
MEMORANDUM AND ARTICLES

OF

ASSOCIATION

OF

ENPRO OIL PRIVATE LIMITED



भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, उत्तर प्रदेश एवं उत्तराखण्ड

कम्पनी अधिनियम, 1956 की धारा 18(3)
राज्य परिवर्तित करने के संबंध में, कम्पनी विधि बोर्ड के आदेश के पंजीकरण से संबंधित प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : U15127UP1991PTC043338
सैसर्स ENPRO OIL PRIVATE LIMITED

ने अपने विशेष विनिश्चय द्वारा, इसके पंजीकृत कार्यालय को दिल्ली राज्य से उत्तर प्रदेश राज्य में स्थानान्तरित करने के निमित्त अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है और इस परिवर्तन की पुष्टि

clb uup, clb up

के दिनांक 01/12/2010 के आदेश द्वारा किए जाने पर,

में, यह सत्यापित करता हूँ कि उक्त आदेश की सत्यापित प्रतिलिपि को आज पंजीकृत कर लिया गया है।

मेरे हस्ताक्षर द्वारा कानपुर में, यह प्रमाण-पत्र, आज दिनांक दस फरवरी दो हजार न्यारह को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Uttar Pradesh and Uttarakhand

SECTION 18(3) OF THE COMPANIES ACT, 1956

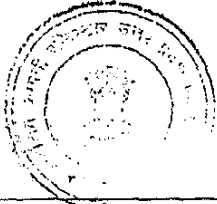
Certificate of Registration of Company Law Board order for Change of State

Corporate Identity Number : U15127UP1991PTC043338

M/s ENPRO OIL PRIVATE LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Delhi to the Uttar Pradesh and such alteration having been confirmed by an order of clb uup, clb up bearing the date 01/12/2010.

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at Kanpur this Tenth day of February Two Thousand Eleven.



सत्य प्रतिलिपि

(एम. पी. शाह)

कम्पनी रजिस्ट्रार
उत्तर प्रदेश एवं उत्तराखण्ड
कॉर्पोरेट कार्य मंत्रालय
भारत सरकार
कानपुर

(SANJAY BOSE)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies
उत्तर प्रदेश एवं उत्तराखण्ड
Uttar Pradesh and Uttarakhand

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :
Mailing Address as per record available in Registrar of Companies office:
ENPRO OIL PRIVATE LIMITED
Plot No. 1A., Sector 16-A,
Noida - 201301,
Uttar Pradesh, INDIA

BEFORE THE COMPANY LAW BOARD
NEW DELHI BENCH

COMPANY PETITION NO. 588/17/2010-CLB

PRESENT: SMT. VIJLA YADAV, MEMBER

IN THE MATTER OF THE COMPANIES ACT, 1956 (1 OF 1956)
SECTION 17

AND

In the matter of M/s. ENPRO OIL PVT. LTD.

M/s. Enpro Oil Pvt. Ltd.
having its registered office at Chamber No. 1517
15th Floor, Devika Tower, 6 Nehru Place
New Delhi- 110019.

.....Petitioner

Present on behalf of the parties:

Sh. Harish Khurana, Practicing Company Secretary

..... for petitioner

ORDER

(Date of Hearing: 11/11/2010)

The petitioner company has presented this petition under section 17 of the Companies Act, 1956 (hereinafter referred to as 'the Act') to this Bench for confirmation of alteration to the Situation clause of the Memorandum of Association of the company as approved by the Special Resolution passed in accordance with Section 189 of the Act at its Extra-Ordinary General Meeting held on 1.9.2010.

2. The petitioner company was incorporated on 5.8.1991. The company has submitted that entire managerial and secretarial as well as corporate affairs are being substantially controlled, handled and managed from company's Head office/ Corporate Office at Noida (U.P.). Maintenance of registered office at New Delhi has become uneconomical to the company due to constant rise in the rent and other charges of Municipal Corporation of Delhi and/or other authorities. The Board of Directors felt that it would be convenient, advantageous and economical to manage the entire operation and day-to-day affairs of the company from Noida. Therefore, for better administration, control and convenience, the Board of directors has decided to shift the registered office from NCT of Delhi to the State of Uttar Pradesh. Hence this petition.

.....Contd.2/-

3. Taking into consideration the contents of the petition and the affidavit filed in support thereof, submissions made by Sh. Harish Khurana, the authorised representative of the petitioner company and the Registrar of Companies, NCT of Delhi & Haryana report dated 13.10.2010 and noting that the company has duly complied with the provisions of Regulation 36 of the Company Law Board Regulation, 1991:

THIS BENCH DOETH HEREBY ORDER

That the alteration in Clause II of the Memorandum of Association of the petitioner company as approved by the Special Resolution as referred to above is hereby confirmed subject to the condition that the interest of no employee working at the registered office of the company shall adversely be affected either by way of transfer or retrenchment or otherwise.

SCHEDULE

- II. The Registered office of the company will be situated in the State of Uttar Pradesh.

Signed on this 23rd day of November, 2010 at New Delhi.

sd/
(VIMLA YADAV)
MEMBER

RPN 23/11/10

*at the office of
the Registrar of Companies,
NCT of Delhi & Haryana,
New Delhi.*

GOVERNMENT OF INDIA
MINISTRY OF COMPANY AFFAIRS

National Capital Territory of Delhi and Haryana

B-Block Paryavaran Bhawan, CGO Complex, Lodhi Road, New Delhi -
110003, Delhi, INDIA

Corporate Identity Number : **U15127DL2005PTC137626**

**Fresh Certificate of Incorporation Consequent upon Change of
Name on Conversion to Private Limited Company**

IN THE MATTER OF M/s ENPRO OIL LIMITED

I hereby certify that ENPRO OIL LIMITED which was originally incorporated on FIFTEENTH day of JUNE TWO THOUSAND FIVE under the Companies Act, 1956 (No. 1 of 1956) as ENPRO OIL LIMITED and upon an application made for conversion into a Private Company under Section 31(1) of the Companies Act, 1956; and approval of Central Government signified in writing having been accorded thereto by the RoC-Delhi (CGO) vide SRN A00286922 dated 10/06/2006 the name of the said company is this day changed to ENPRO OIL PRIVATE LIMITED.

Given under my hand at Delhi this TENTH day of JUNE TWO THOUSAND SIX.



Sd/-

(Dr. Navrang Saini)
REGISTRAR OF COMPANIES,
National Capital Territory of Delhi and Haryana

COMPANY NO. 55-137626 CINU15127DL2005PLC137626

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT UPON CHANGE OF NAME

In the office of the Registrar of Companies, NCT of Delhi
& Haryana [under the Companies Act, 1956 (1 to 1956)]

IN THE MATTER OF M/s FOOD EXPRESS STORES (INDIA) LIMITED (TFD>
FROM KERALA TO DELHI)

I hereby certify that FOODEXPRESS STORES (INDIA) LIMITED (TFD>
FROM KERALA TO DELHI)

which was originally incorporated on Fifth August of one thousand nine
hundred and ninety one
under the Companies Act, 1956 (Act 1 of 1956) under the name

ARIAKE EXTRACTS (INDIA) LIMITED

having duly passed the necessary resolution in terms of Section 21 of the Com-
panies Act, 1956 and the approval of the Central Government signified in writing
having been accorded thereof under Section 21 read with Government of India,
Department of Company Affairs, Notification No. G.S.R.507(E) dated 24-06-1985
by Registrar of Companies, NCT of Delhi & Haryana, New Delhi vide letter No.
ROC/21/55137626/82 dated 23/01/2006 the name of the company is this day
changed to

Enpro Oil Limited

and this Certificate is issued pursuant to Section 23(l) of the said Act.

Given under my hand at New Delhi this Thirtieth January of Two Thousand and
Six.



Sd/-
(Dr. Navrang Saini)
REGISTRAR OF COMPANIES,
N.C.T. OF DELHI AND HARYANA

Company No.U15127DL2005PLC137626.....

(SECTION 18(3) OF COMPANIES ACT, 1956)

M/s. FODEXPRESS STORES (INDIA) LIMITED having by Special Resolution altered the provisions of its Memorandum of Association with respect to place of the Registered Office by changing it from the State of KERLA to the NCT of DELHI and such alteration having been confirmed by an order of The Company Law Board, Southern Region Bench, Chennai bearing the date 16-03-2005.

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at NEW DELHI this 15TH day of JUNE Two Thousand Five.



Sd/-
(D. R. Chaturvedi)
Dy REGISTRAR OF COMPANIES
NCT OF DELHI & HARYANA

BEFORE THE COMPANY LAW BOARD
SOUTHERN REGION BENCH
AT CHENNAI

COMPANY PETITION NO. 21/17/SRB/2005

PRESENT : SHRI K.K. BALU, Member

IN THE MATTER OF THE COMPANIES ACT, 1956 (I OF 1956)
SECTION 17

AND

IN THE MATTER OF M/S FOODEXPRESS STORES (INDIA) LIMITED

M/s Foodexpress Stores (India) Limited,
a Company registered under the Companies Act, 1956
having its registered office at XXIV/1604, Amalgam House,
Bristow Road, Willingdon Island, Cochin - 682 003.

... PETITIONER

PARTIES PRESENT : Shri. Soy Joseph, Practicing Company Secretary and Authorised
Representative of the petitioner Company

DATE OF HEARING : 28.02.2005

O R D E R

1. The petitioner Company has presented this petition under Section 17 of the Companies Act, 1956 (hereinafter referred to as 'the Act') to this Bench for confirmation of the alteration to the Situation Clause of the Memorandum of Association of the Company as approved by the Special Resolution passed in accordance with Section 189 of the Act at its Annual General Meeting held on 30.09.2003.

2. The Petitioner Company was incorporated as a Public Company limited by shares in the State of Kerala in the year 1991 under the name and style of M/s. Taiga Foods Limited and subsequently the name of the Company was changed to M/s. Food Express Stores (India) Limited in the year 2000. The main objects of the Company are to carry on the business of manufacture, processing, packing, trading, wholesale and retail distribution of domestic and export sale, all types of foods items both frozen and chilled like fish, other marine products, meat, eggs, poultry products, protein foods, mild cream butter, cheese, bacons, sausages, fruits, vegetables, cereals, pulses and other agricultural products or substances made from all or any of them, or canned, tinned and processed foods of every description etc. M/s. Jubilant Enpro Private Limited is holding 99% of the shares of the Company and it took over the control of the Company in the year 2003. The said company is having its offices in and around Delhi and it has been decided to shift the registered office of the Company from the State of Kerala to the National Capital Territory of Delhi. The shifting of the registered office of the Company would also enable the Company to carry on its business more economically and efficiently. Hence this petition.

3. The petitioner Company has filed applications in C.A. No. 7 of 2005, 11 of 2005 and 12 of 2005 seeking enlargement of time in filing the petition and condonation of delay in serving the notice on a secured creditor and condonation of delay in serving the notices on persons who have subscribed to shares but sofar not allotted respectively and the applications are allowed for the reasons stated therein.

4. Taking into consideration the contents of the petition and the affidavit filed in support thereof, submissions made by Shri. Soy Joseph, Authorised Representative of the petitioner Company, submissions of the Registrar of Companies, Kerala, Cochin vide his report dated 14.02.2004 and noting that the Company has duly complied with the provisions of Regulation 36 read with Regulation 43 and 44 of the Company Law Board Regulations, 1991.

THIS BENCH DOTH ORDER

That the alteration in clause II of the Memorandum of Association of the Petitioner Company as proposed by the Special Resolution and referred to in the petition herein and resolved in accordance with Section 189 of the Act at the Annual General Meeting held on 30.09.2003 as set fourth in schedule hereto, be and the same is hereby confirmed subject to the condition that the interest of no employee working at the Registered Office of the Company shall adversely be affected either by way of transfer or retrenchment or otherwise.

SCHEDULE

Clause II of the memorandum of association of the company be altered by substituting the words " state of Kerala" by the words " National Captial Territory of Delhi."

Sd-
(K.K. BALU)
Member

DATED THIS THE 16TH DAY OF MARCH, 2005.



कार्यपीठ अधिकारी
Bench Officer
कम्पनी कार्य विभाग
Company Law Board
दक्षिण क्षेत्र
Southern Region
तारीख :
Dated the 16th May 05.

Co. No. 09-6133



सत्यमेव जयते

**FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT UPON CHANGE OF NAME**

*In the office of the Registrar of Companies, Kerala
[under the Companies Act, 1956 (1 of 1956)]*

IN THE MATTER OF M/s. **TAIGA FOODS LIMITED**

I hereby certify that **M/s. TAIGA FOODS LIMITED** which was originally incorporated on **05TH** day of **AUGUST, 1991** under the Companies Act 1956 and under the name **M/s. ARIAKE EXTRACTS (INDIA) LIMITED** having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956, the name of the said company is this day changed to **M/s. FOOD EXPRESS STORES (INDIA) LIMITED** and this certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at COCHIN this day of 06th June, Two Thousand.

Sd/-
(S.M. AMEERUL MILLATH)
Registrar of Companies
Kerala

*Here give the name of the Company as existing prior to the change.



FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON CHANGE OF NAME

In the Office of the Registrar of Companies, Kerala.....
(Under the Companies Act, 1956 (1 of 1956))
IN THE MATTER OF* **ARIAKE EXTRACTS (INDIA) LIMITED**

I hereby certify that M/s. **ARIAKE EXTRACTS (INDIA)**
.....
Limited, which was originally incorporated on **the 5th day of August,**
1991.....under the **Companies Act, 1956 and under the name.....
ARIAKE EXTRACTS (INDIA).....
.....Limited, having duly passed the
necessary resolution in terms of Section 21 of the Companies Act, 1956,
the name of the said company is this day changed to.....
TAIGA FOODS LIMITED.....
Limited and this certificate is issued pursuant to Section 23 (1) of the said Act.

Given under my hand at Cochin, this day of **19th June,**
.....**1996**.....(One thousand
nine hundred ninety **six**.....)


.....(**V.A. VIJAYAN MENON**).....
Registrar of Companies
Kerala

*Here give the name of the Company as existing prior to the change.

Form I. R.



CERTIFICATE OF INCORPORATION

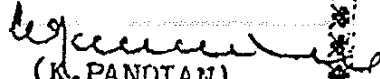
No. 09-06133 of 19 91....

I hereby certify that ARIAKE EXTRACTS (INDIA) LIMITED

.....
.....
is this day incorporated under the Companies Act, 1956 (No 1 of 1956)
and that the Company is Limited.

Given under my hand at Cochin,
this the fifth day of August,
One thousand nine hundred and ninety one.....

the 14th day of Sravana, 1913 (Saka).


(K. PANDIAN)
Registrar of Companies.
KERALA

5

**THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES**

**MEMORANDUM OF ASSOCIATION
OF
ENPRO OIL PRIVATE LIMITED**

- I. The name of the Company is **Enpro Oil Private Limited**
- II. The Registered Office of the Company will be situated in the state of Uttar Pradesh.
- III. The object for which the company is established are as follows :
 - A. **The Main Objects to be pursued by the Company on its incorporation are :**
 1. To refine, manufacture, import, export, process, packing, transports or otherwise deal in oils, petroleum and petroleum products, fuel, gas, intermediates and derivatives thereof and to act as dealers and distributors for petroleum products.
 2. To carry on the business of manufacture, processing, packing, trading, wholesale and retail distribution of domestic and export sale, all types of food items both frozen and chilled like fish, other marine products, meat, eggs, poultry products, protein foods, milk cream, butter, cheese, bacons, sausages, fruits, vegetables, cereals, pulses and other agricultural products or substances made from all or any of them, or canned, tinned and processed foods of every description.
 - B. **The objects incidental or ancillary to the attainment of the main objects are :**
 1. To enter in to contracts, agreements, foreign collaboration agreements, partnerships and arrangements with any other Company, firm or person in any country for the carrying out by such other Company, firm or person on behalf of the Company of the objects for which the Company is formed.
 2. To purchase, take on lease, manufacture, construct, erect, equip, maintain and work factories for frozen foods, and to design, fabricate and manufacture suitable plant, machinery, tools and equipments for the same.
 3. To purchase, sell, grow, process, refine and generally deal in and with all materials connected with *business of the Company, including all raw materials, components and accessories.*
 4. To manufacture, purchase, and sell ice and to purchase, construct, erect, equip, maintain and work suitable plants for the purpose.
 5. To purchase, take on lease or licence, exchange, design fabricate, construct, maintain and alter any *buildings, warehouses, godowns, shops or other structures or works and any plant, engines, machinery, stock-in-trade, tools and implements and any other properties, rights or privileges necessary, convenient or expedient for the purposes of the Company, and to sell, lease or otherwise dispose of the same.*
 6. To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of turn to account, grant rights or privileges in respect of or otherwise deal with all or any part of the know-how, properties and rights of the Company.
 7. To enter into partnership or any other arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, firm, company or other body carrying on or engaged in or about to carry on or engage in any business, undertaking or transaction which this Company is authorised to carry on or engage in, or the business, undertaking or transaction 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 such person, firm, Company or other body and to take or otherwise acquire and hold shares or securities of any such person, firm, Company or other body and to sell, hold, re-issue, with or without guarantee, or otherwise deal with same.

8. To promote any Company or Companies for the purpose of acquiring all or any of the properties, rights and liabilities of this Company, or for any other purpose, which may seem directly or indirectly calculated to benefit this Company.
9. To amalgamate with any Company or Companies having objects altogether or in part similar to those of this Company.
10. To enter in to arrangements with any Government, State or Municipal authority, local or otherwise, that may seem conducive to the Company's objects or any of them and to obtain from any such Government, State or authority, any rights, privileges and concessions which the Company may think it desirable to obtain and to carry out, exercise and comply with any such arrangements rights, privileges and concessions.
11. To apply for tender, purchase or otherwise acquire and protect, prolong and renew any contracts, licences and concessions and patents, brevets D'inventions and right to use, undertake, execute, carryout, dispose of or otherwise turn to account the same and to carry on research and development in relation thereto.
12. To establish and maintain agencies in any part of the world for the conduct of the business of the Company, or for the sale of the materials or things for the time being at the disposal of the Company for sale, and to advertise and adopt means of making known or promoting the use of all any of the products or goods of the Company or the articles or goods traded or dealt in by the Company, in any way that may be thought advisable.
13. To be invested in, promote and undertake the formation and establishment of such institution, business, pools, combines, syndicates-industrial, trading or manufacturing as may be considered to be conducive to the profit and interest of the Company and to acquire, promote and or subsidise interest in any industry or undertaking which may seem to the Company capable of being conveniently carried on in connection with any of the objects of the Company or otherwise calculated directly or indirectly to render any of the Company's properties or rights for the time being profitable.
14. To promote and form and to be interested in, and take, to apply for, acquire, hold and dispose of shares, stocks, to debentures or other securities in any other Company having objects similar altogether or in part or those of this Company or carrying on the business capable of being conducted so as directly or indirectly to benefit the Company and subsidise or assist any such Company financially or otherwise by issuing or subscribing for guaranteeing the subscription and issue of debentures, debenture stock or other securities of such Company.
15. To pay for any properties, rights or privileges acquired by the Company in Shares or debentures of this Company or partly in shares or debentures and partly in cash or otherwise and to give shares or stock or debentures of this Company in exchange for shares or debentures of other Company.
16. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company and the issue of this capital, including underwriting or other commissions, broker's fee and charges in connection therewith.
17. To remunerate or make donations to (by cash other assets or by allotment of fully or partly paid Shares, Stock, Debentures, debenture stock or any other securities of this or any other Company, or in any other manner, whether out of the Company's Capital, profits or otherwise) any person or persons for services rendered or to be rendered in introducing any property or business to the Company or placing or assisting to place or guaranteeing subscription of any shares, stock, debentures, debenture stock or other securities of the Company or for any other reason which the Company may think proper.
18. To pay, satisfy or compromise any claims made against the Company which it may seem expedient to pay, satisfy or compromise, notwithstanding that the same may not be valid in law.
19. Subject to the provisions of the Companies Act, to borrow, raise or receive money on deposit, with or without interest, in such manner as the Company may deem fit and in particular by issue of debenture stock, whether convertible with shares or otherwise, and to secure repayment of any such money by mortgage, pledge or charge on the whole or any part of the business, undertaking, properties, or assets or rights of the Company, present or future including any uncalled capital.

20. To advance and lend money upon such securities or without securities therefore as may be thought fit and proper and to invest such of the Company's money as is not immediately required, in such manner as may from time to time be determined by the Directors of the Company. But the Company shall not do the business of banking within the meaning of the Banking Regulations Act, 1949.
21. To open an account or accounts with any person or Company or with any bank or bankers and to pay into and withdraw moneys from such account or accounts whether they may be in credit or otherwise.
22. To draw, make accept, endorse, discount, execute, and issue, negotiate assign, buy, sell and otherwise deal in cheques, drafts, promissory notes bills of exchange, hundies, debentures, bonds, bills of lading, railway receipts warrants, and coupons and all other negotiable and commercial or mercantile securities, instruments and documents.
23. To adopt such means for making known the business and/or products of this Company or any Company in which this Company is interested in any manner, by advertisement in papers, magazines, through cine slides and films, by issue of circulars, posters, calendars, showcards, playing cards, hoardings by radio programmes, exhibiting by publications of books, periodicals and by granting prizes.
24. To provide for the welfare of the Directors, officers, employees and Ex-Directors, and Employees of the Company and the wives, widows and families of the dependant or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pensions, allowances, bonus, insurance or other payments or by creating and from time to time subscribing or contributing to aiding or supporting provident or other associations, institutions, towards trusts or conveniences, and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other assistance as the Company shall think fit.
25. To train or pay for the training in India and abroad of any of the Company's employees or any persons in interests of or for the furtherance of the Company's objects and business.
26. To create any depreciation funds, reserve funds, or any other special funds, whether for repairing, improving, extending or maintaining any property of the Company or for any other purpose conducive to the interests of the Company.
27. To procure the registration or other recognition of this Company in this Country, State or place and establish therein and regulate agencies for the purpose of the Company's business.
28. To open and keep a register or registers in any Country, State, Territory or Dominion, wherever it may be deemed advisable to do so, and to allocate any number of shares in the Company.
29. To undertake and execute any trusts, the undertaking whereof may seem desirable, either gratuitously or otherwise.
30. To abandon, exchange, lease, mortgage, sell and in any other manner deal with or dispose of the undertaking, goodwill, properties, rights and concessions of the Company or any part thereof, for such consideration and upon such terms as the Company may think fit, and to accept payments for the same either in cash, by instalments or otherwise, or in shares, with or without preferred rights in respect of dividends and/or payment of capital, or in debentures or debenture stock or other securities of any Company or party in one mode and partly in another, and to hold, deal with or dispose of any consideration so received.
31. In the event of winding up, to distribute any of the properties, rights and assets of the Company among its members in specie or in kind and in particular by the distribution of paid-up shares or debentures stock of the Company or any other Company for any payment declared or due but so that no distribution amounting to a reduction of capital shall be made save in accordance with the relevant provisions of the Companies Act in that regard.
32. Subject to the provisions of the Companies Act, to place reserve or to distribute as dividends or bonus among the members or otherwise to apply, as the Company may from time to time think fit, any moneys received by the Company by way of premium or in respect of dividends accrued on any Forfeited Shares,

33. To subscribe, contribute or otherwise assist or grant money to charitable, benevolent, religious, scientific, national, public or other useful institutions or organisations or for any exhibitions of any other public, general or useful objects or purpose.
34. To do all or any of the above things in any part of the world.
35. To enter into technical, financial or other arrangements with any individuals, Companies, firms or other concerns whether Indian or Foreign in connection with any of the Company's business and for the purpose to enter into and carry out any contracts.
36. To acquire and deal in lands, building, easements and other interests in real estate, plant and shares and stocks and securities in or of any Company or undertaking, the acquisition of which may promote or advance the interests of this Company.

C. The other objects for which the Company is incorporated are :

- 1) To breed, import, export, improve, prepare, deal and trade in cattle, pigs, game and live and dead stock of every description, pork-pies, sausages, potted meats, table delicacies, foods intended for human consumption.
- 2) To carry on business as bakers, confectionaries, refreshment contractors and general provision merchants.
- 3) To manufacture or deal in electrical goods, air-conditioning apparatus and appliances in all branches and processes.
- 4) To undertake all kinds of agricultural farming, agro-industrial and related operations.
- 5) To carry on business as tour and travel agents and contractors and to facilitate travelling by land, air, sea and space and to provide for tourists and travellers and promote the provision of conveniences of all kinds by way of through tickets, circular tickets, sleeping cars and berths, reserved places, hotel and lodging accommodation, guides, safe deposits, inquiry bureaux, libraries, reading rooms, baggage and transport.
- 6) To carry on business as hotel keepers, lodging house and restaurant agents and insurance agents.
- 7) To carry on the business of advertising agents, advertisement contractors and designers of advertisements in all their branches.
- 8) To operate motor transport of all kinds, including the leasing or hiring for any period or number of journeys of cars, lorries, tractors and other vehicle and in the repairs of such vehicle.
- 9) To carry out in India and elsewhere in all their branches of hire purchase, housing, general finance, investment trusts and undertake the management, supervision, administration and control of any business or operation or undertaking.

IV. The liability of the members are limited.

- V. The Authorised Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore only) divided into 5,00,00,000 (Five Crore) Equity Shares of Rs. 10/- (Rupees Ten) each, with power to increase, reduce or reorganize the same in accordance with the provisions of the Companies Act, 1956.

We, the several persons whose name 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.

Sl. No.	Names, Addresses, Descriptions and occupation of	No. of Equity shares taken by each subscriber	Signatures of Subscribers
1.	Abraham J Tharakan, S/o. P J Tharakan Nima House, IV Main Road, Willingdon Island, Cochin - 682 003 (Business)	101 (One Hundred and One Only)	Sd/-
2.	Amalgam Foods Limited Ezhupunna P O, Alleppey Distt., Represented by its Managing Director A J Tharakan	101 (One Hundred and One Only)	Sd/-
3.	Major P J Antony VSM (Retd.)1. S/o. P L Joseph, Choolackal House, Perumanoor Cochin - 682 015 (Business)	101 (One Hundred and One Only)	Sd/-
4.	Accelerated Freeze Drying Co. Ltd. Ezhupunna P O, Alleppey Distt., Represented by its Managing Director Major P J Antony VSM Retd.	101 (One Hundred and One Only)	Sd/-
5.	Ramesh J Tharakan, S/o. P J Tharakan Nima House, IV Main Road, Willingdon Island, Cochin - 682 003	101 (One Hundred and One Only)	Sd/-
6.	Amalgam Investments Limited, Nima House, IV Main Road, Willingdon Island, Cochin - 682 003 Represented by its Managing Director Mr. Ramesh J Tharakan (Business)	101 (One Hundred and One Only)	Sd/-
7.	Lillikutty Tharakan, W/o. P J Lonappan Tharakan Leela Mahal, Ezhupunna P O, Alleppey District, Kerala	101 (One Hundred and One Only)	Sd/-
	Total Shares taken	707	

Dated this the 24th day of June, 1991

Witness to the above signatures :

Signature : Sd/-
Name : Chitra Sreenivas, A.C.S.
Description & Occupation : Company Secretary, W/o. K Sreenivas
Address : Nima House, IV Main Road,
Willingdon Island, Cochin - 682 003

CERTIFICATE COPY
LIMITED

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
Articles of Association
Of
ENPRO OIL PRIVATE LIMITED

I. PRELIMINARY

1. Subject as herein after provided, the Regulations contained in Table 'A', in the Schedule 'I' to the Companies Act, 1956, Shall apply to the Company.

II. INTERPRETATION

2. (I) In these Regulations:-
 - (a) "The Act" means the Companies Act, 1956 as amended, from time to time.
 - (b) "The Directors" means the Directors of the company and include persons Occupying the position of Directors by whatever name called.
 - (c) "The Seal" means the common seal of the company.
- (II) Unless the context otherwise requires, words of expressions contained in these regulations shall bear the same meaning as in the Act or any statutory modifications thereof in force.

III. PRIVATE COMPANY

3. The company is a Private Company within the meaning of section 2(35) and 3(1)(iii) of the Companies Act, 1956 and accordingly:-
 - a) No invitation shall be issued to the public to subscribe for any shares in or Debentures of the Company.
 - b) The number of members of the Company(exclusive of persons who are in employment of the Company and persons who, having been formerly in employment of the Company, were members of the Company while in that employment and have continued to be members after the employment ceased) is limited to fifty, provided that for the purposes of this definition where two or more persons jointly hold one or more shares in the Company, they shall be treated as a single Member, and
 - c) The Right to transfer the shares of the company is restricted in the manner and to the extent hereinafter appearing.
 - d) Prohibits any invitation or acceptance of deposits from persons other than its members, directors or their relatives.

IV. CAPITAL

4. The Authorised Share Capital of the Company is such that stated in clause V of the Memorandum of Association of the Company or altered thereat, from time to time. The Company has the power from time to time to increase or reduce its capital. Any

of the said shares and new shares hereafter to be created may, from time to time, be divided into share of several classes in such manner as may be provided herein after. The shares of each class may have or confer such preferential or other special rights and privileges may be issued under such restrictions and conditions whether in regards to dividend, voting, return of capital or otherwise as shall have been assigned thereto by or under provisions of the Articles of Association but so that the special rights or privileges belonging to holders of may shares issued with preferred or other rights shall not be varied or abrogated or effected except with such sanctions as is provided for hereinafter.

5. The shares shall be under the control and disposal of the Board of Directors who may allot or otherwise dispose of the same to such persons on such terms as the Board of Directors think fit and to give any persons and shares whether at par or at premium and for such consideration as the Board of Directors think fit.
6. Subject to these presents and the provisions of the Act, the shares of the company whenever issued shall be under the control and the Board of Directors who may allot, issue or otherwise dispose of the same of any of them to such persons or on such terms and conditions and at such times and at par or premium or discount as they may from time to time, think fit and proper, may also allot and issue shares in the capital of the Company in payment or part payment of any property sold or transferred to or for services rendered to the company in or about the conduct of its business and the shares which may be so allotted may be issued as fully paid up shares and if so issued deemed to be fully paid up shares.
- *6A. Subject to the provisions of section 81 and 81(1A) of the Act, the company shall have the power to issue equity shares to its employees under an Employees Stock Option Plan, as approved by the shareholders, from time to time. The Board of directors or committee thereof will administer the Plan /Scheme.

V. TRANSFER AND TRANSMISSION OF SHARES

7. Subject to provisions of section 108 of the Companies act, 1956 any member desiring to sell any of his shares must notify to the Board of Directors of the number of shares, the value and the name of proposed transferee and the Board of Directors must offer to the other shareholders, the shares offered at the fair value and if the offer is accepted, the shares shall be transferred to the acceptor and if the shares of any of them are not so accepted within one month from the date of notice to the Board, the members proposing transfer shall, be at liberty, subject to articles 8 and 9 hereof to sell and transfer the shares to any person either at the same price or at a higher price.

In case of any dispute regarding the fair value of the shares it shall be decided as fixed by the companies Auditor whose decision shall be final.

8. No transfer of shares shall be made or registered without the previous sanction of Board of Directors, except when the transfer is made by any member of the company to other member or to a members spouse or child or children or his/ her heirs and the Directors may decline to give such sanction without assigning any reason, subject to section 111 of the Act.
9. The Directors may refuse to register any transfer of shares(1) where the company has a lien on the shares or (2) or where the share is not a fully paid up share, subject to section 111 of the Act.

** Inserted vide special resolution passed in the EGM of company held on 26/03/2010*

VI. GENERAL MEETINGS

10. All General Meetings, other than Annual General Meeting shall be called Extra-ordinary General Meetings.
11. (i) The Directors may, whenever it think fit, call an Extra-ordinary General Meeting.
 - (ii) If at any time, there are not within India, Directors capable of acting who are sufficient in number to form a quorum, any Director or any two members of the Company may call an Extra-ordinary General Meeting in the same manner, as nearly as possible, as that in which such a meeting may be called by the Board.
 - (iii) Subject to Sections 190, 171 and 219 of the Act, all General Meeting may be called by giving to members clear seven day's notice in writing except where such condition is waived off unanimously by all members in writing in the meeting.

VII. PROCEEDINGS AT GENERAL MEETINGS

12. (1) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds of business.
 - (2) Subject to regulation 49 of Table 'A', Atleast two members present in person shall be a quorum.
13. The Chalman, if any, of the Board of Directors shall preside as Chairman at every General Meeting of the Company.
14. If there is no such Chalman, or if he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as Chairman of the meeting, the Directors present shall elect one of their members to be the Chairman of the meeting.
15. If at any meeting, no Director is willing to act as Chairman or if no Director is present within 15 (Fifteen) minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be Chairman of the meeting.
16. (i) The Chairman may with consent of any meeting at which a quorum is present and shall, if so directed by the meeting, adjourn the meeting, from time to time and from place to place.
 - (ii) No business shall be transacted at any adjourned meeting other that the business left unfinished at the meeting from which the adjournment took place.
 - (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
 - (iv) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. In the case of equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall not be entitled to a second or casting vote.
18. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

VIII. DIRECTORS

19. The business of the Company shall be managed by the Board of Directors who may pay all expenses incurred in setting up and registering the Company and may exercise

all such powers of the Company as are not restricted by the Act or any statutory modification thereof for the time being in force or by these Articles required to be exercised by the Company in general meeting subject nevertheless, to all regulations of these Articles, to the provisions of the Act and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Company in general meeting. Nothing shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

20. The First Directors of the Company shall be :
 1. Sh. Abraham J. Tharakan
 2. Sh. Major P. J. Antony
 3. Sh. Ramesh J. Tharakan
21. No person other than a retiring director shall be elected as a Director (except as a first Director or a Director appointed by the Director) unless fourteen days notice shall have been given at the Registered office of the Company of the intention to propose him together with a notice in writing, signed by himself signifying his willingness to be elected.
22. The Directors shall not be required any qualification shares in the Company. The Directors are not liable to retire by rotation.
23. Each Director shall receive out of the funds of the Company by way of setting fee for his services a sum in accordance with the provision of the Companies Act 1956 and Rules made thereunder for every meeting of the Board or any Committee of Directors attended by him.
24. The Director shall also be paid travelling and other expenses of attending and returning from meetings of the Board of Directors (including hotel expenses) and any other expenses properly incurred by them in connection with the business of the Company. The Directors may also be remunerated for any extra services done by them outside their ordinary duties as a Directors, subject to the provisions of Section 314 of the Act.
25. If any Director, being willing shall be called upon to perform extra services or special attention for the purpose of the Company, the Company may, subject to Section 314 of the Act, remunerate such Director which either in addition to or in substitution for remuneration to which he may other wise be entitled.
26. Subject to Sections 297 and 299 of the Act, no Director shall be disqualified by his office from contracting with the Company, nor shall any such contract entered into by or on behalf of the Company, in which any Director shall be in any way interested, be avoided nor shall any Director contracting or being so interested be liable to account to the Company for any profit realised by any such contract by reason only of such Director holding that office or of fiduciary relations thereby established but it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract is determined if his interest then exists or in any other case at the first meeting of the Directors after he acquires such interest.
27. The Board of Directors shall have the power, at any time and from time to time to appoint any person as Additional Director in addition to the existing Directors but so that the total number of Directors shall not be less than two and not more than twelve including nominee Director at any time. Any Director, so appointed, shall hold office only till the next following annual general meeting but shall be eligible thereof for election as Director.
28. Subject to Section 197A of the Act, the Board of Directors may, from time to time, appoint one or more of them to the office of Managing Director on such terms and conditions and at such remuneration as they may think fit.

IX. PROCEEDINGS OF DIRECTORS

29. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business and the place and manner in which the meeting shall be called. At least two Directors or one third of its total strength which ever is higher, present in accordance with Section 287 of the Act, shall form a quorum. Subject to the provisions of the Act, questions arising at any meeting shall be decided by majority of votes, in case of an equality of votes, the Chairman shall have a second or casting vote.
30. A Director may and on the request of a Director, the Secretary, if any shall at any time summon a meeting of Directors. A Director who is not in India shall not be entitled to a notice of meeting of the Directors.
31. The Director may from time to time elect a Chairman who shall preside at the meetings of the Directors and determine the period for which he is to hold office, but if no such Chairman is elected or if at any time, the Chairman is not present, the directors present shall choose one of the members to be the Chairman of such meeting.
32. Except a resolution which the Companies Act, 1956 requires it specifically to be passed in a board meeting, a resolution in writing signed by the majority of the Directors shall be as effective for all purposes as a resolution passed at a meeting of the Directors duly convened, held, and constituted, subject to section 289 of the Act.

X. POWERS OF THE DIRECTORS

33. Subject to Section 292 of the Act, the Board of Directors shall have the right to delegate any of their powers to such managers, against or other persons as they may deem fit and may at their own discretion revoke such powers.
34. The Board of Directors shall have powers for the engagement and dismissal of managers, engineers, clerks and assistants and shall have power of general direction, management and superintendence of the business of the Company with full powers to do all such acts, matters and things deemed necessary power or expedient for carrying on the business and concern of the Company and to make and sign all such contracts and to draw and accept on behalf of the Company all such bills of exchange, hundies, cheques, drafts and other Government papers and instruments as shall be necessary proper or expedient for the authority and direction of the Company except only such of them as by the Act or by these presents which are expressly directed to be exercised by share-holders in the general meeting.

XI. INSPECTION OF ACCOUNTS

35. (1) The Board shall cause proper books of accounts to be maintained under Section 209 of the Act.
- (2) The Board of Directors shall, also from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations, all books of the Company, or any of them, shall be open to the inspection of members, not being directors.
- (3) No member (not being a director) shall have any right of inspecting any account book or document of the Company except as conferred by law or authorised by the Board of Directors or by the Company in general meetings.

XII. SECRECY

36. Every manager, auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall, if so required by the Board of Directors, before entering upon the duties, sign a declaration pledging himself to observe strict secrecy respecting all transactions of the Company with its customers and state of accounts with individual and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Directors or by any general meeting or by the laws of the country and except so far as may be necessary in order to comply with any of the provisions in these presents of the Act.

XIII. BORROWING POWERS

37. Subject to section 58A and 292 of the Act, and the Regulations made thereunder and Directions issued by the RBI, the Board of Directors shall have the power, from time to time at their discretion, to borrow, raise or to secure the payment of any sum of money for the purpose of the Company in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or bonds of the Company or by mortgage charged upon all or any of the properties of the Company both present and future including its uncalled capital for the time being.

XIV. OPERATION OF BANK ACCOUNTS

38. The Directors shall have the power to open bank accounts, to sign cheques on behalf of the Company and to operate all banking, accounts of the Company and to receive payments, make endorsements, draw and accept negotiable instruments, hundies, bills or may authorise any other such person or persons to exercise such powers.

XV. BALANCE SHEET AND PROFIT AND LOSS ACCOUNT

39. The Board of Directors shall lay before each Annual General Meeting, Profit and Loss Account and Balance Sheet for the financial year of the company and Balance Sheet made upto the end of the financial year only and audited by a qualified auditor under the provisions of the Act.

XVI. AUDIT

40. The first auditors of the Company shall be appointed by the Board of Directors within one month after its incorporation who shall hold the office till the conclusion of first Annual General Meeting.
41. At each annual General Meeting of the Company, the Company shall appoint auditors to hold office from the conclusion of the Annual General Meeting to the next Annual General Meeting.
42. The Directors may fill up any casual vacancy caused by death in the office of the Auditors.
43. The remuneration of the auditors shall be fixed by the company in General Meeting except that remuneration of the first or any auditors appointed by the Directors may be fixed by the Directors.

XVII. THE SEAL

44. (1) The Board shall provide a common seal for the purposes of the Company and shall have power, from time to time, to vary or cancel the same and substitute a new seal in lieu thereof. The Board shall provide for the safe custody of the seal for the time being.
- (2) Subject to any statutory requirements as to Share Certificates or otherwise, the seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors or of a Committee of the Board authorised by it in that behalf and except in the presence of one director or any officer authorized by the Board who shall sign every instrument to which the seal is so affixed in his presence. This is, however, subject to Rule 6 of the Companies (Issue of Share Certificates) Rules, 1960.
- (3) The Board shall also be at liberty to have an official seal in accordance with Section 50 of the Act, for use in territory, district, or place outside India. That company shall, however, comply with Rule 6 of the Companies (Issue of Share Certificates) Rules, 1960.

XVIII. WINDING UP

45. (1) On the winding up of the Company, the liquidator may, subject to the provisions of the Act, divide amongst the members in specie or otherwise, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (2) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (3) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributor as the liquidator shall think fit but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

XIX. INDEMNITY

55. Subject to Section 291 of the Companies Act 1956, the Chairman, Directors, Auditors, Managing Directors and other officers for the time being of the Company and any trustees for the time being acting in relation to any of the affairs of the Company and their heirs, executors, shall be indemnified out of the assets and funds of the Company from or against all bonafide suits, proceedings, costs, charges, losses damages and expenses which they or any of them shall or may incur or sustain by reason of any act done or committed in or about the execution of their duties in their respective offices except those done through their wilful neglect or default. Any such officer or trustee shall not be answerable for acts, omissions neglects or defaults of any other officer or trustee.

Sl. No.	Names, Addresses, Descriptions and Occupation of	Signatures of Subscribers
1.	Abraham J Tharakan, S/o. P J Tharakan Nima House, IV Main Road, Willingdon Island, Cochin - 682 003 (Business)	Sd/-
2.	Amalgam Foods Limited Ezhupunna P O, Alleppey Distt., Represented by its Managing Director A J Tharakan	Sd/-
3.	Major P J Antony VSM (Retd.)1. S/o. P L Joseph, Choolackal House, Perumanoor Cochin - 682 015 (Business)	Sd/-
4.	Accelerated Freeze Drying Co. Ltd. Ezhupunna P O, Alleppey Distt., Represented by its Managing Director Major P J Antony VSM Retd.	Sd/-
5.	Ramesh J Tharakan, S/o. P J Tharakan Nima House, IV Main Road, Willingdon Island, Cochin - 682 003	Sd/-
6.	Amigam Investments Limited, Nima House, IV Main Road, Willingdon Island, Cochin - 682 003 Represented by its Managing Director Mr. Ramesh J Tharakan (Business)	Sd/-
7.	Lilikutty Tharakan, W/o. P J Lonappan Tharakan Leela Mahal, Ezhupunna P O, Alleppey District, Kerala	Sd/-

Dated this the 24th day of June, 1991

Witness to the above signatures :

Signature : Sd/-
Name : Chitra Sreenivas, A.C.S.
Description & Occupation : Company Secretary, W/o. K Sreenivas
Address : Nima House, IV Main Road,
Willingdon Island, Cochin - 682 003