chutney and all other in which fruits and vegetables in any form are used.
8. To carry on the business to deal in all kinds of vegetable oils, cruide oils, refined oils, bleached and deodorized oils, hydrogenated oils, rice bran oils, deoiled cakes, poultry feeds, vegetable ghee, its derivatives, by-products, substances, ingredients, solvent extractions & residues from all types of oil seeds, and to deal in all types of oils, oilseeds, deoiled cakes, organic solvents, solvent extracted products, gums, wax, sludge, oleaginous & saponaceous substances, soap stock, chemical furfural & its derivatives, husks and other related materials of whatsoever nature.

9. For the purpose of the business to apply, approach, tender, acquire, hold, procure & obtain such rights, titles, entitlements, licences & permissions from government, semi-government, local authorities, public bodies, public institutions & government undertakings or from other authorities as may be necessary for the attainment of the objects under these presents.
10. To carry on the business to act as advisers, consultants and experts on all matters and problems concerning the activities and operations of the Company in general and to provide technical and other know-how in relation thereto.
11. 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 purpose of the objects of the company.
12. To apply for, purchase or otherwise, acquire any patent, patent right, copyright, trade marks, formula, licence, 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 benefit the company; and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
13. 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 authorised to carry on or engage in.
14. To enter into any arrangement with any Government or authority whether municipal, local or otherwise or any person, that may seem conducive to the company's objects or any of them; and to obtain from any such Government or authority any rights, privileges and concessions which the company may think it desirable to obtain; and to carry out, exercise and comply with such arrangement, rights, privileges and concessions.
15. To establish or support or aid 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 dependants of such persons; and to grant pensions and allowances, to make payments towards insurance; to subscribe or guarantee money for charitable or benevolent objects to useful objects for general public.
16. To promote any other company or companies 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 directly or indirectly benefit the company.
17. To purchase, import, take on lease, hire or otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient for the purposes of its business and in particular any land, buildings, easements, machinery, plant and stock in trade.

18. To purchase, import, take on lease, hire or otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient for the purposes of its business and in particular any land, buildings, easements, machinery, plant and stock in trade.
19. To invest and deal with money of the company, not immediately required in such manner as may, from time to time, be thought fit subject to the provisions of the Act.
20. 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 Act.
21. To borrow or secure money in such manner as the company may think fit or to make repayment of any debt, liability, perform any contract entered into or the issue of debentures, 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, or pay off any such securities.
22. 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.
23. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
24. To sell or dispose off, to improve, manage or develop the undertaking, property or rights of the company or any part thereof for such consideration as the company may think fit.
25. To adopt all such means of making known and advertising the business and products of the company as may be expedient.
26. To apply for, promote, and obtain any order, regulation, or other authorisation or enactment which may directly or indirectly benefit the company.
27. To procure recognition of company in any country or place outside India.
28. 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.
29. 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.

30. To pay out of the funds of the company all or any expenses which the company may lawfully pay for services rendered for formation, registration of the company and for promotion of any other company by it, subject to the provisions of the Act.
31. To insure any of the properties, undertakings, contracts, risk or obligations of the company in any manner whatsoever.
32. 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.
33. 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.
34. To establish or support associations, institutions, schools, hospitals, guest houses, clubs, funds and trusts which may be considered beneficial to any employee or ex-employee and to officers and ex-officers of the company or the dependants of such persons.
35. 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 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.
36. To enter into negotiation or collaboration, technical, financial or otherwise any person or Government for obtaining any grant, licence or on other terms, formula 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 authorised to produce or to deal in.
37. To act as import and export house and perform all activities connected therewith.
38. To undertake and execute feasibility studies for computerisation, setting up of all kinds of Information Technology, Telecommunication and other digital/electronic equipments and the selection, acquisition and installation thereof whether for the company or for its customers.
39. To conduct sponsor or otherwise participate in training programmes, courses, seminars, and conferences in respect of any of the objects and for spreading

or imparting the knowledge and use of digital and other modern equipments including the publication of books, journals, study/course materials and circulars.

40. To create any depreciation fund, reserve, reserve fund, sinking fund, insurance fund, or any special or other fund whether for repayment or redeemable preference shares, redemption of debentures or debenture stock, for dividends, for equalising dividends, for repairing, improving, extending and maintaining any part of the property of the company.
41. To open any kind of account in any bank and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, hundies, warrants, debentures and other negotiable instruments in the course of the company's business.
42. To establish & promote research and development centres for the business of the Company.
43. In the event of winding up, subject to the provisions of the Companies Act, 1956 or any other law for the time being in force, to distribute or dispose in specie or otherwise as may be resolved, or ordered by the court of law any movable or immovable properties or assets or any proceeds of sale or disposal of any such properties or assets of the company to shareholders, creditors and to such other persons who are entitled to receive any claim on the event of winding up.
44. The company may from time to time invite, accept and receive any gifts of immovable or movable property from any person for all or any of the objects of the company.
45. To carry on in India or in any part of the world all incidental acts and things necessary for the attainment of any of the objects under these presents.
46. To levy the charges, for any technical know-how, for financial & industrial consultancy whatsoever and to impose and recover such charges for breach, infringement, default and violation of such arrangements as may be stipulated from time to time.
47. To carry on in India or elsewhere the business as agent, commission agent, del-credre agent, C&F agent, franchiser, representative, broker, informer, correspondent or otherwise to deal in all goods, commodities, chattels, materials, services as are incidental or conducive to the attainment of the objects under these presents.
48. To receive grants, subsidies, contributions, donations, loans, advances or other moneys or deposit of whatsoever nature from state government, central government, foreign government and bodies, banks, companies, trusts or individuals for the purpose of fulfillment of objects or for such other purposes as may be directed by the donor.

49. To establish branches, franchises, depots, offices, showrooms, parlours, retail counters, service centres, and other networks in India or abroad for the purpose of business of the company and to run, maintain or discontinue such establishments as may be necessary from time to time.
50. To incorporate, float, promote, constitute or form any subsidiary company or companies or to make any existing company as the subsidiary of the company for the purpose of carrying on any business or branch of a business which the company is authorised to carry on or not, and to enter into any arrangement with such subsidiary company for sharing profits & losses of any business or branch of business as carried on, or to make any other arrangement which may seem conducive with reference to any business so carried on including power at any time to close any such branch of business.
51. To adopt all pre incorporation contracts entered into by the promoters with any person on behalf of the company by way of ratification or substitution and to remunerate any person or company for services rendered or to rendered to be the company for the formation or promotion of the company or for the acquisition of any property, licence, letter of intent, allotments, know how or similar thing by the company.
52. To employ professional experts in the field of finance, accounts, engineering, management and legal to investigate and examine into the condition, prospects, value, character, encumbrances and circumstances of any assets, property, or rights of any business concern or undertaking whether belongs to the company or otherwise.
53. To issue new equity shares, debentures, premium notes, bonds, stocks, or any other securities in lieu of services rendered by brokers, agents, underwriters, merchant bankers, advisors, and to pay for any business rights and property rights and privileges acquired or agreed to be acquired by the company and to satisfy any such obligation of the company in the aforesaid manner.
54. To approach, apply, purchase, promote, obtain, or otherwise acquire and to get transferred any act, charter, privilege, concession, quota, licence, facilities or authorisation from any government, semi government, local authorities, public sector undertakings, companies or other bodies, any order or authority for enabling the company to carry any of its objects into effect or for extending any of the powers of the company or for effecting any modification of the company's constitution or for any other purpose which is directly or indirectly beneficial to the company.
55. To carry on in India or elsewhere any objects of the company in any capacity like agent, representative, principal, carrier, broker, underwriter, trustee, contractor, trader, buyer, seller, importer, exporter, consultant, turn key contractor, supplier, fabricator, franchiser, jobworker, japanner, proprietor, manufacturer, processor, vendor, dealer, distributor, stockist, or in any other capacity either alone or in conjunction with any other person, firm, company, corporation, government body, association, societies, clubs, local authorities or other entities.

56. To provide guarantees, counter guarantees, third party guarantees or to stand as surety for the payment of money, secured or unsecured, obtained by the company from banks, financial institutions, mutual funds, public bodies, government bodies, corporations, companies, firms, individuals or other entities on commission or otherwise and to pay for the money so guaranteed in respect of promissory notes, bonds, debentures, debenture stocks, contracts, mortgages, charges, obligations, banking facilities, instruments and securities of any such entities as aforesaid.
57. To promote encourage, motivate and undertake the formation and establishment of associations or clubs as may be considered to be conducive for the advancement of the profits and interests of the company.
58. To let out on rent, on hire, lease, licence or otherwise dispose off any property, rights, privileges, titles, licences, hereditaments, plants, machineries, and trademarks of the company absolutely or conditionally on daily, weekly, monthly, yearly or on perpetual period basis in India or elsewhere and to receive rent, charges, royalties, fees, discounted value, lump-sum deposits, commuted value or other consideration there against as may be agreed by the Board of Directors of the company from time to time.
59. To provide for the welfare of employees of the Company, and the wives and the families or the dependents of such persons by contributing to building of houses, dwellings, chawls, or by grants of money, pension allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds, trust or contributing towards places of recreation, hospitals, medical and other assistances as the Company shall think fit.
60. To support, subscribe, contribute to or otherwise assist any charitable, benevolent, religious, scientific, national or any other institutions, associations, organisations, objects or purposes or for any exhibition.
61. To issue fully paid up bonus shares to the members & shareholders of the company by way of capitalisation out of the balances standing to the credit of share premium account, general reserve, revaluation reserve or such other reserve subject to such consents and approvals as may be necessary as per laws, rules and regulations prevailing in the country from time to time.
62. To borrow money from banks, institutions and other agencies for the objects of the Company at such terms as may be decided by the Board of Directors from time to time.
63. To do any other things which may seem to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property, assets or rights.
64. To do such other things as may be deemed incidental or conducive to the attainment of the above objects or any of these presence.

C. OTHER OBJECTS ARE :-

65. To invest, develop, set-up, operate, own, run, manage, activities, license or otherwise franchise, be part of, provide services, manufacture, assemble, process, import, export, purchase, sell or otherwise deal in hi-tech equipments relating to new opportunities announcements, under privatisation, liberalisation, opening-up policies/guidelines of Department of Tele-communications and/or any other government department and with a view of any kind of reform for the next millenium.
66. To carry on the business to provide total hardware and software solutions of the Information Technology and Future Technology products and services, artificial intelligence & management systems, such as computer software systems, application systems, instruments, components, parts, fittings, tools, peripherals, devices, implements, equipments, consumables, intermediates, stationeries, attachments, accessories, services, facilities and conveniences including e-commerce, mobile/paging or other communication systems, networking, medical transcription services, web portals and its related services, IIR and Payroll solutions, internet telephony and to manufacture, assemble, purchase, sell, export, import, alter, transfer, repair, lease, licence, use, dispose off, operate, fabricate, construct, distribute, design, charter, develop, acquire, market, re-condition, work upon, or otherwise deal in all or any products pertaining to the computer industry either in softwares and/or hardwares.
67. To carry on the business of advertising & publicity agents and contractors and for this purpose to purchase, sell, sponsor, hire, charter, manage, acquire, undertake, hold, provide & promote, publicity or advertising time space or opportunity on any radio station, broadcasting centre, television centre, video cassettes, audio cassettes, hoardings, neonsigns, electronic display board, cinema cable network, newspapers, magazines, souvenirs and all other present and future medias or display devices.
68. To carry on the business to manufacture, maintain, install, prepare, produce, fabricate, alter, paint, convert, finish, buy, sale, import & export all kinds of advertising and publicity material such as slides, cassettes, pamphlets, calendars, posters, hoardings, cutouts and to act as agent, broker, vendor, owner, franchiser, organiser, promoter, sponsor or manager of all sorts & descriptions of advertising and publicity business.
69. To carry on the business in all its branches to manufacture, repair, maintain, prepare, produce, fabricate, assemble, alter, buy, sell, import, export, develop, design, lease, hire, let on hire and to act as trader, agent, broker, vendor, consultant & collaborator in all types of plant and machinery, implements, components, parts, equipments, instruments, accessories, tools, tackles, materials, substances, goods or things of any descriptions or specifications, characteristics, applications and uses of tractors, power tillers, sprayers, dusters, mist blowers, threshers & other modern agriculture equipments, used for consumption of fertilisers, seeds, soils, irrigation, pesticides, insecticides and fungicides in all types of operations of farming, pericultures, sericultures, horticultures, apicultures, agricultures and forest produce & waste.

70. To carry on the business to establish, form, promote, manage, organise, handle, sponsor, operate, supervise or to float an asset management company to manage all sorts of assets of mutual funds through a duly constituted trust under the Indian Trust Act in all its branches whether open ended, close ended, or other schemes as may be approved by Securities & Exchange Board of India or other authorities from time to time under prevailing laws, rules & guidelines, and to charge such management & advisory fees and incidental expenses from mutual funds floated by it.
71. To carry on the business to own, lease, manage, run, establish, install & build workshops, garages, tyre retreading units, painting units, battery service stations, fuel stations, upholstery units, body building units and to convert, cure, finish, handle, fabricate, hire, alter, improve, clean, service, repair, shape, paint, turn to account, weld, renovate, import, export, buy, sell & equip all descriptions, specifications, varieties, sizes, shapes, dimensions, capacities, applications and uses of spare parts, components, accessories, fittings, consumables & incidental goods for the foregoing purpose.
72. To promote, encourage, establish, provide, maintain, conduct, operate, organise, subsidies, and run health clubs, beauty parlours, yoga centres, massage centres, swimming pools, gymnasiums, and to run the business as beauticians, manicurists, hairdressers, hair dyers, makers and suppliers of all kinds of wigs and to conduct classes, seminars, demonstrations, education & training programmes for betterment of body & beauty care.
73. To carry on the business of builders, contractors, designers, architects, decorators, furniture, consultants, constructors, financiers, & brokers of all types of buildings and structures and to develop, erect, install, alter, improve, add, establish, renovate, recondition, protect, participate, enlarge, repair, demolish, remove, replace, maintain, manage, buy, sell, lease, let on hire, commercialise, turn to account, fabricate, handle & control, all such buildings & structures, and to purchase, sale, or deal in all types of movable or immovable properties for development, investment, or for resale and to act as buyer, seller, importer, exporter, agent, distributor, stockists, or otherwise to deal in all types of raw materials, goods, fitting, parts, accessories, knowhow, consumables, plants & machineries, tools & tackles used for the foregoing purpose.
74. To carry on the business to produce, promote, project, participate, manufacture, manipulate, treat, process, prepare, alter, develop, expose, edit, exhibit, make, remake, display, print, reprint, convert, duplicate, finish, buy, sell, run, import, export, and to act as broker, agent, distributor, proprietor, copyright owners, video right owners, audio right owners, theater owners, dubbing right owners, cinema studio owners, dance, music and other studio owners, lab owners of all kinds of cine/video/tele films, documentary films, advertising films, TV serials, slides, slides in all languages prevailing in the world.
75. To carry on the business to construct, build, establish, erect, promote, undertake, acquire, own, operate, transport, equip, manage, renovate, recondition, turn to account, maintain, keep and to run cold storages, storage chambers, ice plants, godowns, warehouses, refrigeration houses & freezing houses, for

storing, warehousing, keeping preserving & commercialising all kinds of vegetarian and non-vegetarian foods, crops & commodities, such as vegetables, milks, milk products, seafoods, marine products, processed fish, meat, eggs, poultry products, protein foods, sweets, processed foods, fruit products, bakery products, bacons, soft drinks, liquors, medicines, chemicals, human & animal bodies and its parts, sausages, roots or other substances made from all or any of them whether kept loose, packed, canned, tinned or in any other form whatsoever and to act as buyer, seller, financier, auctioneer, stockists, distributor, importer, exporter or otherwise to deal in all sorts of commodities, vegetables, fruits, edibles and similar goods.

76. To carry on the business to act as consultant, advisor, representative, advocate, signatories, attorneys, liasioner, agent, serviceman, middleman, arbitrator, conciliator, auctioneer, liquidator, secretary & solicitor in all its branches such as legal, commercial, industrial, manufacturing, production, engineering, personnel, marketing, advertising, publicity, sales promotion, public welfare, corporate management, business management, company law, taxation, investment, portfolio management, agriculture, animal husbandry, poultry, fisheries, power generation, energy savings, insurance, banking, loan syndication, imports & exports, research & developments, software developments, computer applications, quality control, technical knowhow, geology & mining, medicine & surgery, merchant banking, underwritng, secretarial services, financial management, construction, transport and on other similar subjects and to make evaluations, feasibility studies, techno-economic feasibility studies, project reports, forecasts, surveys & rehabilitation packages and for the purpose to run, establish, maintain, provide, operate, manage, supervise, arrange and take on hire all necessary services, facilities, conveniences, equipments and to supply turnkey projects in all industries, utilities, commercial and welfare fields.
77. To carry on the business to provide, commercialize, control, develop, establish, handle, operate, hold, pack, organise, promote, service, supervise, represent, and to act as agent, concessionaires, consultants, booking agents or deal in all types of courier activities in all its branches for collecting and delivering either by own arrangements or through representatives or agents, any documents, goods, articles or things on behalf of customers from one place to another in any part of the world.
78. To carry on the business to deal in all types, descriptions, tastes, uses, and packs of consumer food items, their by products, ingredients, derivatives, residues, including foods and vegetables, packed foods, powders, pastes, liquids, drinks, beverages, juices, jams, jelly, squashes, pickles, concentrates, extracts, essences, flavours, syrups, and sarbats.
79. To carry on the business to establish, run, manage, build, take on hire or lease, organise, promote, acquire, buy, sell, convert, develop, erect, and to handle, health centres, yoga centres, immunization centers, massage houses, beauty saloons, clinics, maternity & family planning units, gymnasiums, swimming pools, hospitals, blood banks, poly clinics, natural cure centres, sona & steam bath, nursing homes, pathological laboratories, sports clubs, diagnostic centres, medical & other research centres and similar establishment.

80. To carry on the business of an investment company in all its branches and to sale, purchase, subscribe, acquire, undertake, underwrite, hold, auction, convert, or otherwise to deal in all types of shares, securities, stocks, bonds, fully convertible debentures, partly convertible debentures, non convertible debentures, debenture stocks, warrants, certificates, premium notes, mortgages, obligations, intercorporate deposit, call money deposits, commercial papers and other similar instruments whether issued by government, semigovernment, local authorities, public sector undertakings, companies, corporations, co-operative societies, and other similar organisations at national & international levels.
81. To carry on the business as designers, researchers, developers, manufacturers, buyers, assemblers, modifiers, installers, reconditioners, sellers, hirers, sublessors, market makers, dismantlers, repairers, operators, exporters, importers, distributors, and to act as agent, broker, adatia consignor, C & F agent, indenting agent, representative, correspondent, franchiser, stockist, supplier, vendor, transporter, collaborator, export house or otherwise to deal in all its branches in automatic, semi automatic, manual and other types of tools, tackles, instruments, apparatus, systems and equipments.
82. To carry on the business to manufacture, produce, assemble, alter, acquire, build, convert, commercialize, design, develop, display, demonstrate, equip, fabricate, repair, maintain, modify, market, machine, recondition, remodel, import, export, buy, sell, resale, research and to act as agent, broker, financier, stockist, supplier, contractor, consultant, engineer, collaborator or otherwise to deal in all types of automatic, semi-automatic, digital, electronic instruments, equipments, apparatus, machineries, tools, their parts, fittings, components, and accessories used in healthcare, treatment, diagnosis, research, test cure, operation and for saving life of living-being.
83. *To carry on the business deal in all kinds, classes, applications, specifications, descriptions, characteristics, colours and uses of papers whether coated, glazed, polished, corrugated, laminated or otherwise and any raw materials, intermediates, ingredient, substances, consumables.*

IV. The liability of the members is limited.

- V. (a) The Authorised share capital of the Company is Rs.5,00,000/- (Rupees Five lakhs only) divided into 50,000 (Fifty thousand) equity shares of Rs.10/- (Rupees Ten only) each.
- (b) The minimum paid up capital of the Company shall be of Rs. 5,00,000/- (Rupees five lakhs) only.

We, the several persons whose names, addresses and description are subscribed hereunder are desirous of being formed into a company, in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite to our respective names.

Name, address, description and Occupation of each Subscriber	Number of Equity Shares taken by each Subscriber	Signature of Subscribers	Signature of witness and his name address, description and occupation
1. PRAVINKUMAR LALJIBHAI GODHANI S/o. Laljibhai Godhani D/5, Siddhi-Vinayak Soc. Flat No. 11, Sector-8, Sanpada, Navi Mumbai 400 703. Business	5000 Equity Shares of Rs.10/- each (Five thousand)	Sd/-	Witness to Subscriber Nos. 1, 2 & 3. Sd/-
2. Mrs. TRUPTI PRAVINKUMAR GODHANI W/o. Pravinkumar Godhani D/5, Siddhi-Vinayak Soc. Flat No. 11, Sector-8, Sanpada, Navi Mumbai 400 703. Profession	5000 Equity Shares of Rs.10/- each (Five thousand)	Sd/-	JITENDRA P. SHAH S/o. Prabhudas P. Shah A/11, Lijjat Ganga Sane Guruji Nagar, Mulund (East), Mumbai 400 081. Chartered Accountant
3. RAHUL CHATURBHAI PATEL S/o. Chaturbhai Madhavjibhai Patel 208, Archana, Sector-17, Plot No. 18, Vashi, Navi Mumbai, Pin 400 703. Business	100 Equity Shares of Rs.10/- each (One hundred)	Sd/-	Witness to Subscriber No. 4 Sd/-
4. KAUSHIK KANUBHAI MALANI S/o. Kanubhai M. Malani Block 525, Sector-27, Gayatri Society, Gandhi Nagar - 382 027. Business	100 Equity Shares of Rs.10/- each (One hundred)	Sd/-	MAHESH H.KHATTAR S/o. Hardas T. Khattar 509, Poddar Arcade, Varachha Road, Surat 395 006 Business
5. GHANSHYAM DHIRUBHAI KOTHIYA S/o. Dhirubhai Kothiya A-2, Sahyog Apartments, Om Nagar Society, Parvat Patiya, Surat 395 010. Business	20,000 Equity Shares of Rs.10/- each (Twenty thousand)	Sd/-	Witness to Subscriber Nos. 5 & 6 Sd/-
6. RAMESHBHAI DHIRUBHAI KOTHIYA S/o. Dhirubhai Kothiya 28, Om Nagar Society, Parvat Patiya, Surat-10 Business	19,600 Equity Shares of Rs.10/- each (Nineteen thousand and six hundred)	Sd/-	KIKANI HARJI M. S/o. Kikani Madhavjibhai B/44, Shakti Chambers, L.H. Road, Surat Business
7. KALUBHAI JADAVBHAI TARAPARA S/o. Jadavbhai Tarapara Near Doctor House, Lathi Road, Amreli 365 601. Business	100 Equity Shares of Rs.10/- each (One hundred)	Sd/-	Witness to Subscriber Nos. 7 & 8. Sd/-
8. VAJUBHAI JADAVBHAI TARAPARA S/o. Jadavbhai Tarapara Keria - Nagas Road, Navrang Society, Amreli 365 601. Business	100 Equity Shares of Rs.10/- each (One hundred)	Sd/-	Dr. RAMESH D. GHODASARA S/o.Damodar Ghodasara Nr. Doctor House, Lathi Road, Amreli. Doctor
TOTAL	50,000 (Equity Equity Shares (Fifty thousand))		

Place : Mumbai; Dated : 20.10.2002.

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
GODHANI EXPORTS LIMITED

1. Subject as hereinafter otherwise provided the regulations contained in Table 'A' in the Schedule I of the Companies Act, 1956 shall apply to this Company except so far as they have been impliedly or expressly modified by what is contained in the Articles hereinafter mentioned.

**Adoption of
'Table 'A'**

INTERPRETATION

2. In the interpretation of these Articles, the following expressions shall have the following meaning, unless repugnant to the subject or context :

**Interpretation
Clause**

- (a) "The Act" or "The said Act" means The Companies Act, 1956, or any statutory modification or re-enactment thereof for the time being and from time to time in force. **"The Act" or
"The said Act"**
- (b) "Auditors" means and includes those persons appointed as such for the time being by the Company. **"Auditors"**
- (c) "The Board" or "The Board of Directors" means a meeting of the Directors duly called and constituted, or as the case may be, the Directors assembled at a Board, or the requisite number of Directors entitled to pass a Resolution by circulation in accordance with these Articles or the Directors of the Company collectively. **"The Board" or
"the Board of
Directors"**

- "Capital" (d) "Capital" means the Share Capital for the time being raised or authorised to be raised for the purposes of the Company.
- "The Company" or "this Company" (e) "The Company" or "this Company" means GODHANI EXPORTS LIMITED.
- "Debenture" (f) "Debenture" includes Debenture-stock and "Debenture Holder" means the Registered Holder from time to time of the Debentures of the Company.
- "Directors" (g) "Directors" means the Directors for the time being of the Company, or as the case may be, the Directors assembled at a Board.
- "Dividend" (h) "Dividend" include bonus.
- "Gender" (i) Words importing the masculine Gender also include the feminine Gender.
- "Member" (j) "Member" means the duly registered holder from time to time of the shares of the Company and includes the subscribers to the Memorandum of Association of the Company and the beneficial owner(s) as defined in clause (a) of sub-section (1) of Section 2 of the Depositories Act, 1996.
- "Meeting" or "General Meeting" (k) "Meeting" or "General Meeting" means a Meeting of the members duly called and constituted in accordance with these Articles and any adjourned holding thereof.
- "Annual General Meeting" (l) "Annual General Meeting" means a General Meeting of the Members held in accordance with the provisions of Section 166 of the Act and any adjourned holding thereof.
- "Extra Ordinary Meeting" (m) "Extra Ordinary General Meeting" means a General Meeting of the Members (other than an Annual General Meeting) duly called and constituted and any adjourned holding thereof.

- (n) "Month" means a Calendar month. "Month"
- (o) "Office" means the Registered Office for the time being of the Company. "Office"
- (p) "Paid-up" include credited as paid-up. "Paid up"
- (q) "Persons" includes firms, corporation as well as individuals. "Persons"
- (r) "Register of Members" means the Register of Members to be kept pursuant to the Act. "Register of Members"
- (s) "The Registrar" means the Registrar of Companies of the State in which the office of the Company is for the time being situate. "The Registrar"
- (t) "Secretary" means a Company Secretary within a meaning of Clause (c) of Sub-Section (1) of Section 2 of the Company Secretaries Act, 1980 (56 of 1980) and includes any other individual possessing the prescribed qualifications and appointed to perform the duties which may be performed by a Secretary under this Act, and any other ministerial or administrative duties. "Secretary"
- (u) "Seal" means the Common Seal for the time being of the Company. "Seal"
- (v) "Share" means share or any class of share capital of the Company, and includes stock except where a distinction between the stock and share is expressed or implied. "Share"
- (w) Words importing the singular number includes, where the context admits or requires, the plural number and vice-versa. "Singular Number"
- (x) "Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto by Section 189 of the Act. "Ordinary Resolution" and "Special Resolution"
- (y) "Year" means the Calendar Year and "Financial Year" "Year"

shall have the meaning assigned thereto by Section 2(17) of the Act.

"Written" and
"In writing"

- (z) "Written" and "In writing" shall include printing, lithography and any other mode or modes or representing or reproducing words in a visible form.

"These Articles"

- (aa) "These Articles" means the Articles of Association for the time being of the Company or the Articles of Association as altered from time to time by special resolution.

"Alter" and
"Alteration"

- (bb) "Alter" and "Alteration" shall include the making of additions and deletions.

Save as aforesaid any words or expressions defined in the Act shall, unless repugnant to the subject or context bear the same meaning in these Articles.

"Beneficial
Owner"

- (cc) "Beneficial Owner" shall mean the beneficial owner as defined in clause (a) of subsection (1) of Section 2 of the Depositories Act, 1996.

"Depositories
Act"

- (dd) "Depositories Act" means the Depositories Act, 1996 and shall include any statutory modification(s) or re-enactment thereof for the time being in force.

"Depository"

- (ee) "Depository" shall mean a depository as defined under clause (e) of sub-section (1) of Section 2 of the Depositories Act, 1996.

"Securities"

- (ff) "Securities" means such securities as may be specified by the Securities and Exchange Board of India (SEBI) from time to time.

CAPITAL

Capital

3. (a) The Authorised Share Capital of the Company is Rs.5,00,000 (Rupees Five lakhs only) divided into 50,000 (Fifty thousand) Equity Shares of Rs. 10/- each. The paid up capital of the Company shall be minimum of Rs.5 lacs.

Power to
alter Capital

- (b) The Company shall have power to increase or reduce or to divide the shares in the capital for the time being into

several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by regulations of the Company and consolidate or sub-divide the shares and issue shares of higher or lower denominations.

4. Any unclassified shares of the Company for the time being (whether forming part of the original capital or of any increased capital of the Company) may be issued either with the sanction of the Company in General Meeting or by the Board with such rights and privileges annexed thereto and upon such terms and conditions as the General Meeting sanctioning the issue of such shares may direct, and if no such direction shall be given and in all other cases as the Directors shall determine and in particular, such shares may be issued with a preferential or qualified right to dividends and in distribution of assets of the Company, and any preference shares may be issued on the terms that are or at the option of the Company are liable to be redeemed. **Unclassified Shares**

ISSUE AND REDEMPTION OF PREFERENCE SHARES

5. Subject to the provisions of Section 80 of the Act, the Company shall have power to issue Preference Shares which shall be cumulative and are liable to be redeemed at any time after the expiry of five years and on or before ten years from the date of allotment by giving 3 months notices, and the resolution shall prescribe the manner, terms and conditions of redemption. **Issue of Redeemable Preference Shares**

6. Subject to the provisions of the Act, the Company shall have the power to issue cumulative convertible preference shares to which the following provisions shall apply : **Cumulative convertible preference shares**

- (a) The dividend payable on the said shares shall be on a preferential basis and shall be at such rate as may be prescribed or permitted under the applicable rules and regulations prevailing at the relevant time.
- (b) All such shares shall be converted into equity shares any