

THE COMPANIES ACT, 1956
PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

GILL BROTHERS PRODUCER COMPANY PRIVATE LIMITED

- I. The name of the Company is **GILL BROTHERS PRODUCER COMPANY PRIVATE LIMITED**
- II. The Registered Office of the Company will be situated in Nizampur, The Payal, Distt Ludhiana Punjab under the jurisdiction of the Registrar of Companies, Punjab and Chandigarh & Himachal Pradesh.
- 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 business of production, harvesting, procurement, grading, pooling, handling, marketing, selling, export of all agricultural produce of the Members or import of goods or services for their benefit. Provided that the company may carry on any of the activities specified in this clause either by itself or through other institutions.
- 2) To create a platform for discussion on the issue confronting farming and farmers and to act as repository of knowledge on matters to agriculture in Punjab.
- 3) To promote /develop / help undertake agriculture as an enterprise with world level productivity and quality of produce and to project and secure its interest.
- 4) To undertake measures for the value addition of agriculture produce with a view to enhance the returns from agriculture to the farmers and to promote the efficiency of agricultural inputs especially the scarce resource like water.
- 5) To promote agriculture marketing development seeking opportunities in the global market to seek investment in wide spectrum of post harvest activities and to seek to enhance the share of farmers in the prices paid by the consumers.
- 6) To accelerate the development process of agriculture to meet the emerging challenge of socio-economic matter and to promote the advancement of scientific and technical education which may tend to develop agriculture, rural sector and environment.

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

- 1) To Enlist the services of experts' and to have at its disposal expert advice on matters relating to agriculture sector.
- 2) To Urge or oppose legislation/policies and other measures and to procure changes or enactments of law policies and practices effecting agriculture sector in particular and rural sector in general.
- 3) To Initiate and support legal action on its, own or on behalf of member jointly or severally in all courts established by laws of the Republic of India whether by authorization by members or on its own initiatives, on all matters affecting members of the company or any individual member or a group of them or farming community or farmers not directly represented by the company.
- 4) To Take all possible steps which may be necessary for promoting supporting or opposing any issue related with agriculture sector.
- 5) To negotiate with and enter into any arrangement with government or authorities at state or national level or public or private bodies that may seem conducive to the company's objects or any of them and to apply for or obtain from any such Government or authority all rights, concessions and privileges which the company may think it desirable to obtain and to carry out exercise and comply with any such arrangements rights, privileges and concessions.
- 6) To negotiate and enter into arrangements with similar situated company of farmers by whatever name of institution or other chambers or associations or organizations or companies etc. in different states/regions in India or in foreign countries with a view to achieve the objects of the Chamber and to undertake/arrange the visits of the members to different states/countries.
- 7) To subscribe to become a member of or otherwise cooperate with any other company or association whether incorporated or not whose objects are altogether or in part similar to those of this company.
- 8) To institute awards, scholarships etc, for outstanding work to an individual or organization in any selected sphere ,such as policy formulation research and development extension , production ,value addition , processing and marketing of agricultural produce / products.
- 9) To promote the advancement of scientific and technical education and such study of different fields related with agriculture sector as may tend to develop agriculture sector.
- 10) To encourage, assist and extend knowledge and information connected with production, marketing, processing of agriculture produce either through lecture, seminar, workshop, discussion or correspondence etc. by holding, conferences, by the formation of libraries by the publication of newspapers, periodicals or journals books, maps or by foundation and endowment or professorship, studentship,, or scholarship or by encouraging aforesaid research work or howsoever, otherwise.

- 11) To maintain libraries for the use and benefit of farming community in general and members of the company in particular and to provide for agriculture sector the means of formulating making known and influencing general policy in regard to economic, fiscal, commercial, labor, social technical, legal and educational questions and to act as a national point of reference for those seeking the farmers views.
- 12) To promote and undertake seminars, workshops, road shows, exhibitions, farmer's fairs and take all actions connected therewith in connection with the objects of the company.
- 13) To collect, tabulate and circulate information/knowledge and statistics of value to Agriculture sector.
- 14) To assist members in securing facilities of transport either by sea, rail , road or air for the movement of inputs and finished products and to help in and assist members in the purchase and sale of machinery, implements and other required to be used in agriculture.
- 15) To adopt such means of making known the activities and services of the company as may seem expedient and in particular by advertising in the press by circular, purchase and exhibition of works of interest by publication of books and periodicals or any other kind of literature and by granting prizes, awards and donations. The company shall arrange to open its website.
- 16) To organize , establish and start a separate department or departments or association on crop/produce/enterprise specific or area specific basis or otherwise of the company with a view to effectively achieve the objects for the purpose of research work pertaining to any issue related to agriculture and for such other purposes as are mentioned in the object of the company in organizing and establishing such departments the Board of Directors will be empowered to frame separate rules and regulations for their workings within the provisions of the Act.
- 17) To sponsor on its own and or arrange through the agencies of the Government , visits of delegations of members or other to foreign countries to promote the interest of the farmers in the areas such as market surveys, exports ,joint ventures and collaborations , consultancy studies and all other allied matters as decided by the executive council.
- 18) To nominate delegates and advisors etc. to represent members at National and International Conferences held on agriculture related issues and other Seminars, Conferences and Committees affecting the interest of farming community and sanction expenses in connector therewith if necessary and to take up consider formulate and give effect to views on the subject coming up before conferences and committees mentioned above.
- 19) To take all possible steps which may be necessary for promoting , supporting ot opposing recommendations or views or conventions at National and International Conferences and other Panels and Committees.
- 20) To the same extent as natural person might or could do to accept , receive, acquire, purchase , take on lease , hire , mortgage, loan, gift , grant, legacy bequest, exchange or otherwise from any person ,company , society ,Government, institution or body whatsoever and to hold all or any part of all movable and immovable property (ies) of all description now and or hereafter vested in or in possession of the company or any rights or privileges necessary or convenient fro the purpose of the company on such terms and conditions as may be thought

fit or expedient and to have the same mutated in any court of law or office (civil , criminal, revenue, municipal or estate) in the name of the Company.

- 21) To construct, erect, develop, improve or alter and keep in repair any building acquired or used by or for the company and to pull down or demolish any building not so required and to maintain deal with manage , control and administer the same.
- 22) To invest or deposit the money of the Chamber not immediately required for the purpose of the company in such approved securities as may from time to time determined by the Board of Directors including in any debentures , shares, Government Promissory Notes Cash certificates, bank or other deposits, Annuities , Bonds or otherwise.
- 23) To alienate by way of sale , mortgage , lease , loan, charge , hypothecation , pledge ,exchange hiring out gift or otherwise with or without any funds of the company or otherwise deal with all or any property or otherwise to other institutions/bodies having objects similar to those to those of the company.
- 24) To have legal, financial, secretarial research and development or ay other services as the executive council may decide to achieve the objects mentioned above.
- 25) To achieve the objects which are incidental to or connected with the objects mentioned above and to do all such other lawful things as are incidental or conducive to the attainment of the above objects.

(C) OTHER OBJECTS: NIL

- IV.** The Objects of the Company shall extend to the Indian States and union territories of India starting from the state of Punjab.
- V.** The liability of the members is limited.
- VI.** The Authorized Share Capital of the Company is Rs. 100,000/- (Rupees One Lac only) divided into 10,000 (Ten Thousand) equity Shares of Rs.10/- (Rupees Ten only) each..