

**MEMORANDUM OF ASSOCIATION
OF
VALENCIA NUTRITION LIMITED**

**(Limited by Shares – Incorporated under the Companies Act,
1956)**

- I. The name of the Company is VALENCIA NUTRITION LIMITED.
- II. The Registered Office of the Company will be situated in the State of MAHARASHTRA within the jurisdiction of the Registrar of Companies, Mumbai*.
- 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 formulating, manufacturing, importing and exporting, packaging, storing, transporting, branding, research, development and distribution, directly, through logistics partners, distribution channels, franchisees, retail outlets, institutions, hotels, cafeterias, restaurants, wellness centers, fitness centers, as well as electronically through the internet and all or any medium available in the future, sales, promotion, dispensation, including but not limited to supply of all kinds of functional foods, spreads, dessert, chocolates and confectioneries, functional beverages, functional and hard alcoholic and non-alcoholic beverages, packaged drinking water, health care supplements, fortified beverage premixes, OTC antacid products, wellness supplements, disease management supplements, cosmetics, performance enhancing supplements, diet & weight management supplements and all other nutraceutical products based on applied biotechnology and other health & nutrition technological applications related thereto.**
2. To carry on in India or elsewhere the business of importers, exporters, buyers, sellers, resellers, distributors, stockist, agent, wholesalers, retailers or otherwise deal in all types of nutraceuticals, herbal products, other health care products, pregnancy and baby products, and their allied products or their raw materials. **
3. To carry on the business relating to packaging, branding of vitamins, herbs or any other materials by way of import, export, buy, sell, let on hire, exchange, alter, improve, manipulate, process, prepare for market and or otherwise deal in and or distribute all kinds of plants, herbs, supplements, additives, minerals, vitamins, chemicals, raw materials and substances necessary or convenient for carrying on related business in marketable commodities.
4. To manufacture, process, dehydrate, can, package, buy, sell and deal in dry, fluid and preserved nutraceutical products including juices, aerated waters, soft drinks, biscuits, processed food products, ice cream, candy, milk and milk products, sweets and eatables or otherwise health supplements.
5. To carry on the business of project consultancy, training, hiring selection and project consultants for nutraceutical and health related sectors.
6. To conduct Research & Development of functional foods and beverages based on biotechnology or any other hi-tech process or combination thereof.
7. To carry on business as manufacturers, producers, processors, makers, convertors, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, indenters, packers, movers, preservers, stockists, agents, sub-agents, merchants, distributors, consignors, jobbers, brokers, concessionaires or otherwise deal in all kinds of proprietary product, hair, skin, nail, make-up and other beauty preparations, deodorants, aerosol, pump spray products, petroleum and mineral oil products, chemicals, acids and alkalis, all kinds of perfumery, fragrances and other compounds, preparations, materials and products, bath products, personal hygiene care products, cotton swabs, family planning appliances, hair dyes pigments, varnishes, essential oils, detergents, insecticides, oils, beauty specialities, preparations, aids and accessories of every description whether medicated, antiseptic or not, ingredients or accessories thereof and other materials or things capable of being used in connection with such manner, factor or business.**

MP Tarkhia



***Amended vide Special Resolution passed in the Annual General Meeting of the members of Valencia Nutrition Limited (the Company) held on September 28, 2021.**

****Amended vide Special Resolution passed in the 11th Annual General Meeting of the members of Valencia Nutrition Limited (the Company) held on September 30, 2024.**

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

1. To enter into collaboration agreement, with approval of appropriate authorities, in connection with the promotion of the main objects of the Company herein above mentioned and to do all other things which are necessary, incidental, ancillary or otherwise conducive to the attainment of the aforesaid objects.
2. To advertise and adopt means of making known the activities of the Company or any service or articles or goods developed, traded and/or dealt in by the Company in any way as may be expedient including the posting of bills in relation thereto and issue of circulars, books, pamphlets and price-lists and the conducting of competitions, exhibitions and the giving of prizes, rewards and donations.
3. To sell, mortgage, assign or lease and in any other manner deal with or dispose off the undertaking or properties of the Company or any part thereof, whether movable or immovable for such consideration as the Company may think fit in particular for shares, debentures or securities of any of the Company having objects altogether or in the part similar to those of this company.
4. To take over the business of any of any other entity in the form of sole proprietor, partnership firm, private/public limited company and carrying on business which is similar or identical to the main objects of the company or such other business which can be conveniently and advantageously combined with the objects of the company and to pay for any properties, rights or privileges, acquired by this Company, either in shares of this Company or partly in shares and partly in cash or otherwise.
5. To promote other companies for any purpose calculated to benefit the company.
6. To sell, or dispose of the undertaking(s) of the company for such consideration, in such manner as the company may deem proper.
7. To incur debts and obligations for the conduct of any business of the Company and purchase or hire goods materials, or machinery on credit or otherwise for any business or purpose of this Company.
8. To create any depreciation fund, sinking fund, insurance fund, reserve fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for any other purposes conducive to the interests of the Company.
9. To apply or, purchase or otherwise acquire trademarks, patents, licenses, concessions and the like concerning any exclusive or non exclusive or limited right of any kind which may appear to be necessary or convenient for the business of the Company and to purchase or otherwise acquire any secret or other information as to any invention which may seem capable of being used for any of the objects of the Company.

10. To collaborate with or amalgamate, with any other company (ies).
11. To establish and maintain agencies or branches at any place or places in the world for the conduct of the business of the company and for the purchase and sale either for ready or future delivery of any merchandise, commodities, goods, materials, produces, articles and things required for or dealt in, manufactured by, or at the disposal of the Company.
12. To enter into agreements and contracts with Indian or foreign individuals, firms or companies or join partnership with an individual(s), a firm(s), company(ies), body(ies) corporate, for financial or other assistance or collaboration for carrying out all or any of the objects of the company.
13. To acquire by purchase, barter, lease, hire, license or other means, lands, buildings, offices, workshops, factories, warehouses, easements, way leaves, privileges, rights, or concessions and any machinery, plant, utensils, vehicles, goods, trademarks, and to acquire, construct, maintain, carryout, improve, work, alter, control and manage any buildings, factories, warehouses, roads, bridges, tunnels, water works, water rights, courses, canals, irrigation works, gas or electric works, stamping works, smelting works, and other works conveniences and other movable and immovable properties of any description which the company may think necessary or convenient for the purposes of its business and which may directly or indirectly promote the company's interests or which may seem to the company capable of being turned to account.
14. To establish, provide, maintain and conduct or otherwise subsidise research laboratories, power units, experimental workshop and testing laboratories for scientific and technical research and experiments, to undertake and carry on scientific and technical investigations by providing, subsidizing, endowing and/or assisting laboratories, workshops, libraries, meeting and conferences of scientific or technical professors or teachers or experts or institutions and generally to encourage, promote and reward studies, research experiments, tests and inventions of any kind that may be considered likely to assist in any business which the Company is entitled to carryon.
15. To accept transfer of assets and liabilities of any transferor company, as the transferee company, as contemplated under section 394 of the Act.
16. To sell, exchange, lease, grant license and other rights or otherwise deal in or dispose of all or any part of the property of the company for such consideration as may be thoughtfit.
17. Subject to the provisions of the Companies Act, 1956 to contribute or otherwise assist or guarantee money to any charitable, benevolent, religious, scientific, political or national institutions or object of any public, general or useful objects.
18. To adopt such means for making known activities and 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 or interest, by publication of books, newspapers and periodicals or by making and exhibiting films and/or granting prizes awards, and donations.

19. To distribute, any property of the company, amongst members of the company, in specie.
20. To construct, maintain any building or works necessary and convenient for the purpose of the company.
21. To promote subsidiary companies or ancillary units.
22. To indemnify, where required, while carrying on the business of the company.
23. To acquire and carry on the business or manage the affairs of the company or firm which has defaulted in discharging its financial commitments/obligations to the company.
24. To promote, participate in or amalgamate with trusts of educational or welfare pursuits.
25. To pay for all costs, charges, expenses, Preliminary and incidental to the promotion and formation, registration and establishment of the company.
26. To adopt all or any pre-incorporation contracts, agreements, entered into or made by the promoter(s), prior to the incorporation of the company.
27. To give credit on such terms and conditions as may be deemed proper.
28. To make advances upon or for the purpose of purchasing, materials, goods, stores and other articles, required by the Company.
29. To lend, advance or guarantee to any one with or without security, on such terms and conditions as may be deemed proper, but not to do banking business as defined by the Banking Regulation Act, 1949.
30. To invest in, hold, dispose of, bonds or securities floated by any company, State Government or the Central Government.
31. Subject to the provisions of the Banking Regulations Act, 1949, to make, draw, accept, endorse, negotiate, discount, buy, sell, and deal in Bills of Exchange, Promissory Notes and other negotiable or transferable instruments.
32. To guarantee, where required for the purpose of pursuing the Company's objects, directly or indirectly on such terms and conditions, as may be mutually agreed upon, or deemed to be fair and reasonable.

33. Subject to the provisions of the Companies Act, 1956, to borrow or raise loans, or overdraft or advances, cash credit, terms loan, temporary overdraft, clean overdraft, financial assistance for the purpose of meeting working capital requirements, with or without security, from Nationalised/Commercial/Scheduled Banks, State and all India Financial Institutions, Mutual Funds, Foreign Financial Institutions, etc. Company shall deem fit to secure the payment of any money so borrowed, raised or owing, by owing, by mortgage, charge or lien upon all or any of the property and rights of the Company including its uncalled capital or without any security, and to purchase, redeem or pay off any such securities and upon such terms as to priority or otherwise as the Company shall think fit. The Company shall not, however, do the business of banking as defined in the Banking Regulations Act, 1949. The acceptance of deposits shall be subject to the provisions of the section 58-A of the Companies Act, 1956, and the rules framed there under.
34. To issue bonds and debentures, redeemable or convertible, secured or unsecured, and to create a trust for the purpose of securing such issues.
35. To carry out the statutory obligations, though not specially provided herein, but incorporated in various laws and regulations, applicable to the Company, from time to time.
36. To enter into any arrangement for joint ventures or collaboration with any individual, firm, agency or company in India or abroad.
37. To act as authorised representatives of any manufacturer, exporter, importer and collaborator.
38. To employ or pay experts foreign consultants, management consultants and other in connection with the prospecting planning execution and development of all or any of the business which the Company is authorised to carry on.
39. To promote any other Company or Companies for the purpose of acquiring all or any of the property of the Company or for advancing directly or indirectly the objects or interest thereof and to take or otherwise acquire or hold shares in any such Company or Companies.
40. To appoint sole, or regional selling agents or distributors for the Company and also buying for the raw or other materials required by the Company subject to the provisions of the Companies Act, 1956, and also to open depots for effecting such sales or purchases.
41. To provide for the welfare of the employees (including directors) or ex- employees of the company and wives and families of such persons by building or contributing to the building of houses, grant of allowances, bonus or any other payments, or by creating and from time to time subscribing or contributing to provident and other funds, associations, institutions, profit sharing and other schemes or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances and other assistances as the company shall deem fit.
42. Subject to the provisions of the companies Act, 1956, to invest any money of the company not for the time being required for any of the purposes of the company in such investments as may be thought proper and to hold, sell or otherwise deal with such investments.

43. Subject to the provisions of the Banking Regulation Act, 1949 to open account or accounts with any banks in the name of the company and to operate upon the same.
44. To do all or any of the above things in any country of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise.

C) OTHER OBJECTS NOT INCLUDED IN (A) AND (B) ABOVE:

1. To carry on the business of manufacturers, representatives, agents, importers, exporters, buyers, sellers and dealers in construction materials, plant, equipment and tools.
2. To establish and carry on in India and abroad, the business of software development and services in all its forms including operation of technical services, networking services on site and off-shore consultancy services and to render value added IT enabled services, to sell, license, lease, provide, develop, improvise, service or otherwise deal with or in all software products, and allied services including programming, design, development, hosting, licensing, installation, servicing, maintenance, research and development, integration, solutions, sale, export, import, distribution, marketing or to work upon or to generally deal in software including software for the purpose of internet, intranets, networks, systems software, management, systems management, interoperability products, visual graphics, internet/intranet security products, e-business, electronic commerce, mobile commerce, embedded software development, VLSI design and development, CRM, Electronic CRM and solutions thereof.
3. To act as consultants and to advise and assist on all aspects of corporate, commercial and industrial management or activity including, production, manufacturing, personnel, advertising and public relations, public welfare, marketing, taxation, technology, engineering, insurance, purchasing, sales, accounting, quality control, computer application, software, research and development, organizational review, import and export business, industrial relations and management, architecture and technology consulting, e business, process solutions, e security, infrastructure, to undertake, offer and provide all kinds of information technology based and enabled services, electronic remote processing services including all types of internet-based/web enabled services, business support services, back office and processing, remote management, remote customer interaction, business process management, contacting and communicating, remote help desk management; remote management and knowledge storage and management, data management, warehousing search, integration and analysis.
4. To manufacture, import, export, trade, supply, buy, sell, indent, pack, re-pack, assemble, fit, repair, convert, overhaul, alter, maintain, service, improve, act as stockists, agents, sub-agents, merchants, distributors, dealers, representatives and consignors of all kinds of automation products, all types of telecom products, telecommunication equipments, electronic equipments, electrical equipments, instruments, systems, components, devices, machines, gadgets and appliances, including, analog, digital and color photocopiers, printers, notebooks, personal computers, multimedia projectors, multifunction devices, cameras, sensors, portable readers, monitors, time control devices, accessories and all other types of products, to provide complete office automation solutions, sales and services to all types of organizations in India and overseas.

- IV. The Liability of Members is Limited.
- V. The authorized share capital of the Company is Rs. 25,00,00,000 (Rupees Twenty-Five Crore) divided into 2,50,00,000 (Two Crore Fifty Lakhs) equity shares of the face value of Rs.10 (Rupees Ten) each. #

#Amended vide Ordinary Resolution passed in the 11th Annual General Meeting of the members of Valencia Nutrition Limited (the Company) held on September 30, 2024.

The authorized share capital of the Company of Rs. 1,00,000 at the time of incorporation was modified from time to time by passing a requisite resolution at the meeting of the members. The details of the modified authorized capital since incorporation to till date are stated herein below:

Sr. No.	Date of increase by passing Ordinary Resolution	No. of Equity Shares	Total Authorised capital
1	Original Share capital at the time of incorporation	10,000	1,00,000
2	13-03-2014	30,000	3,00,000
3	24-11-2014	45,000	4,50,000
4	04-05-2015	60,000	6,00,000
5	24-10-2016	2,50,000	25,00,000
6	27-11-2017	52,50,000	5,25,00,000
7	15-11-2019	57,00,000	5,70,00,000
8	20.12.2022	1,42,00,000	14,20,00,000



MP Turakhia

Manish Turakhia
Managing Director
(DIN: 02265579)

Add: Flat No. 104, Floor No. 1,
Mithila Building, Neelkanth Kingdom,
Vidyavihar West, Mumbai - 400086.



We, the several persons, whose name and addresses are subscribed below, 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 to our respective names

Sl. No	Names, Descriptions Occupations of subscribers	Addresses, and the of the	No. of Equity Shares	Signatures of the subscribers	Signature of Witness Address & Occupation
1.	GAYATRI GANAPATI GURUDATTA S/O GAYATRI GANAPATI SAMBHA NO 22, F07, GURUPRIYA VINYAS APARTMENTS, 3 RD MAIN HANUMASIRI LAYOUT, CHIKKALLASANDRA, SUBRAMANYAPURA, BANGALORE-560061 OCCUPATION:- BUSINESS		5,000 (FIVE THOUSAND Equity Shares only)		
2.	DEEPTHI ANAND D/O HANNATHAPURA RAGHAVENDRA ANANDA RAO # C-100A, STERLING TERPACE APTS, OUTER RING ROAD, BSK 3 RD STAGE BANGALORE KARNATAKA INDIA 560085 OCCUPATION: BUSINESS		5,000 (FIVE THOUSAND ONLY) EQUITY SHARES		
			10,000 (TEN THOUSAND ONLY) EQUITY SHARES		
TOTAL					

Dated this 13th day of March, 2013 at Bangalore

WITNESSES:
PRASHANTH KUMAR S/O S GANAPATHI RAO
KPM'S & ASSOCIATES,
CHARTERED ACCOUNTANTS,
65, 3RD FLOOR, MIDDLE SCHOOL ROAD,
V. V. PURAM, BANGALORE-560044.
OCCUPATION:- PROFESSIONAL
M. NO - 821790