

THE COMPANIES ACT, 2013¹
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF WHITE ORGANIC AGRO LIMITED²

- I. The name of the Company is White Organic Agro Limited².
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. The objects for which the Company is established are:

A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:³

1. To Manufacture, Import, Export of Rough Diamonds and to export duly manufactured Cut and Polished Diamonds and for that purpose to carry on the manufacturing activities of diamonds and converting Rough Diamonds into polished diamonds by way of Cutting Polishing and Assorting of Diamonds and also to do the job work of Diamond Cutting, Polishing and Assorting Activities.
2. To Manufacture, Cut, Cleave, Assort, Polish, Buy, Sell, Export, Import and to deal in rough diamonds, Polished Diamonds, Industrial Diamonds, Precious Stones and Semi Precious Stones, either on its own account or on account of constituents, buyers, indentors, importers, processors, converters and manufacturers.
3. To carry on the business of agriculturist for all kinds of crops, grains, pulses, spices, dry fruits, other edible products, plantation of trees of all types and production of all kinds of organic food products, fruits, vegetables, dairy, forestry, agricultural, horticulture, tea, coffee, rubber, mineral, cotton, silk, cereals, cotton - silk, vetiveria, wood, lac culture, timber, fuel, floriculture, bee keeping, fodder raising, seeding and manufacturing, trading, Processing of Agriculture products and allied activities including but not limited to manufacture and cultivation of hi- tech system design of irrigation projects, drip irrigation and work of eco development and thereby carry on business of manufacturers, buyers, sellers, dealers, importer, exporters, whole - sellers, retailers and distributors of agro based products and carry on organic farming, Lease Farming and contract farming and also to do the business of organic certification of land, setting up of processing unit of all kind of food products, set up and maintain warehouse, cold storages and all kinds of storage spaces, to run, establish and maintain retail shops for all the products in which the Company deals.⁴

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A):⁵

4. To purchase, sell, Import, export, repair or otherwise deal in all kinds of Diamonds, Gems and Jewellery.
5. To carry on the business of manufacturing and dealing in trade, Agents, Commission Agents, importers, exporters and. resellers of diamonds, Gems and Jewellery.

¹ References of Companies Act 1956 replaced with Companies Act, 2013 vide special resolution passed through postal ballot on 20th September, 2016.

² Name of the Company changed vide special resolution passed at the Extraordinary General Meeting of the Company held on 22nd November, 2016

³ Heading of Clause III - A Altered as per provisions of Companies Act, 2013 vide special resolution passed through postal ballot on 20th September, 2016

⁴ Inserted vide special resolution passed through postal ballot on 20th September, 2016.

⁵ Heading of Clause III - B Altered as per provisions of Companies Act, 2013 vide special resolution passed through postal ballot on 20th September, 2016

6. To acquire, purchase, start, run, erect, maintain, buy, sell, or dispose of land, buildings, factories, workshops, foundaries, mills, equipments, machinery, plant, components, accessories, spares, tools, raw materials, industrial undertakings, warehouses, godowns, shops, . departmental stores, offices, cellars, vaults, wagons, power station's, gas works, water works, water tanks, staff and workers quarters, roads, ways, sidings, bridges and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company and to contribute, subsidise or otherwise aid by taking part in any such operations.
7. To buy, sell, plant, exchange, hire, let on import, export, dispose of and deal in machinery, spare parts, which may be required for the purposes of any of the business which the Company authorised by (this memorandum).
8. To purchase, construct, take on lease or tenancy or in exchange, hire, take options over or otherwise acquire any estate, lands, buildings, easements or other interest, rights In immovable properties, and to hold, develop, work, cultivate, deal, grant concessions, licences, privileges, claims, leases, options, which may appear to be necessary or convenient for any of the business of the Company and to sell, lease, mortgage, hypothecate or otherwise dispose of or grant rights over any immovable property belonging to the Company.
9. To purchase, charter, hire, or otherwise acquire vehicles for the business of the Company.
10. To offer and enter into contracts and agreements for services In connection with the undertaking of marketed surveys and for development of market, in any part of the world for raw materials, precious and semi precious stones and for that purpose to act as superintendents, surveyors, valuers and analysers.
11. To enter into any like or barter business Involving the exchange or purchase and sales of any of the products and allied items dealt in by the Company.
12. To acquire by the purchase, lease, assignment or otherwise lands, tanements, buildings, basements, rights and advantages of any kind whatsoever and the same to resale mortgage, let on lease or otherwise deal with.
13. To extend the business of the Company, from time to time by acquiring, purchasing or taking on lease any other lands with 'or without buildings and machinery standing thereon, situated in India,
14. To raise or borrow money from time to time for any of the purposes of the Company by receiving advance of any sum of sums of money with or without security upon such terms as the Directors may deem expedient and in particular by taking deposits *Iron* or credits or open accounts current with any individual or firm, including the agents of the Company or any banker or bankers (whether with or without giving security), or by nortaging or selling or receiving advances 6n the sale of any lands, buildings, machinery goods or other property of the Company, or by the issue of debentures or debenture-stock, perpetual or otherwise charged upon all or any of the Company's properties (both present and future) including its uncalled capital or by such other means as the Directors may in their absolute discretion deem expedient, subject to the provisions of Section 73¹ and Directives of the Reserve Bank of India.
15. To act In conjunction with units or associate, create or constitute or assist In creating or constituting any other company or Association of a kind similar wholly or partially to this Company and to buy up or to absorb any part? of the whole of such company or Association.
16. To invest surplus funds in shares, and sell stocks, debentures, debenture stock, bonds obligations and securities issued, or guaranteed by any company constituted or carrying

on business in India or in any foreign country, and debenture, debenture stock, bonds, obligations, securities, issued or guaranteed by any Government, Sovereign Rule, Commissioners, Public Body, or authority supreme, municipal local or otherwise whether at home or abroad.

17. To apply, for promote and obtain any Act, charter privilege, concession, licence, authorisation of any Government, State or Municipality, provisional order or licence of any authority for enabling the Company to carry on any of its objects into effects, or for extending any of the powers of the Company, and to oppose any proceedings or applications which may seem calculated, directly or indirectly to prejudice the Company's interests.
18. To make donations to any person or institutions, in cash or any other assets and also to subscribe, contribute or otherwise assist or guarantee money for charitable whether private or public, specific or discretionary, scientific, religious or benevolent, national, public or other institutions or objects or any exhibition or for any public object and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts whether public or private.
19. To refer or agree to refer any claims, dispute, of any other question, by or against the Company, or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representatives, or between the Company and third parties^,, to arbitration in India or at any place outside India and to observe and perform and to do all acts, deeds, matters, and things to carry out or enforce the awards.
20. To adopt such means of making known the business of the Company as may seem expedient, and in particular any advertising whether in India or outside India in the press, by circulars, by publication of books and periodicals, and by granting prizes, regards and donations.
21. To draw, make, accept, endorse, discount, execute and issue bills of Exchange, promissory notes, bills and lading, warrants, debentures, and other negotiable or transferable instruments or securities.
22. To amalgamate, enter into partnership or acquire interest in the business of any other company, person or firm carrying on or engaged in any business, or transactions or for sharing profits, or for co-operation or for limiting competition or for mutual assistance, with any such person, firm or company, having technical knowhow whether indigenous or foreign.
23. To apply for, take out, obtain, purchase or otherwise acquire and turn to account any copyrights, licences, concessions, patent rights, or inventions, .privileges, trade marks or secret processes which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop or grant licences in respect of, or otherwise turn to account the property, right or information, to acquire and to expend money in experimenting upon and testing and Improving or seeing to improve any patent rights, inventions, discoveries, process or information of the Company or which the Company may acquire or propose to acquire.
24. To undertake the payment of all rents and the performance of all covenants, conditions and agreements contained in an reserved by any lease that may be granted or assigned to or be otherwise acquired by the Company.
25. To acquire and take over as a going concern by purchase^ of, or on lease and to undertake, to carry on the whole or any part of the business together with the goodwill and trade name, property, rights and liabilities or any person or persons, firm or any company carrying on any business, any part of the purposes which is within the objects of the company or which the Company is authorised to carry on and to pay for the same

by shares, debentures, debenture-stock, bonds, cash or otherwise, and to conduct and carry on liquidate and wind up any such business.

26. To invest and deal with the moneys of the Company not immediately required in immoveable properties, shares, stocks, bonds, debentures, obligations or others securities of any company or association or In Government Securities or in current or deposit account with banks or on the mortgage of Immovable properties of any tenure or on the pledge of movable property or in any other manner as may from time to time be determined by the Directors of the Company for the time being and from time to time, sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary on that behalf.
27. To advance and/or lend money, either with or without security and generally to such persons, firms, associations, trusts, corporations, companies, upon such terms and conditions as the Company may think fit.
28. To give guarantee for the performance or discharge of any obligations, liabilities, duties or the payments of moneys by any persons, firms and companies or Governments of States and to give indemnities.
29. To guarantee the payment of money unsecured or secured by or payable under or in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instruments, and securities of any company or of any such authorities, supreme, municipal, local or otherwise or of any persons whomsoever, whether incorporated or not incorporated and, generally to guarantee or become sureties for the performance of any contracts or obligations.
30. To place, to receive, or to distribute as bonus shares among the members or otherwise to apply, and moneys received by way of premium or shares, or debentures issued at a premium by the Company and any moneys received in respect of forfeited shares and moneys arising from the sale by the Company of forfeited shares.
31. Subject to the provisions of the Companies Act, 2013¹ to distribute among the members in specie any property of the Company or any proceeds of sale or disposal of any property of the Company in the event of winding up.
32. To draw, make, issue, accept, transfer and endorse, discount, execute, and negotiate promissory notes, hundies, bills of exchange, cheques, drafts, bills of lading, letters of credit, delivery orders, dock-warrants, railway or transport receipts, warehouse-keepers, certificate and other negotiable or commercial or mercantile instruments connected with the business of the Company.
33. To open account with any bank or banks and to deposit moneys therein and to draw and endorse cheques on and to withdraw moneys from such accounts and generally operate upon same (whether overdraw or not) as may be required for any of the objects or purposes of the Company.
34. To insure any of the persons, properties undertakings, contracts, guarantee or obligations or profits of the Company of every nature and kind in any manner whatsoever.
35. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental stations, work-shops, for scientific and technical researches, experiments and tests of all kinds and to promote studies and research both scientific and technical investigations and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, training colleges, schools and other institutions for training, lectures, meetings and conferences and by providing the remuneration of scientific or technical professors, or teachers and by providing for the award of exhibitions, scholarships, prizes, and grants and parasaries to students or

otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.

36. To provide for the welfare of the Directors, ex-directors, employees or ex-employees of the Company or Its predecessors in business and the wives and families of the dependents or connections of such persons by building or contributing to the building of houses, dwellings, chawls, or quarters or by grants of moneys, pensions, gratuities, allowances, bonuses, awards, profit sharing or other scheme or trust and by providing or subscribing or contributing towards places of instruction or recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to establish, maintain and grant scholarships, to any persons for technical study * and education in India and elsewhere which may be necessary or useful for any of the objects of the Company, and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise..
37. To aid, pecuniarily, or otherwise, any association or movement having for an object the solution, settlement or surmounting of Industrial or labour problems or troubles or the promotions of Industry or trade.
38. To do the above things and call such things, as are incidental or may be conducive to the attainment of the objects or any of them in any part of India or elsewhere and as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others.
39. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies, and dependencies thereof in any or all foreign countries and for this purpose to appoint managers, agents, either on salary and commission and to have, maintain, and to discontinue, such number of offices and agencies, therein as may be convenient; and
40. To deal in or engage in the manufacture to means and materials required for the packing and preservation and despatch of finished and unfinished and goods, raw materials, articles, required for the Company.
41. To receive any gifts of immovable or movable property and offerings or voluntary donations or bequested and legacies either from the shareholders, director or from any other person with or without any special conditions, and to invest or deal with the same.
42. To issue of capital, shares, stocks, debentures, debenture-stock or other securities and to hold and deal in shares, stock and securities of any company,* notwithstanding there may be liability thereon.
43. To remunerate or otherwise assist any person, firm or Company for the services of technical nature rendered in India or elsewhere for conducting any research or experiments which may be calculated directly, to enhance the intrinsic value of the products of the Company or which, may seem capable of being profitably dealt with in connection with any of the business of the Company.
44. To provide for the welfare of the officers, employees, ex-officers and ex-employees of the Company and wives, widows and families or the dependents or the connections of such persons, buildings or contributing to the building of houses, dwelling or chawls or any grant of money, pensions, allowances, bonus or other payments; or by creating and from time to time subscribing or contributing to provident or other associations, manufacturers, drapers furnishing and general warehousemen in all its branches.

45. To carry on the business of export, import, manufacturing either on its own account or on account of constituents, buyers, indentors, sellers, distributors, importers, exporters, converters, in agricultural farm, dairy, food, milk and dietetic products, poultry, animal and marine products, tea and Coffee Plantation and its products, yarn, cloth, readymade garments, plastics, engineering, scientific, instruments, furnitures, machineries, spares, accessories, ferrous and Non-ferrous Metals.⁶

AND IT IS HEREBY DECLARED THAT:-

- i. The objects incidental or ancillary to the attainment of main objects of the Company as aforesaid shall also be incidental or ancillary Co the attainment of the other objects of the Company herein mentioned.
 - ii. The word "Company" (save 'when used with reference to this Company) in this Memorandum shall, be deemed to include any individual, any partnership or other body or association of persons, whether incorporated or not and wherever domiciled.
 - iii. The objects set forth in each of the several clauses of paragraph III hereof shall extend to any part of the world.
 - iv. Nothing in this paragraph shall authorise the Company to do any business which may fall within the purview of the Banking Regulation Act, 1949, or the Insurance Act, 1938.
- IV. THE LIABILITY OF THE MEMBERS IS LIMITED AND THIS LIABILITY IS LIMITED TO THE AMOUNT UNPAID, IF ANY, ON SHARES HELD BY THEM.
- V.
- a. ⁷ ⁸ ⁹The Authorized Share Capital of the Company is Rs. 70,00,00,000/- (Rupees Seventy Crores only) divided into 7,00,00,000 (Seven Crores) Number of Equity Shares of Face Value Rs. 10/- (Rupees Ten only) each with a power to Board of Directors to increase or reduce the capital and to consolidate or sub divide the shares and issue shares of higher or lower denomination and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges and conditions attached thereto as may be determined by or in accordance with the articles of association of the company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time be permitted by the articles of association of the company or the legislature provisions for the time being in force in that behalf.
 - b. The rights of the holders of any class of shares, for the time being forming part of the capital of the Company may be modified, altered, varied, extended or surrendered with consent in writing of the holders of three-fourths of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the issued shares of that class.

⁶ Altered vide special resolution passed through postal ballot on 20th September, 2016.

⁷ Clause V (a) Altered vide special resolution passed through postal ballot on 22nd November 2016

⁸ Clause V (a) Altered vide special resolution passed at the Extraordinary General Meeting of members on 28th January, 2019.

⁹ Clause V (a) Altered vide special resolution passed through postal ballot (deemed to be recorded) on 28th February, 2022.

We the several persons whose names and addresses are subscribed below are desirous of being formed into a company in pursuance to 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 and Descriptions of the Subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Name, address and description of witness
SUNAY S. KOTHARI SURESHCHANDARA P. KOTHARI 21, Hughes Road, Prabhuta Bldg., 3rd Floor Bombay 400 007. Business	10 (TEN)	Sd/-	Witness for Both Sd/-
AJAY K. KAKKAD S/O. KANUBHAI KAKKAD 602, Vasant, Gandhigram Road, Juhu, Bombay 400 049. Business	10 (TEN)	Sd/-	NAWAL KISHOR JALAN B.Com, LL.B., F.C.A., S/o. TARACHAND JALAN 1A, Mayur Apartments, Dadabhai x Road No.3, Vile Parle (West), Bombay 400 056
Total....	----- 20 (Twenty only)		

Bombay: