

THE COMPANIES ACT, 2013
(PRODUCER COMPANY LIMITED BY SHARES)

MEMORANDUM OF ASSOCIATION

OF

XYZ PRODUCER COMPANY LIMITED

- I The name of the Company is “**XYZ PRODUCER COMPANY LIMITED**”
- II The registered office of the company will be situated in the State of Uttar Pradesh.
- III The objects for which the Company is established are:

(A) THE MAIN OBJECTS TO BE PURSUED ON ITS INCORPORATION ARE:

1. To carry on the business of production, procurement, marketing, processing, storage, bottling, packing, marketing and trading of all agricultural, horticultural, vegetables, medicinal, spices crops, Handicrafts, poultry, goat-keeping, Beekeeping and trading of all Agro inputs like Seeds, Manure, fertilizers, pesticides, farm machinery and Farm Tools etc.
2. To undertake Organic production programme, processing & Certification, Export & trade business (as per National and International norms & Standards) of all agricultural, Horticultural Vegetables Crops and Dairy products their allied forms, by the members of the company. It will include Import & hire of goods and services in all forms, for the benefit of the members.
3. To manufacture, sell or supply machinery, equipment or consumables mainly to the members and non members also.
4. To render technical services, consultancy services, training, research and development and all other activities for the welfare and promotion of the interests of its members.
5. To enable producers to get insurance for themselves, their family members, employees, and for the there livestock and other productive assets as also for their primary produce.
6. To promote the techniques of mutuality and mutual assistance, including thrift and savings among member and collaboration & linkage with similar organizations.
7. To undertake any welfare measures or provide facilities for the benefit of the members, as decided by the Board.
8. To finance the production, procurement, processing, marketing and other activities mentioned above, including the extension of credit facilities or any other manner of financial services to the members of the company.

9. Any other activity ancillary or incidental to any of the above mentioned activities (1-9) or other activities, which promote the principles of mutuality and mutual assistance amongst the members in any other manner.

The objects of the company shall not be confined to only one state and they shall extend to the whole of India and outside India also.

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

1. To carry on the business of Agro input procurement and distribution, production related extension support, produce storage, processing, Trading, marketing and selling, regarding all agricultural, Grain, cereal, Pulses and Oil Seeds crops like Rice, Soybean, wheat, Gram, Maize, Pigeon- Pea, Pea, Black & Green Gram, Lentil, Mustard, Groundnut etc, all vegetables like Tomato, Potato, Onion, Chilli etc, all Spices like Coriander, Turmeric, Ginger, fruits and medicinal crops grown by its members.
2. To undertake the activity of seed production (including nursery raising, plant saplings) and seed marketing of various crops.
3. To contract/outsourcing some of the services like seed, seed procurement, ploughing, implements to other bodies/agencies for the promotion of the interest of its members.
4. To acquire and take over any business or undertaking carried on, upon or in connection with/without any land or building which the Company may desire to acquire as aforesaid or become interested in the whole or any of the assets and liabilities of such business or undertaking and to carry on the same or to dispose or remove or put an end thereto.
5. To acquire, purchase, start, run, erect and maintain lands, building, factories, workshop, nursery raising on common lands or private lands, seed go-down, cold storage, warehouses, branch offices, depots and showrooms for the business of the company.
6. To acquire and/or give to/from any person, firm or body corporate incorporated whether in India or elsewhere, technical information, know how, processes, engineering, manufacturing and operating data plants, layouts and blue prints useful for the design, erection and operation of plants required for any of the businesses of the Company and to acquire any grant of licenses and other rights and benefits in the foregoing matters and things.
7. To invest any money of the Company in the equity or preference shares or debentures of any company where such investment fulfils the business objects of the Company and to invest any money of the Company not immediately required for the purposes of its business in such investments or securities as may be thought expedient including, but not limited to, securities issued and/or guaranteed by Central or State Government, Corporations, Trusts and Financial institutions.
8. To carry out in any part of the world all or any part of the Company's objects as principal, agent, factor, trustee, contractor either alone or any conjunction with any other person, firm, association, body corporate or government agency or the government department.
9. To secure or discharge any debt or obligations of or binding on the Company in such manner as may be thought fit and in particular by mortgage, charges upon the

undertaking and all or any of the assets and properties (present and future) and the uncalled capital of the Company or by the creation and issue on such terms as may be though expedient of debentures, debenture-stock or other securities of any description or by the issue of shares credited as fully or partly paid up.

10. To purchase or otherwise acquire, sell, dispose off, concerns and undertakings, mortgages, charges, annuities, for certain period or on deferred basis, patterns, license, securities, concessions, policies, book debts and claims, any interests in real property and any claim against such property or against any person or company.
11. To amalgamate, enter into partnership or into any arrangements for sharing profits or losses, union of interests, co-operation, joint ventures or reciprocal concessions with any person or company carrying on or engaged in or about to carry on or engage in or which can be carried on in conjunction there with or which is capable of being conducted so as directly or indirectly to benefit the Company and to give or accept by way of consideration for any of the acts or things aforesaid or properties acquired, any shares, debentures, debenture-stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.
12. To become member of and to communicate with any Chamber of Commerce and other mercantile and public bodies in India or abroad and to advise on, consult, promote and support measures for the protection, advancement, growth of commerce and industry and for protection and welfare of persons engaged therein.
13. To undertake and execute any trust or discretion the undertaking whereof may seem desirable and the distribution amongst the beneficiaries, pensioners or other persons entitled to thereof, any income, capital, annuity or other sums or moneys or other properties whether the periodically or otherwise and whether in money or in specie in furtherance of any trust, discretion or other obligations or permissions.
14. To lend money to and guarantee the performance of the obligations of and the payment of interest on any stocks, shares and securities of the company, firm or person in any case in which such loan or guarantee may be considered likely directly or indirectly to further the objects of this Company and generally to give any guarantee whatsoever which may be deemed likely, directly or indirectly, to bank to benefit the company or its members.
15. To apply for tender, purchase or otherwise acquire any contracts, sub-contract, license and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake, execute, carry out, dispose off or otherwise turn to account the same.
16. To dedicate, present or otherwise dispose off either voluntarily or for value any property of the Company deemed to be of national, public or local interest to any

national trust, public body, museum, corporation or authority or any trustees for or on behalf of the same or on behalf of the public.

17. To promote, assist or take part and appear or plead evidence before any commission, investigation, inquiry, trial or hearing whether public or private relating to matters connected with any trade, business or industry.
18. To sublet all or any of the works, contracts from the time to time and upon such terms and conditions as may be thought expedient.
19. To form, manage, join or subscribe to any syndicate, pool or cartel for the business of the Company.
20. Subject to the provision of the Companies Act, 1956 to distribute among the members in specie any property of Company or any proceeds of sale or disposal of any property in the event of winding up.
21. To enter into any arrangement with any Government Authority, state, municipal, local or otherwise or any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such Government authority, person or Company any rights, privileges, charters, license and concession, which the Company may think fit and desirable to obtain and to carry out, exercise and comply therewith.
22. To apply for, promote and obtain any act, charter, order, regulation, privilege, concession, license or authorization of any Government, State or Municipality or any Authority or any Corporation or any Public body which may be empowered to grant for enabling the Company to carry on its objects into affect or for extending any of the powers of the company or for affecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any bills, proceedings, applications which may seem calculated directly or indirectly to prejudice the Company's interest and to appropriate any of the Company's shares, debentures, debenture-stock or other securities and assets to defray the necessary cost, charges and expenses thereof.
23. To make donations to such persons or institutions either of cash or any other assets as may be thought directly or indirectly conducive to any of Company's objects or otherwise and in particular to remunerate any person or corporation introducing businesses to this also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions or objects or for any exhibitions of any public, general or other objects.
24. To refer or agree to refer any claims, demands, disputes or any other questions 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 any places outside

India and to observe and perform awards made thereon and to do all acts, deeds, matters and thing to carry out or enforce the awards in accordance with the provisions of law relating to arbitration from time to time.

25. To pay, out of the funds of the Company, all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company.
26. To pay for any rights of properties acquired by the Company and to pay or to remunerate any person or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in Company's capital or any debentures, debenture-stocks or other securities of the Company or in or about the formation or promotion of the Company or the acquisition of properties by the Company for the purpose of the Company whether by cash payment or by the allotment of shares, debentures, debenturestocks or other securities of the Company credited as paid-up in full, part or otherwise as the case may be.
27. To open current or fixed deposit accounts with any bank, bankers, shroffs, or merchants and to pay into and draw money from such accounts and to draw, make endorse, discount and execute all types of negotiable instruments.
28. To insure the whole or any part of the property and personnel of the Company either fully or partially, to protect and indemnify any part or portion thereof either on mutual, principal or otherwise basis.
29. To employ experts to investigate and examine into conditions, value, character and circumstances of any business, concerns and undertakings having similar objects and generally of any assets, property or rights.
30. To carry on any branch of business any where in India, which this Company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on or for finance any such subsidiary, guaranteeing its liabilities or to make any other arrangement which seems desirable with reference to any business or branch so carried on including the power and provision at any time either temporarily or permanently to close any such branch or business.
31. To take part in the management, supervision, conduct and control of the business or operations of any company or undertaking having similar objects and for that purpose to appoint and remunerate the directors, trustees, accountants or other experts, personnel or agents for any such operations or purpose.
32. 32. To accept as consideration for or on lieu of the whole or any part of the Company's properties either land or cash or Government security or securities guaranteed by the Government or shares in joint stock companies or partly the one and partly the other

and such other properties or securities as may be determined by the Company and to take back or acquire the property so disposed off by repurchasing or taking lease the same at such price or prices and on such terms and conditions as may be agreed upon by the Company.

33. To let on lease or license or on hire purchase or to lend any properties belonging to the Company and to finance for the purpose of any article whether made by the Company or not by way of loans or by hire purchase system.
34. To sell, purchase, mortgage, grants, easements and other rights over and in any other manner deal with the undertakings, properties, assets both movable and immovable, rights, effects of the Company or any part thereof and whether real or personal for such consideration as the Company may think fit and in particular for share, debenture, debenture-stock, securities of any other company whether or not having objects altogether or in part similar to those of the Company and to make advances upon the security of land and/or buildings and/or other properties movable and/ or any interest therein and to take or hold mortgages, liens and charges, to secure the payment of the purchase price or any unpaid balance of the purchase price of any part of the Company's property of whatsoever kind sold by the Company and money due to the Company from the purchaser and others.
35. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or any other purpose whatsoever conducive to the interest of the Company.
36. To adopt such means of making known the business/activities of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibitions of works of art or interest, by publication of books and periodicals by employing audio-visual media or by granting prizes, rewards and donations
37. To raise or borrow money from time to time for any of the purposes and objects of the Company by receiving advances of any sum or sums with or without security upon such terms as the Directors may deem expedient and in any particular by taking deposits from or open current accounts with any individual or firms, including the agents of the Company, whether with or without giving the security or by mortgaging or selling or receiving advances on the sale of any lands, buildings, machineries, goods or other properties of the Company or by the issue of the debentures or debenture-stocks, 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 Directors may in their absolute discretion deem expedient.

IV. The liability of the members is limited.

V. 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.

VI. The names, address and occupations of the subscribers, who, being producers, shall act as the first directors in the company is as follows:-

S.No.	Name, Father name, address and Occupation of Subscriber	Signature of Subscribers
1.		
2.		
3.		
4.		
5.		

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

S.No.	Name, Father name, address and Occupation of Subscriber	Number of Equity shares	Signature of Subscribers	Name, Addresses, Occupation and Signature of Witness
1.				
2.				
3.				

4.				
5.				
6.				
7.				

8.				
9.				
10.				

Place:

Date: 01-Januray-2020