

**\*\* The Companies Act, 2013 COMPANY LIMITED BY SHARE**

**MEMORANDUM OF ASSOCIATION**

**OF**

**@\*\*SHANTHALA FMCG PRODUCTS LIMITED**

I. The Name of the company is @\*\*SHANTHALA FMCG PRODUCTS LIMITED.

II. The Registered Office of the company will be situated in the state of Karnataka.

III. The Objects for which the company is established are:

**\*\* (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To deal in any commodities, goods, merchandise, electronic goods and act as agents, wholesalers, , super stockiest, distributors or retailers for branded products and for that purpose buy sell, distribute, stock, maintain or otherwise deal in all kinds of commodities, goods, articles and to carry on the agency business.

2. \* To purchase & acquire land / building and establish guest house, home stays, holiday resorts, villas, summer houses, motels and carry on hospitality business therein.

*\*Adopted by shareholders by passing a special resolution at the Extra- Ordinary General Meeting held on March 16, 2018.*

*@Amended vide special Resolution passed by the members of the company at the Extra-ordinary General Meeting held on April 3, 2023.*



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

1. To enter into any contracts/ joint venture /development agreement with Indian or Foreign individuals, firms, companies, or other organizations for technical, or any other assistance for carrying out all or any of the objects of the company or for development of infrastructure facility.
2. To apply for purchase or otherwise acquire and protect and renew in any part of the world any patents, patent rights, trade marks, designs, licenses, concessions, and the like concerning any exclusive or non-exclusive or limited right to their use, or any nearest or other information as to any invention which may seem capable of being used for any of the purposes of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise, develop or grant licenses, franchisee to agents in respect of or otherwise, in turn to account the property, rights, or information to be acquired and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
3. To be interested in, promoting and undertaking the formation and establishment of such institutions, business pools, combined syndicates-industrial, trading or manufacturing as may be considered to be conducive to the interest of the company and to acquire promote and / or subsidize any industry or undertaking which may seem to the company capable of being conveniently carried on in connection with any of the main objects of the company or otherwise calculated directly or indirectly to render any of the company's properties or rights for the time being profitable.
4. To purchase or otherwise acquire and undertake the whole or any part of the business property, rights and liabilities of any person, firm or company, carrying on any business which this company is authorized to carry on and to purchase, acquire, apply for, hold, sell and deal in shares, stocks, debentures of any such person, firm or company and to conduct, make or carry into effect any arrangement in regard to the winding up of the business of any such person, firm or company.



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5. To amalgamate, enter into any partnership or partially amalgamate with or acquire interest in the business of any other company, person, firm carrying on or engaged in, or about to carry on or engage in any business or transaction included in the objects of the company or enter into any arrangements for sharing of profits or losses or for any union of interest, joint venture, reciprocal concession or co-operation, or for mutual assistance, with any such person, firm or company, or to acquire, carry on any other business (whether manufacturing or otherwise) auxiliary to the main business of the company or connected therewith and to give or accept by way of consideration, any of the acts or things aforesaid or property acquired, any shares, debentures, or securities that may be agreed upon and to hold and retain or sell, mortgage, and deal with any shares, or other securities so received.

6. To apply for, tender, purchase or otherwise acquire any contracts and concession for or in relation to the construction, erection, equipment, improvement, management, administration or control of works and convenience and to undertake, execute, carry out, dispose of or otherwise in turn to account the same.

7. To purchase, take on lease or in exchange, hire or otherwise acquire immovable or movable property and any rights or privileges which the company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easement, machinery, plant and stock-in-trade and either to retain any property so acquired for the purposes of the company's business or to turn the same to account as may seem expedient.

8. To purchase, hire or otherwise acquire vehicles for the company.

9. To undertake the payment of all rent and the performance of all covenants, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or be otherwise acquired by the company.

10. To give guarantee for the performance or discharge of any obligations, liabilities, duties or the payment of monies by any persons, firms and companies or Government of States and to give indemnities.

11. Subject to the provisions of the Act, to remunerate (by cash or otherwise or by the allotment of fully or partly paid shares or by a call or option on shares, debentures, or



*P. Rao*



securities of this or any other company) whether out of the company's capital, profits or otherwise, to any person, firm or company, for services rendered or to be rendered in introducing any property or business to the company, or for any other reason which the company may think proper.

\*\*12. Subject to the provisions of the companies Act, 2013 to make donations either in cash or other assets to such persons or institutions and in such cases as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to the Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national public or other institutions, objects for any exhibition or for any public, general or other objects and to establish and support or aid the establishment and support of associations, institutions, funds, trusts, and conveniences for the benefit of the employees or ex-employees (including Directors) of the company or its predecessors in business or of persons having dealings with the company or the dependents, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and houses either by way of annual payments or lump sum, to make payments towards insurance, to form and contribute to provident and benefit funds for such persons.

\*\*13. Subject to the provisions of the Companies Act, 2013, to invest, apply for and acquire or otherwise employ monies belonging to, or at the disposal of the Company upon securities and shares with or without security upon such terms as may be thought proper and from time to time vary such transactions in such manner as the Company thinks fit.

14. To lend or deposit monies belonging to or entrusted to or at the disposal of the Company to such person or Company and in particular to customers and others having dealings with the Company with or without security, upon such terms as may be thought proper and guarantee the performance of the contracts by such person, firm or Company, but not to do the business of banking as defined in the Banking Regulation Act, 1949.

15. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company.

16. To open accounts with any bank or banks and to deposit monies therein and to draw and endorse cheques on and to withdraw monies from such accounts and generally operate



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upon the same (whether overdraft or not) as may be required for any of the objects or purpose of the company.

\*\*17. Subject to the applicable provisions of companies act, 2013, to borrow or raise money with or without security or receive money at interest or otherwise, in such manner as the Company may think fit and in particular by the issue of debentures perpetual or otherwise whether convertible into shares of this or any other Company and in security of any such money so borrowed, raised, or received, to mortgage, pledge or charge the whole or any part of the property, assets or revenue of the Company, present or future including its uncalled capital and to purchase, redeem or pay off any such securities.

18. To sell, mortgage, assign, or lease and in any other manner deal with or dispose of the undertakings of the property of the Company or any part thereof whether movable or immovable for such consideration as the Company may think fit and in particular for shares, debentures or other securities of any other Company having objects altogether or in part similar to those of this Company.

19. To improve, manage, develop, alter, exchange, lease, mortgage, abandon or otherwise deal with all or any part of the property, rights and concessions of the Company.

20. To act as contractors, suppliers, importers and exporters for any company, firm or organization in furtherance of any of the objects of the company,

21. To indemnify members, officers, directors, agents and employees of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company for any loss, damage or misfortunes whatsoever which shall happen in the execution of the duties of their offices or by relation thereto.

22. To refer any dispute, claim or demand by or against the company to arbitration and observe and perform the awards.

23. To aid pecuniary or otherwise any association, body or movement having for its object



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the solution, settlement, or surmounting of industrial or labour problems, disputes or troubles or the promotion of industry, science, education, knowledge, art or trade.

24. To pay all the costs, charges, expenses of and incidental to the promotion, formation, registration and establishment of the Company and issue of its capital including costs, charges, expenses of negotiations and contracts and arrangements made prior to and in anticipation of the formation and incorporation of the Company.

25. To undertake and execute any trusts, the undertaking whereof may seem desirable either gratuitously or otherwise.

26. To distribute any of the properties of the Company amongst the members in specie or kind upon the winding up of the Company.

27. To take over the business or branch of a business which this Company is authorized to carry on by any means, or through the agency of any Company or Companies, subsidiary or otherwise, and to enter into any arrangement with such Company for sharing the profits and bearing the losses of any business or branch so carried on, or for financing any such Company or guaranteeing its liabilities, or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time, either temporarily or permanently to close any such branch or business.

28. To take or otherwise 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 so as directly or indirectly to benefit this Company.

\*\*29. Subject to the provisions of Companies Act, 2013, to appoint directors or managers of any subsidiary company or of any other company, firm or undertaking in which this Company is or may be interested.

30. To establish or promote in establishing any Companies for the purpose of acquiring all or any of the property, rights and liabilities of the company or for any other purpose and to underwrite, subscribe for or otherwise acquire all or any part of the shares, or other securities of any such Company.

31. To apply for, promote and obtain any act, charter, privilege, concession, license permit authorization of any Government Central or State or Municipality, provisional order or

*P. Ravi*



license or any authority for enabling the Company to carry on 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 may seem expedient and to oppose any actions, proceedings, applications which may seem calculated directly or indirectly, to prejudice the Company's interests.

32. To do all things necessary, suitable, proper for the accomplishment of any of the purposes or the attainment of the main objects for the furtherance of any of the powers here- after set for, either alone, or in association with other corporate bodies, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to, growing out of or connected with aforesaid business or powers or any part or parts thereof, provided the same be not inconsistent with laws of the Union of India.

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

##V. The Authorised Share Capital of the Company is INR 11,00,00,000 (Indian Rupees Eleven Crores only) divided into 1,10,00,000 (One Crore Ten lakhs) Equity Shares of INR 10 (Indian Rupees Ten only) each.

*#Amended vide Ordinary Resolution passed at the Extra- Ordinary General Meeting of the company held on March 27, 2023.*

*##Amended vide Ordinary Resolution passed at the Extra- Ordinary General Meeting of the company held on March 27, 2023.*

*\*\*Amended vide special Resolution passed by the members of the company at the Extra-ordinary General Meeting held on June 12, 2023.*



We, the several persons, whose names, addresses and descriptions are hereunder subscribed, 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:

Names, addresses, descriptions and occupations of subscribers	No. of Shares taken by each subscriber	Signature of subscriber	Signature, names, addresses, descriptions and occupations of witnesses
<p>Mr. Bantwal Manjunath Mallya S/o Bantwal Pundalika Mallya</p> <p>Manjunatha Nivas, New Extension, Race Corse Road Madikeri - 571201</p> <p>Occ - Business</p>	49000	Sd/-	<p><b><u>Witness to both the Signatures</u></b></p> <p>U K Prasad Rao S/o U K BhaskarRao Rehaman Complex, 2<sup>nd</sup> Floor, Above SBM, Near Service, Bus Stand, UDUPI-576101 CAMP: Madikeri</p> <p>Occ - Company Secretary C.P No. - 6016</p> <p>Sd/-</p>
<p>Mrs. Shobitha Malya D/o Bantwal Keshava Baliga</p> <p>Manjunatha Nivas, New Extension, Race Corse Road Madikeri- 571201</p> <p>Occ - Business</p>	1000	Sd/-	
<b>Total</b>	<b>50000</b>		

Dated This 6<sup>th</sup> Day of February, 2014 at Madikeri

*Handwritten signature*

