

**UNDER THE COMPANIES ACT, 1956**

**(1 of 1956)**

**COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION**

**OF**

# **AVANTI FEEDS LIMITED**

- I. The Name of the company is "AVANTI FEEDS LIMITED."
- II. The Registered Office of the Company will be situated in the State of Andhra Pradesh.
- III. The objects for which the Company is established are:
  - (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :
    1. To carry on the business of importers, exporters and manufacturers of and dealers in all kinds of tobaccos, Cigars, Cigarette filter materials of all descriptions, Cigarette shells, slides boxes including printing of whatsoever process and any other articles and things required by or convenient to smokers' requisites.

2. To establish and carry on the business of rearing, catching, culturing, hatchery, breeding, cultivating, harvesting all varieties of marine products such as shrimp, prawn, lobster, crab, fish, shell-fish or other aquatic animals or plants or part thereof, whether in inland waters or in seas or on land by operation of mechanised trawlers, boats, country boats or otherwise and to process through manual, mechanical, chemical and such other means and to pack and prepare them or any product or bye-product there from for sale and delivery in foreign and inland markets.
3. To manufacture, produce, make, process, mix, refine, prepare, pack, store, sell, import, export and deal in all kinds of machinery, equipment, medicines, chemicals, feeds, supplements, nutritives and additives used in aquaculture, poultry and live stock and to act as procurers, processors, dealers, importers, representatives, consultants and collaborators in all matters relating to the business of aquatic products, poultry products and other live stock products and their bye products.
4. To generate electrical power by conventional, non-conventional methods including coal, gas, lignite, oil, bio-mass, waste, thermal, solar, hydel, geo-hydel, wind and tidal waves.
5. To promote, own, acquire, erect, establish, maintain, improve, manage, operate, alter, carry on, control, take on hire/lease power plants, co-generation power plants, energy conservation projects, power houses, transmission and distribution systems for generation, distributions, transmission and supply of electrical energy and buy, sell, supply, exchange, market, function as a licencees and deal in electrical power, energy to the State Electricity Board, State Government, Appropriate Authorities, Licencees, Specific Industrial units and other consumers for industrial, commercial, agricultural household and any other purpose in India and elsewhere in any area to be specified by the State Government, Central Government, Local Authority, State Electricity Boards and any other competent authority in accordance with the provisions of Indian Electricity Act, 1910 and /or Electricity (supply) Act, 1948 or any statutory modifications or re-enactment thereof and rules made there under.
6. To establish captive power plants on a co-operative basis for a group of industrial and other consumers and supply power to the participants in the co-operative effort either directly or through the transmission lines of the State Electricity Boards or other authorities by entering into appropriate arrangements.

Inserted through postal ballot resolution passed on 6<sup>th</sup> June, 2005.

**(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINEMENT OF THE MAIN OBJECTS ARE :**

1. To manufacture, buy, sell, exchange, import, alter, improve, manipulate, prepare and otherwise deal in all or any kind of plants, machinery, tools, instruments, insulators, cables, wires, materials and things necessary or convenient for carrying on all or any of the aforesaid business.
2. To establish agencies, appoint or employ Directors, engineers, managers, administrators, clerks, executives, accountants, advisors, consultants, scientists, counsel, solicitors, advocates, attorneys, workers or other persons, representatives, distributors, commission

agents, underwriters, contractors, sub-contractors in India and elsewhere for the design, development, engineering, manufacture, sale, purchase, exchange, hire, distribution, supply or otherwise of the products of the Company or for carrying out any of the objects of the company or in connection therewith and to discontinue the same and to provide for remuneration of such persons for their services by payment in cash, kind or otherwise or by the issue of shares, debentures or other securities of the Company.

3. To acquire by concession, erection, construction, grant, purchase, lease, licence or otherwise either absolutely or conditionally and either solely or jointly with any person, firm, company, body authority, any buildings, lands, factories, any establishment, offices, workshops and other privileges, rights and hereditaments, any machinery, plants, utensils and all other movables and immovables of any description in India or elsewhere and to use, sell, lease, hire or otherwise dispose of any or all of them as the company may deem fit.
4. To promote, establish, improve, develop, administer, own and run service shops, repair shops or workshops, to maintain, repair, refine, manipulate, alter, improve any plants, machinery, implements, accessories, appliances, apparatus, tools, goods or things of any description capable of being used in any activity which the Company is competent to undertake or being used by any customer or person having dealings with the Company or can only be dealt in by Company or can only be dealt in by persons engaged in any such business which may seem capable of being profitably dealt with by the Company and to manufacture, import, export, buy, sell or otherwise deal in things of all kinds.
5. To buy, sell, purchase, rent, hire, lease or otherwise acquire or dispose of and deal in machines, machine tools, jigs, tools and dies, instruments, equipments and appliances, implements, conveniences, provisions and all other things capable of being directly or indirectly in connection with the business of the Company or required by the workmen and other employees of the Company and generally carry on any business of a character similar to or analogous to the business of a company or any other business or other works of manufacture or service which may seem to the company capable of being carrying on advantageously or profitably combines with or in connection with the objects of the Company or send to directly or indirectly enhance the value of or render profitable any of the property or rights of business of the Company.
6. To carry on import and export business in any of all types of goods, stuffs and things, plants, machinery, equipment, tools, apparatus, raw materials and components, which this Company is authorized to manufacture or deal in.
7. To pay out of the funds of the Company all costs, charges and express of, and incidental to, the promotion, formation, registration and establishment of the Company and the issue of its capital, and to remunerate or make donations to any person for services rendered or to be rendered in introducing any property or business to the Company or to any other persons that the Company may deem fit.
8. To extend money or other assets, properties, skills, resources, manpower in experimenting upon and testing and improving or securing and protecting any process or processes, patents, inventions or patents research or product development or protecting

any inventions which the Company may acquire or propose to acquire or deal with.

9. To apply for, purchase or otherwise acquire and obtain any patents, brevets d' invention, licenses, permissions, trade marks, concessions, processes and the like conferring any exclusive or limited right (either in point of time or otherwise) and to use the same or any secret or other information which may seem capable of being used for any purpose of the Company of the acquisition of which may seem directly or indirectly to benefit the Company and to use, develop or grant licenses in respect of otherwise turn to account any such patents, inventions, licences, permissions, concessions, processes and the like and the information so acquired.
10. To promote, establish, and / or acquire membership or any companies, associations, syndicates or other suitable organizations for setting up or establishing any business which would directly or indirectly benefit the Company and to make investments, payments, contributions, subscriptions or otherwise therefor.
11. To train or to pay for the training in India or abroad of any apprentice, technical or professional personnel, skilled or unskilled labour or any other person, either in the present or likely to be in the employment of, or engaged in rendering any service to the Company, its customers or associates, which training in the opinion of the Company and in its day-to-day working, knowledge, management, administration, including research either in the field or in the laboratories.
12. To establish, maintain, subscribe to or subsidise or become member of training institutes, research laboratories, research institutions and experimental workshops for scientific and technical research and experiments and to encourage, promote and award scholarships, grants to any employee, workmen or any other person or otherwise reward studies, researches, investigations, experiments, tests and inventions of any business which the company is authorized to carry on.
13. To raise or receive money in deposits at interest or otherwise borrow or overdraw from banks, firms, companies, corporations, Government or private parties or from any authorities, municipal or local in such manner as the Company may think fit and in particular by the issue of shares, debentures or other securities including those convertible into shares of this borrowed, raised or received, to mortgage, pledge, hypothecate or charge the whole or any part of the property, assets or revenue of the Company present or future including its uncalled capital by special assignment or otherwise or to convey or transfer the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient, and to purchase, redeem to pay off any securities.
14. To draw, accept, make, endorse, discount and negotiate promissory notes, hundies, bills of lading, bills of exchange and other negotiable instruments connected with the business of the Company.
15. To lend money to such persons and on such terms as may seem expedient and in particular to members of the staff, customers and others having dealings with the Company and to guarantee performance of the contracts by any such persons, but not to do the business

of banking within the meaning of the Banking Companies Act, 1949.

16. To make advances of such sum or sums of money upon or in respect of or for rendering of any services to the Company, purchases of raw materials, goods, machinery, stores or any other property, articles and things required for the purpose of the Company upon such terms with or without security as the Company may deem expedient.
17. To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any property of the Company or for any other purpose conducive to the interest of the Company.
18. To give guarantee for the payment of money or for the performance of any obligation or undertaking and to pay or receive earnest money or security deposit for execution of any contract or for obtaining any contract for the Company.
19. To enter into partnership or into any arrangements for partnership, amalgamation, union of interest, cooperation, joint venture, reciprocal concession or otherwise at any place in this Country or elsewhere with any person, corporation, firm, body corporate or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on which may seem capable of being carried on or conducted so as to directly or indirectly benefit the Company and to lend money to, to guarantee the contracts of or otherwise acquire and hold shares or securities of any such person, firm, body corporate or company and to sell, hold reissue with or without guarantee or otherwise deal with the same and to sell, transfer, hire, lease any plant, machinery, building, asset, properties, rights to such person, firm, body corporate or companies for consideration in cash, shares of profit, securities or other manner of such persons, firm, body corporate or company.
20. To acquire, construct and maintain land, sites, factories, plants, establishments, works, buildings and to acquire or required to be used for any such purposes and to carry on as principals or agents any branch of manufacture or business for which the Company's properties may be conveniently applicable consistently with all other objects.
21. To make available any of the plant, equipments, facilities, buildings, land communications, facilities, calculating and other machines to or use those of any other person, firm, corporation or body corporate for such time and on such terms and for such or advantageously carry on its business.
22. To promote and form and to be interested in and to form and to be interested in and to take hold and dispose of shares in any subsidiary or other companies, for all or any of the objects mentioned above and to any such company and property of this Company and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such company and to subsidise or otherwise assist such company.
23. To make donations or give subscriptions to charities, private or public or private trusts or societies or for other useful objects, public causes educational, technical, managerial, social, business events or activities and to establish and support or aid in the establishment and running and support of associations, institutions or provident, pension loan or other funds for the benefit of the staff and employees or ex-employees of the

company and of their wives, widows, children and dependents and to contribute towards the premium on any insurance on the lives of any such staff or employees and to grant pensions, gratuities or other financial assistance, either temporary or permanent, to any of such staff or employees or their wives, widows, children or dependents upon such terms and conditions as may be deemed expedient.

24. To produce the incorporation or other recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business and to apply or join in applying to any Parliament, Court, Government, local municipal or other authorities and bodies of any foreign state for any acts of Parliament, laws, decrees, concessions, orders, rights, privileges, that may seem conducive to the interest of the Company on its members and to oppose in all and every lawful manner and steps or acts prejudicial to the interests of the Company or its members.
25. To improve, manage, work, develop, lease, mortgage, sell, abandon or otherwise deal with or any part of the properties, rights and concessions of the Company.
26. To enter into contract with and take up indents from any person, individual, firm, company, body corporate or any Government, either State or Central or any other authorities, municipal, local or foreign, for manufacture, assembly and supply of goods, materials, articles or plant and machinery of every description and to arrange for the performance of such contracts and indents and to have the goods, materials, articles, plant and machinery manufactured, assembled and supplied.
27. To acquire and hold shares in any other company, and to pay for any properties, rights or privileges acquired by this Company either in cash or by shares of this Company, partly in shares and partly in cash or otherwise and to give shares or stocks of this Company in exchange for shares or stocks of any other company.
28. 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 Company having objects altogether or in part similar to those of this company.
29. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.
30. To pay for out of the funds of the Company any liabilities, taxes, duties, debts, obligations, any demands, dues or accounts of whatsoever nature of the partnership firms or of the partners in connection with the business or other affairs of the firm that may have been incurred or arisen or contracted at any time prior to the date of this deed or at any time thereafter.
31. To do such other acts, deeds and things as are incidental or conducive to the attainment of any or all objectives or which may conveniently be carried on and done in connection therewith or which may be calculated directly to preserve or enhance the value of or render profitable or marketable any business or property of the Company.

**(C) OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE :**

1. To carry on business as share and stock brokers, underwriters, sub-underwriters, agents and brokers for taking hold, dealing in, converting stock, shares and securities of all kinds, brokers for all types of mutual funds, brokers for debentures, bonds, Government securities of all kinds and to carry on the above business in India and abroad.
2. To carry on all or any of the business of Investment Company and to invest in and acquire and hold and otherwise deal in shares, stocks, debentures, debentures stock bonds, Government Securities and any other Securities, financiers of industrial, commercial and other enterprises and general financiers, subject to the provisions of the Banking Regulations, 1949.
3. To carry on as employment and recruitment consultants and render consultancy in the fields of personnel and public relations.
4. To carry on all or any of the business of printers, stationers, lithographers, paper and ink manufacturers and dealers in or manufacturers of any other articles or things of a character similar to or analogous to the foregoing or any of them or connected there with for the purpose of publication of magazines, books, leaflets and such other material to enhance the business of the Company.
5. To act as agents for the investment, loan, payment, transmission and collection of money and for the purchase, sale and improvement, development and management of property, including business concerns and undertakings, to act as manufacturers' representatives for the distribution, sale or propagation of articles of any kind, description and generally to transact and undertake all kinds of agency business, whether in respect of agricultural commercial or financial matters.
6. To carry on the business of general carriers, clearing and forwarding agents, shipping agents etc., to establish and maintain transport services and to make available facilities to the public for the transportation of people and goods of all kinds and description.
7. To carry on the business of insurance agents or claim settling agents or surveyors for all or any kind of insurance for merchandise of every description whatsoever of the Company.
8. To undertake, promote, assist, takeover, engage, establish and run all kinds of educational institutions, training centers and charitable institutions.
9. To carry on the business of promoters, developers of all kinds of places of tourism attraction.
10. To carry on the business of livestock breeding, poultry or diary farming or fishing and other related fields of business.
11. To carry on the business of builders of offices and / or the commercial and residential complexes, owners, estate owners, real estate agents and contractors.
12. To carry on all kinds of agency business in relation to the investment of money, sales of

business property or undertakings and the collection and receipt of money, to contract with leaseholders, borrowers, annuitants and others for the establishment, accumulation, provision and payment of funds on such terms and conditions as may be decided.

13. To carry on the business of giving on lease or rent, or sell under a scheme of hire purchase or instalment, marine and other food processing equipments, components, consumable and accessories thereof.
14. To carry on agriculture, orcharding, horticulture, floriculture, sericulture, apiculture, fishery and pisciculture.
15. To carry on the business of extraction of oil from all oil bearing commodities and seeds by solvent extraction process or otherwise.
16. To engage in and carry on the business of hotel, restaurant, café, rest house, Beer-house, Refreshment room and Lodging-house keepers, Convalescing homes, for the purposes of conducting all of any of the main objects effectively or to run the same independently in order to supplement the resource of the Company.
17. To carry on and undertake the business of manufacturers, producers, dealers, exhibitors, importers, and exporters of cinematographic films either talkies or silent and to deal manufacture, import, export and hire each and every apparatus, machinery or accessory appertaining thereto.
18. To carry on the business of civil, electrical, mechanical contractors and to manufacture and supply building materials of all description.
19. To carry on the business of manufacturers, mechanical engineers, iron founders, manufacturers of agricultural implements and their machinery, fitters, toy makers, brass, founders, metal makers, metallurgists, cladders, Galvanisers, Printers, Electrical engineers, Water supply engineers, packing case makers, dealers in steel frames, frame makers, carriers, automobile consultants, electric platters, wood workers, builders, tool makers, pattern makers.
20. To carry on the business of manufacturers, producers, refiners, processors, distributors, wholesalers, retailers, importers, exporters and dealers of Petro-Chemicals, alcohol, alcohol based drugs and chemical products of all kinds and of whatsoever nature either organic or inorganic.
21. To manufacture, purchase, sell, import, export and deal in all kinds of soaps, detergents and other cleaning, washing, refining and bleaching agents, synthetic detergents, anti foam agents etc., for domestic, industrial, scientific and technological purpose, toilet cosmetics, soap, lime soda ash, caustic soda, sodium carbonate, sodium silicate, potassium, carbonate, potassium hydroxide and all other alkalies.
22. To buy, sell, manufacture, refine, prepare, import and deal in all kinds of soaps, oliginuous and sponaceous and all kinds of ingredients like sulphur, sulphuric acid, dodcyl benzene, vegetable, animal fats, all sorts of perfuming agents, deodrising agents, glycerine, solvents of organic and inorganic origins.



23. To manufacture, sell, purchase, import and export and otherwise deal both as wholesalers and retailers in food products and allied consumer goods.
24. To carry on the business of water products and manufacturers of India rubber, leather cloth, plastic oilcloth, linoleum, tarpaulins, hospital sheetings and surgical handbags.
25. To carry on the business of spinners, weavers, doublers and manufacturers of cotton, thread silk, artificial silk, woolen, linen, flax hemp, jute and other yarns and fibrous materials and substances or substitute for any of them.
26. To carry on the business of manufacturers of and dealers in natural and all kinds of synthetic fiber material and converters of synthetic and natural fibers including fiber glass into materials like cloth, tapes ropes, twines and similar types for use in rubber and plastic goods manufacturing and for industrial and commercial uses.
27. To carry on the business as financiers, capitalists, undertake, procurement and negotiation of loans of every description, Housing Finance, Leasing, Factoring, Financing on Hire Purchase, for the above purpose and to work as distributors, dealers, agents of all kinds of Plant and Machinery, Motor Vehicles, Tractors, Aircrafts, Computers, Lifts, office Equipment, Radios, Record Players, T.V. Sets, Video Sets, Cameras, Refrigerators and all other goods and equipments which the Company may deem fit.
28. To acquire, invest, own, development agricultural lands, commercial lands and to prepare building sites and to construct, reconstruct, pull down, alter, improve, decorate, furniture and maintain flats, business centres, factories, works and conveniences of all kinds and to lay out roads, develop fruit gardens, pleasure gardens, recreation grounds and to purchase machinery used on land, in Plant, works, wagons, carts and other machinery used on land, in water and air, live and dead stock, stores effects, stock-in-trade, patents, inventions, trade makers, rights, privileges and to deal with such properties by way of sale, lease, mortgage or otherwise as deemed fit.
29. To buy, sell, deal, barter, import, export whether as wholesalers, retailers, exporters or importers or as principles or agents or brokers or otherwise goods, commodities, products, software consumables, articles, chatties and effects of all kinds and to carry on the business and all other activities generally carried on by general merchants and agents.

**IV. THE LIABILITY OF THE MEMBERS OF THE COMPANY IS LIMITED.**

- V. The Authorized Share Capital of the Company is Re.15,85,00,000/- (Rupees Fifteen Crores Eighty Five Lakhs only) divided into 15,85,00,000 (Fifteen Crores Eighty five lakhs only) equity shares of Re.1/- (Rupee One only) each with power for the Company to issue any part of its capital with or without any preferential, limitations, exclusions or any other things, terms and conditions and with power to vary, modify, amalgamate or abrogate all or any of such rights, privileges, preferences, deferments, limitations, exclusions or any other terms or conditions.



We, the several persons whose names and addresses 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 our respective names:

Sl. No.	Names & Addresses, Descriptions and occupation of Subscribers & Signatures	Number of Shares taken by each Subscriber	Names & Addresses, Description of occupation & Signature of Witness
1.	Sd/- Alluri Venkateswara Rao S/o Sri Bapineedu B-106, 6-3-680, Pasha Court, Somajiguda, HYDERABAD.  <i>Occupation : Business</i>	27,900 (Twenty Seven Thousand Nine hundred only)	Sd/- <b>1) K. AJAY KUMAR</b> S/O SRI K.V. SUBBA RAO <b>CHARTERED ACCOUNTANT KARVY &amp; Company</b> 6-1-68/2, Saifabad, Hyderabad - 500 004.
2.	Sd/- Smt. Dandamudi Venkata Ratnavathi W/o Sri Satya Narayana Siri Apartments, 2nd Floor, Ashok Nagar, 4th Line, GUNTUR.  <i>Occupation : Business</i>	7,000 (Seven thousand only)	Sd/- <b>2) KUTUMBA RAO VELLANKI</b> S/o Sri Purnachandra Rao <b>CHARTERED ACCOUNTANT KARVY &amp; Company</b> 6-1-68/2, Saifabad, Hyderabad - 500 004.
3.	Sd/- Sri Kami Reddy Rama Mohan Rao S/o Sri Raghavaiah Kannapuram, Polavaram Taluk, West Godavari Dist.  <i>Occupation : Business</i>	15,000 (Fifteen Thousand only)	Sd/- <b>2) KUTUMBA RAO VELLANKI</b> S/o Sri Purnachandra Rao <b>CHARTERED ACCOUNTANT KARVY &amp; Company</b> 6-1-68/2, Saifabad, Hyderabad - 500 004.
4.	Sd/- Smt. Nutakki Naga Ratna W/o Sri Ram Prasad Road No. 7, Banjara Hills, HYDERABAD.  <i>Occupation : Business</i>	15,000 (Fifteen Thousand only)	

Place : Hyderabad

Date : 1-06-1992

Sl. No.	Names & Addresses, Descriptions and occupation of Subscribers & Signatures	Number of Shares taken by each Subscriber	Names & Addresses, Description of occupation & Signature of Witness
5.	<p>Sd/- Sri Goda Suresh Kumar S/o. Sri Surya Prakasha Rao 210, 6-3-1102, Manjari Apartments, Rajbhavan Road, Somajiguda, HYDERABAD.</p> <p><i>Occupation : Business</i></p>	<p>20,000 (Twenty Thousand only)</p>	<p>Sd/- <b>1) K. AJAY KUMAR</b> S/O SRI K.V. SUBBA RAO <b>CHARTERED</b> <b>ACCOUNTANT</b> <b>KARVY &amp; Company</b> 6-1-68/2, Saifabad, Hyderabad - 500 004.</p>
6.	<p>Sd/- Sri Alluri Indira Kumar S/o Sri Venkateshwara Rao 6-3-903/B/1, Somajiguda, HYDERABAD.</p> <p><i>Occupation : Business</i></p>	<p>15,000 (Fifteen Thousand only)</p>	<p>Sd/- <b>2) KUTUMBA RAO</b> <b>VELLANKI</b> S/o Sri Purnachandra Rao <b>CHARTERED</b> <b>ACCOUNTANT</b> <b>KARVY &amp; Company</b> 6-1-68/2, Saifabad, Hyderabad - 500 004.</p>
7.	<p>Sd/- Sri Nuttaki Ram Prasad S/o Sri Bhanu Prasad Road No. 7, Banjara Hills, HYDERABAD.</p> <p><i>Occupation : Business</i></p>	<p>100 (One Hundred only)</p>	
	<b>TOTAL NUMBER OF EQUITY SHARES TAKEN :</b>	<b>1,00,000</b> (One Lakh only)	

Place : Hyderabad  
Date : 1-06-1992