

THE COMPANIES ACT, 2013 COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION OF
LYKIS LIMITED

I. The name of the Company is “LYKIS LIMITED”.

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

III The objects for which Company is established are:

A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:-

i. To become vested with the company the partnership business now' being carried on under the name and style of “SUTODIYA & COMPANY” including of its Tea Garden known as IRINGMARA TEA ESTATE P. O. DWARBUND, DISTRICT CACHAR, ASSAM with movable and immovable including land, tea plantations, buildings structures, plant, machinery, equipment, tools, furniture, vehicles rights, benefits, titles, trite rests, approvals registrations, permits, facilitates, concessions sanctions, privileges, licenses, debts, liabilities and obligations and the rights and liabilities of the parties hereto in the said partnership business and in connection herewith.

ii. To own establish, purchase, take on lease, rent or on hire, build, construct, develop or otherwise acquire tea garden, space and warehouses, godowns, workshop, vehicles, plants, machinery equipment, apparatus, appliances, stores or services required in connection with or in relation to teagardens & to provide for agriculture, tea seeds, tea clones, tea nursery, wheat paddy, food products, medicine or merchandise for own business.

iii. To purchase or otherwise acquire by cultivation or in any other manner seeds and agricultural produce of any description whatsoever and to grow, buy, sell, export, import and deal in all kinds of food grains and tea seeds or any other agricultural food products.

iii. a) To carry on the activities of production, manufacturing, distribution, import, export, trading, contract manufacturing, auction, del credere agency and all other business and commercial activity of or related to pharmaceutical products, food products, cosmetic and fast moving consumer goods (FMCG) or any one or more of the activities.

iv) To act as financiers, investors, lenders and to carry on such activities by way of giving loans, advances or otherwise or obtaining of Security or otherwise to and' individual, firm, Company, association of person, whether in India or elsewhere provided the company shall not carry on the business of Banking under the Banking Regulation Act, 1949.

v) All the assets of the said partnership including the assets mentioned in the schedule 'B' hereto shall vest in the company on its incorporation free from all claims by the parties hereto.

vi) The Company shall undertake pay, observe, satisfy, perform and fulfill the agreements, arrangements, contracts, licenses and liabilities of the parties hereto entered into or incurred in their separate or joint names of any two or more of them or in the name of the said partnership in relation to the said business and its assets, lands, buildings, and assets brought in as aforesaid and indemnify them respectively and their respective executors, administrators, estates and effects from and against all actions, proceedings, damages and claims and demands in respect thereof.

vii) Each Share in the capital of the company shall be distinguished by its appropriate number and the company shall caused to be kept in one or more books a register of its members and there shall be entered their in the particulars as mentioned under the Companies Act, 2013.

viii) No member shall be liable to pay or to contribute to an extent exceeding the amount for the time being unpaid or not credited as paid up on the share held by and on the incorporation of the company under the Companies Act, 1956 the liability of the members shall be limited.

ix) The transfer of a share before registration of the company shall be made in the same manner and as nearly as may be and shall have the same effect and consequences as between the transferor and transferee and the company respectively as transfer of shares made after the registration of the company.

x) The transfer of any share in the company shall be only with the approval of the Company and in the manner provided by the rules and regulations.

xi) The rules and regulation governing the Company shall be as contained in the Articles of Association.

xii) **To carry on the business, in India and abroad, of production, manufacturing, distribution, dealing, contract manufacturing, auctioning, del credere agency, trading including merchant trading, import, export including import and export agents, representatives, contractors, buying and selling agents, brokers, importers, buyers, sellers, exporters and to buy, sell, or otherwise trade and deal in goods, produce, articles and merchandise of all types, on a wholesale cash and carry basis or otherwise, including extra neutral alcohol, machinery, construction materials, fish & fishery products.

xiii) ** To carry on the business of direct selling, re-selling, selling through local merchants, importer, exporter, advertise for sale and to act as agents, merchants, traders, contractors, representatives, distributors, dealers, stockiest and forwarders including freight forwarders in all kind and description of commodities, on a wholesale cash and carry or otherwise, including extra neutral alcohol, machinery, construction materials, fish & fishery products.

****(Amended by way of a Special Resolution passed in the Annual General Meeting of the Company held on 26.08.2021)**

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE IIIA:

- xiv) To purchase or otherwise acquire, anywhere in India or elsewhere land or to accept lease thereof, and on such lands to erect buildings for the work and purpose of the company.
- xv) to take or otherwise acquire and hold shares in any other company having objects all together or in part similar to those of this company or carrying on any Business capable of being conducted so as directly and indirectly to benefit this company.
- xvi) To invest and deal with the money of the Company not immediately required in such manner as may from time to time be determined.
- xvii) To lend money to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with the

company and to guarantee the performance of contracts by any such persons or companies, provided that the Company shall not carry on the business of banking.

- xxviii) To borrow or raise or secure the payment of money in such manner as the Company shall deem fit and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Company's property (both present and future) including its uncalled capital and to purchase or redeem or pay off any such securities.
- xix) to remunerate any person or Company for service rendered or to be rendered in or about the formation or promotion of the Company or conduct of its business.
- xx) To undertake and execute any trusts the undertaking whereof may seem desirable and either gratuitously or otherwise for the purpose of the business of the company.
- xxi) To sell or dispose off 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 this company.
- xxii) To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art of interest by publication of books and periodicals and by granting prize, rewards and donations.
- xxiii) To obtain any provisional order or Act of Government for enabling the company to carry any of its objects into effect or for any other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated directly to prejudice the company's interest.
- xxiv) To procure the registration or recognition of the company in or under the laws of any place outside India and to open branches of the Company at any place whether in India or outside India.
- xxv) to sell, improve manage, develop, exchange, lease, mortgage, enfranchise, dispose off, turn to account, or otherwise deal with all or any part of the property, Tea Estate and assets of any kinds of the Company.
- xxvi) To amalgamate with any other company having objects all together or in parts similar to those of the company.
- xxvii) To distribute any of the property of the company in specie among the member in the event of winding up.
- xxviii) To do all or any of the above things as principles, agents, contractors, trustees or otherwise and by or through, trustee, agents, otherwise and either alone or in conjunction with others.

- xxix) To invest funds of company in and subscribe for, purchase or otherwise acquire and hold, sell, dispose off and deal in shares, stock, debentures, debenture -stocks or securities of any company or of any authority supreme, municipal, local or otherwise.
- xxx) Subject to the provision of the act, to carry on the business as lenders and financiers in all their respective branches and to transact and to do all matter and thing incidental thereto or which may at any time hereafter be usual connection with the business of dealing in money or securities for money and also to carry on the business as financiers not amounting to banking within the meaning of Banking Regulation, Act, 1949.
- xxxi) to acquire by purchase or on lease or otherwise any existing tea gardens as also anywhere in Indian Union for cultivation of tea, coffee, rubber, cotton, and on the produce of the soil.
- xxxii) To do such things as are incidental or conducive or the attainment of the above objects.
- xxxiii) To buy, sell, import, export, manipulate, treat, and otherwise deal in merchandise commodities and articles of all kinds and generally to carry on business as merchant, importers and exporters of the products in which the company is authorized to carry on business.
- xxxiv) Manufacturing or dealing in straw, board, card board, and/or paste board, vegetable oil, vegetable ghee, sugar, matches, lime and artificial leather of all descriptions and to acquire, purchase or hire forests or lend to grow and cultivate for the purpose of pulps and to acquire establish and maintain other centers for production of pulps and other incidental raw material and fibrous substance.
- xxxv) To carry on all or any of the following business namely to manufacture pulps from straw of all description, wood bamboo, rags, waste material of all description and raw material of all other description straw boards, plastic boards, mill boards and boxes, from them such as cigarette packets, hosiery boxes, toilet boxes, shoe boxes, packing boxes, fancy boxes and all other kinds of boxes, and to manufacture artificial leather and to manufacture from it suit cases, hand bags, dressing boxes, fancy boxes and all kinds of cases and boxes to manufacture sugar, matches, cement lime, vegetable oil, vegetable ghee, to bleach and dye and make vitriol, bleaching and dyeing materials and to do designing and printing of all kinds and description by one or all methods of printing by printing machines otherwise, to carry on or be interested in the business of flour mills,

properties, pressing, ginning, mining proprietors, sugar mill proprietors, match factory proprietors, cement factory proprietors, vegetable oil factory proprietors, vegetable ghee factory proprietors and ice manufacturers in all their branches.

xxxvi) To carry on the business of cultivating, growing, buying, selling or otherwise and generally dealing kapas, cottons, (including, ginning, pressing and/or) bailing pulps and chemicals required into processes seeds and other country produce of kinds and also all other merchandise of every descriptions in which the company is authorised to carry on business and to grow, cultivate, manufacture, export and import and deal in all kinds of grains, pulses, paddy, tea, coffee, jute, cotton, flax, linseed, hemp, sugarcane and fruits.

xxxvii) To carry on business of Hotel, refreshment room and canteen keepers and licensed victualled and to buy, sale, manufacture, deal in provisions and goods of all kinds.

xxxviii) To import, export, manufacture, buy, sell and deal in chemical, industrial and other preparation and articles, compounds, rubber wood and pulp, bamboo pulp, pulp from all kinds of waste materials, pigments, wood and cloth or any fibrous materials as may be found necessary or convenient for any of the purposes of the Company.

xxxix) To carry on all or any of the business of printers, stationers, lithographers, type foundry, stereo - typers, electro typers, photographic printers, photo lithographers chromolithographers, engravers, dye sinkers, book binders, designers, draught men, paper and in manufacturers, bookseller publishers advertising agents.

xxxx) To carry on the business agency in which the Company is authorized to carry on business.

IV. The liability of the members is limited.

- V. The authorized share capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity shares of Rs.10/- (Rupees Ten) each with such rights, privileges & conditions attaching thereto as are provided by the regulations of the Company for time being. with power to increase and decrease the capital by the Company and to divide the share capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Articles or Association of the Company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or as may be provided by the Articles of Association of the Company for the time being.

We, the several persons, whose names, address and description are subscribed are desirous of being formed into Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in capital of the Company set opposite to our respective names:

Names, address, description and occupation of Subscribers	Name of Equity Shares taken by each subscriber	Names, address and description of witness to all the signatories
Shri Banwarilal Sutodiya 24 RN Mukherjee Road, Calcutta – 700001 S/o late Rameshwarlal Sutodiya Business	750 (Seven Hundred Fifty)	Witness to all the signatories Sd/- Manas Kumar Dutta Chartered Accountant 45B Linton Street, Calcutta – 700014 S/o Late Mukanda Lal Dutta
Shri Bimal Kumar Sutodiya 24 RN Mukherjee Road, Calcutta – 700001 S/o late Rameshwarlal Sutodiya Business	750 (Seven Hundred Fifty)	
Yashoda Devi Sutodiya 9/S Block A New Alipore, Culcutta – 700053 W/o Shri Parmeshwarlal Sutodiya Business	750 (Seven Hundred Fifty)	
Santi Devi Sutodiya 9/S Block A New Alipore, Culcutta – 700053 W/o Shri Devi Dutt Sutodiya Business	750 (Seven Hundred Fifty)	
Smt. Sushila Devi Sutodiya 9/S Block A New Alipore, Culcutta – 700053 W/o PD Sutodiya Business	750 (Seven Hundred Fifty)	
Smt. Sharda Devi Sutodiya 9/S Block A New Alipore, Culcutta – 700053 W/o PD Sutodiya Business	700 (Seven Hundred)	
Shri Sant Kumar Sutodiya 24 RN Mukherjee Road, Calcutta – 700001 S/o late Rameshwarlal Sutodiya Business	50 (Fifty)	
Total	4500 (Four Thousand Five Hundred)	

Dated Twenty Four Day of October 1984

Certified that the contents of the Memorandum have been read and explained by me to Smt. Shanti Devi Sutodiya who has signed otherwise than in English.

Sd/-

Manas Kumar Duta