

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
BANSISONS TEA INDUSTRIES LIMITED

I. Name of the Company is BANSISONS TEA INDUSTRIES LIMITED.

II. The Registered Office of the Company will be situated in the State of Gujarat*.

III. The object for which the Company is established are:

A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION SHALL BE FOLLOWING :

1. To undertake and acquire by purchase of or otherwise or to establish works for the business of brewers, distillers and manufacturers of and merchants and dealers in beer, wines, spirits aerated waters and liquors of every description whether intoxicating or not and to carry on the. business of bottlers, canners, preservers, scoopers, dehydrators, malters, manufacturers, dealers, merchants of fruit herbs, vegetable, plants and liquors of every description including India made foreign liquors, country liquors by products there from tonics, vitamin beverages, flavoured drinks, nectors, punch, vinegar, acetic acid, glucose, porter, malts, hops, carbonic acid gas, mustard, pickles, sauces and all or any other commodity and things which may be conveniently used of manufactured in conjunction with any of the above business.
2. To carry on the business as manufacturers, purchasers, sellers or otherwise dealers of jars, masks, corks, bottles, crates and other packing material used in the Industry and purchase take on lease or otherwise acquires land, buildings, vineyards, gardens and other places for growing, keeping, brewing, preparing and storing of land, products, plants or other things as may be requisite for carrying on the said business.
3. To commence and carry on the business of planters growers, producers. curors, manufacturers, merchants and exporters of tea, coffee, pepper and other produce and derivativer of soil and to do agricultural, seri cultural, horticultural, social forestry and nursery business and for the same cultivate lands, estates and render marketable the produce any products of any estates, lands or properties of the Company and to turn such produce, products, estate, land and/or properties to account.

B. Objects Incidental or Ancillary to the Attainment of Main Objects:

1. To produce, use buy or otherwise acquire, sell distribute, deal and dispose of all articles substances, products, appliances, apparatus and things of every class or description capable of being used in the attainment of the objects to be carried on by the Company and to do all such other things as are incidental or conducive to the attainment thereof.
2. To undertake, promote and sponsor directly or indirectly the social and economic welfare of or the uplift of the public in any rural area as defined by the Income Tax Act, 1962 or by any other law for the time being in force or as selected by the Directors of the Company.
3. To produce, raise, buy, sell, import, export, exchange distribute and otherwise deal in raw materials of all and every description for any of the above work and to establish maintain work centers for production of all or any such raw materials and substances.
4. To appoint, constitute, establish, close down, reopen and reappoint branches, agents and representatives of the Company in India and abroad.
5. To apply for purchase or otherwise acquire any patents trade names, trademarks, brevet de Invention licenses, concessions, protections rights privileges and the like conferring any exclusive or non exclusive or limited rights to their use or any secret or other information as to any invention which may seen capable of being used for any of the purpose of the Company or the acquisition of which may seen calculated directly or indirectly to the benefit of 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 and to assist encourage und spend money in making experiments, tests, improvement of all invention, patents and rights etc. which the. Company may acquire propose to acquire.
6. To acquire from any personal firms or body corporate whether in India or elsewhere technical information, processes, engineering knowhow, manufacturing and operating date, plans, layout and blue prints useful for the foregoing business or any of the business of the Company any acquire any grant licence, other rights and benefit in the foregoing and other matters and things and to enter collaboration agreements whether financial, technical or otherwise with any such persons, firms body corporate and others.
7. To purchase or otherwise acquire and take over by any method competent in law the whole or any part of the goodwill, business, undertaking, property assets and liabilities of any person firm society or to conduct develop, carry on, liquidate or wind up any

such business and to purchase and take Steps for acquisition of existing and new licence in connection with any such business.

8. To establish or promote or concur in establishing or promoting any Company or Companies.
9. 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.
10. Subject to the provisions of Act to amalgamate with any other Company having objects altogether or on part similar to those of this Company.
11. To promote any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of this Company or for any other purpose which may directly or indirectly be calculated to benefit this Company.
12. To enter into partnership or into any arrangement for sharing profits, union of interests, cartels, co-operation, joint venture, reciprocal concession or co-operation with any person or Company carrying on or engaged in or about to be carried on or engaged in any business or transact on capable of being carried on or conducted so as directly or indirectly to benefit this Company and to lend money to guarantee the contracts of or otherwise assist or subsidize any such Company or person and to take or otherwise acquire shares and securities of any such Company and to sell, hold, reissue with or without guarantee or otherwise deal with the same and to give to any person or special rights or privileges in connection with control over such Company.
13. To enter into agreement with any Governments of authorities municipal, local or otherwise to any person or any Company, that may seem conducive to the objects of the Company or any of them and to obtain from any such Government, authority, person or Company any rights, privileges, charters, contracts licences and concessions which the Company may think it desirable to obtain and to carry out exercise and Company therewith.
14. To vest any real or personal property, rights or interest acquired or belonging to the Company in any person or Company on behalf of for benefit of the Company and with or without any declared trust in favour of the Company.
15. To invest and deal with the surplus money's of the Company in such manner as may from time to time be determined and to vary such investment from time to time as may be thought fit.

16. To pay for any property or rights acquired by the Company either in cash or by the allotment of fully or partly paid up shares of this Company or otherwise or partly in one mode and partly in another and on such terms as the Company may determine.
17. To sell, lease, surrender, hypothecate, mortgage, pledge, underlate, redeem, dispose, exchange or otherwise deal with all or any part of the property assets, rights or undertaking of the Company on any terms and conditions which may be considered expedient or desirable and for such consideration as the company may think fit and in particular for shares, debentures or securities of any other company having objects altogether of in part similar of those of this company and to held deal with or dispose of any consideration so received.
18. To lend or advance money wither with or without security to such persons and companies and upon such terms and conditions as the Company may think provided that the Company shall not carry out any business of Banking as defined in Banking Regulation Act, 1949.
19. To guarantee or become liable for the payment of money due and that may become due by any person, firm or Company for the performance of any obligations and to carry on and transact every kinds of guarantee and indemnify business and to undertake and execute all kinds of trust and obligation.
20. a) Subject to the Provisions of Companies Act, 1956 and directives issued by the Reserve Bank of India to receive money in any share of deposit on interest or otherwise and to borrow or take loans from individuals, firms, Companies corporation financing banks government and semi-government institution business, horses and to secure repayment thereof In such manner as may be thought fit but not amounting to any banking Business.

b) To issue and deposit any securities which the Company has power to issue by way of mortgage or charge to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligation of the Company.
21. To make, accept, hold, endorse, discount, execute, issue and otherwise deal, in negotiable promissory notes, drafts, hundies, bill of exchange, bills of landing, warrants, debentures, securities and other negotiable or transferable instruments.
22. To establish and support or aid in the establishment and support of hospitals, schools, colleges, associations, clubs institutions providents fund, trusts and conveniences calculated to assist the Company in the conduct of its business or to benefit employees or ex-employees of the Company or its predecessors in business or the dependents or connection of such persons and to grant annuities bonus, pensions and allowances and to make payment towards insurance and to Subscribe, donate or guarantee money for

charitable, religious or benevolent or any other objects beneficial to company or public or any exhibition or for any general or useful objects or for any other purpose which the Directors may consider reasonable but not intended to serve any political cause of purpose.

23. To undertake and execute either gratuitously or otherwise any trust the undertaking whereof may seem to the Company desirable.
24. To adopt such means of making known the business and products of the company as may seem expedient and in particular by advertising in the press cinemess or other places of display by circulars by purchase and exhibition of works of art of interest by publication of book and periodicals and by granting prizes, rewards and donation.
25. To give any officers, servants or employees of the Company to the widow or child of any such person any share or interest in the profits of the Company's business or any branch thereof either in cash or shares, fully or partly paid up or partly in one way and partly in other and for that purpose to enter into any suitable arrangements.
26. To pay all or any costs, charges, expenses, preliminary and incidental to the promotion Formation establishment and registration of the Company or which the Company shall consider to be in nature of preliminary expenses including therein printing expenses.
27. To appoint agents and constitute branches and agencies of the Company in India or in any part of the World in the matters and for the purposes aforesaid and to act solely or jointly with any other .persons company corporation or body as the circumstances may require.
28. To distribute amongst the members or any class or classes of the members of the company in poble may assets or property of the Company in the event of winding up but so that no distribution amounting to reduction in capital shall be made without the sanction if any for the time being required by law.
29. To improve manage develop, enfranchise, exchange, lease, mortgage dispose of true to account or otherwise deal with all or any part of the property and rights of the Company.
30. To procure the Company to be registered or recognised in any foreign place or country.
31. To do all any of the things in any part of the world as principals, agents, trustees, contractors or otherwise by or through agents, attorney, brokers, contractors or otherwise and either alone or in conjunction with others.

32. To do all such other things in any part of the worked as principals, agents, trustees, contractors or otherwise by or through agents, attorney, brokers, contractors or otherwise and either alone or in conjunction with others.
33. To do all such other things as are incidental or as the company may think conducive to the attainment of the above objects or any of them.
34. To promot form or acquire any company and to take purchase or acquire shares or interest in any company and to transfer to any such company and property of this company and to take or otherwise acquire hold and dispose of or otherwise deal in and invest in shares debentures and other securities in or any of company or companies either out of its own funds or out of funds that it may borrow by issue of debentures or from bankers or otherwise howsoever of any other manner whatsoever and to subsidise or otherwise assist at any such Company.
35. To enter into partnership and to acquire and take-over wither the whole or any part of the business goodwill trade marks patents and property assets and liabilities of any person or persons, firm or corporation carrying on any business which the company is authorised to carry on.

C. THE OTHER OBJECT NOT INCLUDED IN (A) OR (B) ABOVE FOR WHICH THE COMPANY uS ESTABLISHED :

1. To lay out the land of the Company in town suburban and other jots and to construct market stalls shops and to let out the same or cause to be erected or assist in houses warehouses barns, farms, buildings stables, areas and buildings of any kind to construct use work and carry on or caused to be constructed used work and carried on saw mills water works gas works, telephones, telegraph or other electricals works, factories leads canals, drains and undertakings of any kind upon or in connection with land estate or estates or properties of the Company or in which it has or intends to acquire and interest.
2. To manage land, building and other properties whether belonging to the Company or not and to collect rents and income and to supply tenants and occupiers and other refreshments, attendance, light, waiting rooms, reading rooms, electricals conveniences and other advantages.
3. To acquire and hold and otherwise deal with share stocks debentures, debenture stocks bonds obligations and securities, issued or guaranteed by any Company and debentures, debentures-stocks bonds obligations and securities issued and guaranteed by any Government municipal local and to invest and deal with the money of the Company in such manner as may be determined from time to time.

4. To carry on the business as producers, manufactures, processors, converters, refiners makers. bottlers, stockists dealers Importers exporters traders retailers agents buyers or sellers of oxygen acetylene ammonia, nitrogen, hydrogen, helium and other types and kind of gasses required for or used in industries, agriculture clinics, hospitals, refrigeration, aviation, transport vehicle recokers and crafts communication, object and media power plants domestic or public lighting, heating cooking or cooking purpose, lighters plants horticulture or forest or plant protection and growth and other allied purposes and to service repair, manufacture market or deal in machinery, plants spares, cylinders, containers gadgets appliances and accessories required for working or using or reducing any of such gasses and products.
5. To produce manufacture, purchase refine prepare process import export sell and generally deal in cement portland cement lime and lime stone and by products thereof cement pipes sheets and other building materials, refractories and bricks.
6. To manufacture process, import; export buy, sell and deal in vanaspati, oil dehydrate vegetable oil dehydrate vegetable oil made or processed from see cotton seeds coconut products of plantation horticulture agriculture arid forest produce and oil cakes and soaps and lubricants made from such oils or as by products thereof.
7. To carry on business as timber merchants and timber grower and buy and sell, grow, for market manipulate import, export and deal timber teak, plywood firewood wood of all kinds and to manufacture and deal in plywood or other wood and to buy plant and work timber essamble.
8. To produce refine prepare, process, sell, import, export or generally deal in bricks and, stone, marbles, tiles, refractories, china wares sanitarre materials, pipes tubes, tubular, storage paints adhesives sheets roofing glass, furniture fittings, electricals, water supply or shortage equipments floor polish, concrete mixers, elevators and any other building or decorative material made of cement stone clay timber teak, Boardriper paper, glass, rubber plastic or other natural or synthetic substances or chemicals.
9. To carry on business of manufactures fabricators, processors, producers, growers, makers, importers, exporters, buyers sellers suppliers stockists agents, merchants, distributors and concesstoners of and dealers in synthetic rubber, synthetic reslus carbon black rubber latex, plastic latex and formulation, carbon block, rubber latex, plastic latex and formulation thereof including reclaimed rubber and plastic resins compounds and other reproduces sports goods, toys petro chemicals, calcium carbide, styrene butaniene, wthyien ethylalcohol, hydrocarbon, petroleum fractions and other synthetic chemicals substances basis intermediate or otherwise.
10. To carry on business as dealers' distributors. stockiest, buyers, sellers, cleaners, stores, importers, exporters or agent of motor ear, trucks, lorries and carriage motor cycles, scooters or bicycles, tractors earth moving equipments, trailers and other vehicles,

agricultural implements, pumps and machineries and spare parts, engine motors accessories, components, tools, batteries glass panels and sheets apparatus fitting furnishing material tyre tubes, paints, lubricants fuel oil; gas or other materials used or required for such vehicles implements or machines and to act as transporters of goods and passengers travelling or cleaning agents and to let out hire or licence on hire purchase system or other automobile and other vehicles, implements, machines and of the aforementioned products or things.

11. To establish maintain install weigh bridges and to carry on the business of weighting of materials of outside parties.
12. To carry on the business of manufacturers, fabricators, processors, producers' growers, makers, importers, exporters, buyers, sellers, suppliers, stockists agents, merchants, distributors and concessionaires of and dealers in connection of all or any of the following kinds:
 - a) Ammonium sulphate, ultra (double salt) ammonium nitrate, calcium ammonium nitrate (nitro tine stone) ammonium chloride superphosphate, urea and other types of fertilisers of synthetic or natural origin containing nitrogen phosphates or other compounds soda ash pesticides. DD.T. Seeds processed seeds concentrate for cattle or poultry feed.
 - b) Drugs, medicines; chemicals, mixtures, powder, tablets capsules injection oils compounds cements, paints, creams, scents, soaps, lotions, billets goods pigments and all kinds pharmaceutical cosmetic and medicinal preparation required or used for beauty aid or personal hygiene or in allopathic aurvedic unani or nature cure methods or systems of treatments, bandages cotton, gauzes, crutches strecher and all kinds of anatomical orthopedic and surgical applicances and stores.
 - c) Boots, shoes and footwear of all kinds made of leather, rubber, canvas, plastic or any other synthetic or natural product waterproof, cloth or compound, leather hides, skins revine rubber plastic or synthetic cloth compounds or grannuales, trees buckles, legging gaiters heels; laces, boot polishes, protectors, accessories and fittings used in o/ require for footwears.
 - d) Writing pen, pencils, fountain pen, ball point pen, sign pen, colour pencils tube and tablets pins, erasers, ink, clip, rulers paper, pulp, newsprint, board, envelops cards, dies letter heads forms files, stamps, books, bags cases, cover racks, cabinets, numerals printers, adhesives, tapes, gums, duplicators, typewriters, computers, calculators, accounting and intercommunication machines and all kinds of office, domestic industrial and educational stationery, equipments, appliances, furniture, instruments gadgets devices and stores.
13. To carry on business as manufacturers, processors, re-rollers smelters, converters producers exporters, importers traders dealers distributors stockists buyers, sellers agents or merchants in all kinds and forms of steel including mile high carbon, tool, alloy, stainless and special steel iron metals and alloys ingots billets cars joints rods

squares, structural, tubes, poles pipes, sheets castings wires, rolling, materials, rollers other materials made wholly or partly of iron steel alloys and metals required in or used for industrial, agricultural, transport, commercial, domestic, building power transmission and or construction purpose.

14. To manufacture import export by sell and deal in containers cans, boxes, drums, bottles tops crowns, packagers, packing materials, bags pressed metal wares, utensils, cutlery, table wares and articles made of fine metal aluminium plates, sheets fibre cloth hessia plastic or other synthetic compound or material and to deal in thin plate wire aluminium sheets and to undertake wither on own account or on commission basis or otherwise printing, electroplating, engraving of otherwise decorating the aforesaid products of any such products or articles.
15. To carry on the business of traders dealers, wholesalers, retailers, combbers, scourers, spinners, weavers, finisers, dyers and manufacturers of yarns and fabrics of wool, cotton, jute, silk, rayon, nylon terelyan and Other natural synthetic and/or fibrous substances and or manufacturers of materials from theuwastes realise from the above mentioned products wither on its own account or on commission and to carry on the business as drapers and dealers of furnishing materials in all its branches as consumers, readymade dress and mantle makers, silk mercas maker and suppliers of clothing-lingerie and timings of every kind furies, drapers, haberdashers, milliners, hosiers gloers lace makers feather dressers, felt maker dealer in and manufacturers of yams fabrics and materials of all kinds varieties and substance and also to manufacture deal in or process natural starch and sizing materials, dyestuff synthetic or chemical substances of all kind and compounds and other substances wither basis, intermediate required for the above mentioned product or products.
16. To assemble hire, import, export, buy, sell, let on hire after, exchange, manipulate, prepare the market and otherwise deal in or distribute all kinds of plants, machineries spare and accessories of any such machinery and plants tools implements apparatus hardware, utensils, substance raw materials, provisions and things necessary or convenient for the -purpose of Company or required by the workmen engaged by the Company or any person engaged on such operations and to erect own acquire maintain work and manage workshop foundry and factory for the above purposes and for repairs and maintenance of the machinery and plants required for the purpose of the business of the Company.
17. To manufacture, import export buy and sell and deal in voltaic battery cells power pack or shortage battery and battery maintainers and eliminators of different types required for or used in domestic household industrial commercial agricultural mining hospital surgical or scientific appliances machinery, appliances machinery apparatus or accessories and railways tramways, automobile and other vehicles, air crafts, boats, ships, defence establishments army navy and airforce for wireless ratios torches toys electronic equipments or otherwise and also torches toys personal aids and other

appliances working on such batteries and such item goods which may be useful skin or otherwise connected with any or more of the aforesaid items of products.

18. To carry on business as manufacturers products growers or dealers in exporters importers stockist agents' distributors of ice candy ice cream and other ice products carbonated accrued or. mineral waters fruit juice, wines liquors and other alcoholic, non-alcoholic or synthetic drinks, oils seeds and other from agricultural or food products.

19. To carry on business as manufacturers, producers, dealers traders importers, exporters stockists distributors or agents of GLS lamps electric bulbs miniature bulbs, tubeslights flood light flash lights mercury vapour bulbs and other type or types of bulbs lamps or tubes required or used for lighting or for industrial domestic, electronics transport vehicles or commercial purposes and glass sheets, fittings, tubes, filaments, tungsten, inolybde num wires caps and other materials, machineries accessories and spares required or used for manufacture of bulbs, lamps and tubes.

IV. The liability of the members is limited.

V. Authorised Share Capital of the Company is Rs.6,50,00,000 (Rs. Six crores fifty lacs) divided in to 65,00,000 (Sixty five lacs) Equity Shares of Rs.10/- (Rs. Ten) each with power to subdivide, consolidated and increase or decrease and with power from time to time issue any shares of the original capital or any new capital with and subject to any preferential qualified or special rights privileges or conditions as may be thought fit and upon subdivision of a share to apportion the right to participate in any manner as between the shares resulting from such sub division.

**Special resolution passed through postal ballot on March 24, 2025.*

We, the several persons whose names and address are subscribed are desirous being of formed into a Company in presence of these Memorandum of Association and we respectively agree to take the number of share in the capital of the Company set opposite our respective names.

Names, addresses Description & Occupation of subscribers	Number of equity shares taken by subscriber	Witness to the Signature of subscribers with address description & occupation
sd/- SANTOSH KUMAR AGARWALA S/o. Late Banshidhar Agarwala M. G. Road, Siliguri West Bengal	10 (Ten)	Witness to the all Signatories sd/- MAHADEVE AGARWAL S/o. Sri N. R. Agarwal P-41, Princep Street, Calcutta-700 072 Chartered Accountant
sd/- SAMARLAL AGARWALA S/o. Late Banshidhar Agarwala M. G. Road P.O. Siliguri Bazar Dist. Darjeeling	10 (Ten) fifty only)	
<p style="text-align: right;">TOTAL :</p>	20 (Twenty)	

Calcutta Dated the 19th day of August, 1987