

THE COMPANIES ACT, 1956

(Private Company Limited by Shares)

MEMORANDUM OF ASSOCIATION

OF

TAIYO FEED MILL PRIVATE LIMITED

I. The name of the Company is TAIYO FEED MILL PRIVATE LIMITED.

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

III. A. THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. To carry on the business of manufacturers, dealer, importer, exporter in fish feed, animal feed, poultry feed, pig feed, compounded or mixed feed, minerals, vitamin protein food of all types.
2. To carry on the business of manufacturers and dealers in fish feed, poultry feed, pig feed concentrates, compounded or mixed feed, minerals and mineral mixtures, vitamins, proteins, sugar glucose, starch fattening preparations of every description, artificial manures and fertilizers, oil cake crushers, seed crushers, oil extractors, ginners, treacle manufacturers, feed specials, cake and meal merchants, millers, bakers, chemists and seed corn grain, flour, hay, straw, flax cotton, and oil merchants and manufacturers of cases, casks, drums, barrels, bags and sacks.
3. To carry on the business of manufactures, importers, exporters, distributors, brokers, processors, stockist, agents and or otherwise to deal in fish feed, animal feed, cattle feed, laboratory animal feeds, sheep feeds, poultry feeds, pig feeds and all such items that may be required for the manufacture of the above feeds and feeds concentrate, feed premixes, supplementary feeds, additives, compound feeds or mixed feeds, vitamins, proteins, vegetable products, glucose, starch, fattening preparations and to utilize, work up and deal in glueproducts or residue resulting from any of the company's manufacturing and operations.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS:

1. To enter into agreements and contracts with Indian or Foreign individuals, firms or companies for technical, financial or other assistance or collaboration for carrying out all or any of the objects of the company.
2. To promote any company having similar objects for the purpose of acquiring all or any of the property, undertaking, rights and liabilities of this company and/or to be interested in or take or otherwise acquire, purchase, hold, sell or otherwise dispose of shares, debentures and other securities in or of any such company, or any other company for all or any other objects mentioned in this Memorandum.

For TAIYO FEED MILLS PVT. LTD,


Director

3. To promote, organise, procure and give financial or other assistance in India or abroad independently or in association with any other persons, Government or any other agencies whether incorporated or not, for any business of the Company.
4. To enter into contracts, agreements for undertaking or otherwise arranging for receiving, mailing or forwarding any circulars, notices, reports, brochures, materials, articles and things belonging to any company, corporation, firm, institution or person or persons by means of delivery by hand or otherwise.
5. To purchase, take on lease or license or in exchange, hire or otherwise acquire any immovable or movable property, patents, license, rights, or privileges which the Company may think necessary or convenient for any business of the Company and to develop and turn to account and deal with the same and in particular any land, tenements, buildings and basements in such manner as may be thought expedient and to construct, maintain and necessary or convenient for the same either in cash or in shares or securities or otherwise and dispose, let, lease or undertake or otherwise immovable property belonging to the company, if not immediately required for the business of the Company.
6. To pay out of the funds of the company all costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the company.
7. To purchase, or otherwise acquire, erect, maintain or reconstruct any buildings, offices and other things found necessary for attaining the main objects of the company.
8. To guarantee the payment, unsecured or secured or payable under promissory notes, bonds, debenture-stock, contracts, mortgages, charges, obligations, investments and securities of any company of any persons whomsoever whether incorporated, and generally to guarantee and become sureties for the performance of any contracts or obligations.
9. *To draw, make, accept, endorse, discount, negotiate, buy, sell, deal, execute and issue all kinds of bills of exchange, hundies, promissory notes, coupons, drafts, bills of lading, warrants, debentures, certificates, scripts and other instruments and securities whether transferable/negotiable or not.

**(Altered by Special Resolution passed by the Shareholders at an Extraordinary General Meeting held on 9th December, 2013)*

10. *To borrow or raise money from any Bank, FI or any person with or without security or receive money on deposit at interest or otherwise, in such manner as the company may think fit including debenture stock convertible into shares and as security of any such money borrowed, raised or received to mortgage, pledge or charge the whole or any part of the property, assets, or revenue of the company, present or future including its uncalled capital and to purchase, redeem or pay off any such securities, without conducting the business as defined in Banking Regulation Act..

**(Altered by Special Resolution passed by the Shareholders at an Extraordinary General Meeting held on 9th December, 2013)*

11. To apply for, promote and obtain any order, directives, instructions, regulations, ordinance or other authorisation or enactment of the Central or any State Government or any other Authority

For TAIYO FEED MILL PVT. LTD.

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 Director

for the company to put any of its objects to effect, for effecting any modification or change in any of company's business or constitution and to oppose any bills, proceedings, or applications which may seem to prejudice the Company's business or interest.

12. To remunerate any person, firms or companies rendering services to this company either by cash payment or by payment of cheque or by the allotment to him or them of shares or securities (including debentures) of this company created as paid up in full or in part or otherwise as may be thought expedient.
13. To open current or other accounts with any bank to pay money into and draw money from such accounts.
14. To invest the surplus funds of the Company from time to time in deposits, units, Government securities or in other securities including shares, bonds and debentures as may from time to time be determined by the Directors, and from time to time sell or vary such investments and to execute all assignments, transfers, receipts, and documents that may be necessary in that behalf.
15. To lend any money or give credit to such persons, companies, corporations or firms and on such terms and conditions as may seem expedient and in particular to customers and others having dealing with the company and to release or discharge any debt or obligation owing to the company.
16. To acquire, purchase, takeover and/or amalgamate business or companies which under existing circumstances, from time to time, may conveniently or advantageously be combined with the business of the Company, to amalgamate or merge with the Companies whose business are so acquired, purchased or taken over and/or to enter into agreement with the object of acquisition of such undertakings and/or business.
17. To adopt such means of making known the business, and interests of the company as it deem expedient and in particular by advertising in the press, radio, television and cinema, circulars by purchase, construction and exhibition of works of art of general interest, by publication of books and periodicals and by granting prizes, rewards and donations.
18. To promote, subsidise, organise and assist or aid in forming, promoting, subsidising, organising, incorporating or aiding companies, or partnership having similar objects for the purpose of accepting and undertaking any properties, assets and liabilities of this company in India and outside India.
19. To place, to reserve, or to distribute as bonus shares among the members of the company or otherwise to apply, any money received by way of premium on shares, or debentures issued by the Company and any money received in respect of forfeited shares and money arising from the sale by the Company of forfeited shares.
20. To distribute any of the Company's property among the members subject to the provisions of the Companies Act, 1956, in the event of winding up.
21. To provide for and furnish or secure to any members or customers of the Company, or to any subscribers or purchasers or possessors of any publications of the Company or of any coupons or tickets, issued with any publications of the company any conveniences, advantages, benefits or special privileges which may seem expedient or necessary either gratuitously or otherwise.

22. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, or transfer, business property and undertakings of the Company, or any part thereof without or with any consideration that the company may deem fit to accept.
23. To provide for the welfare of the employees of the Company and their wives or husbands, widow or widowers and families or the dependents of such persons by grant of money, pension allowances, bonus or other payments or by creating from time to time or subscribing or contributing to provident funds, associations, institutions, trusts and by providing or subscribing towards medical or other attendance, and other assistance as the company shall think fit and to subscribe to or to contribute to or otherwise assist charitable, benevolent, national and/or other institutions or objects for their institutions or objects for their welfare.
24. To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares or by the issue of securities or partly in one mode and partly in another and generally on such terms and conditions as may be determined by the Directors.
25. To establish branches, offices or agencies whether by means of local boards or otherwise anywhere in India or elsewhere at any place or places throughout the world for the purpose of enabling the company to carry on its business more efficiently; and to discontinue and reconstitute any such branches or agencies.
26. To establish competitions in respect of contribution or information suitable for insertion in any publications of the Company or otherwise for any of the purposes of the Company and to offer and grant prizes, rewards and premiums of such character and on such terms as may be expedient.
27. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world any patents, rights, brevets, inventions, trade marks, designs, licenses, protections, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information to any invention process or privileges which may seem capable of being used for any of the purposes of the company or and to use, exercise, develop or grant licenses or privileges in respect of or otherwise turn to account the property, rights and information so acquired and to spend money in experimenting upon, testing or improving any such patents, inventions or rights.
28. To communicate with Chamber of Commerce and other mercantile and public bodies throughout the world and concert and promote measures for the protection of the trade, industry and persons engaged therein.
29. To acquire and undertake all or any part of the business property and liabilities of any persons or company carrying on or proposing to carry on any business which this company is authorised to carry on or possessed or property suitable for the purpose of the company.
30. To refer to or agree to refer any claims, demands, dispute or any other question by or against the company or in which the company or in which the company is interested or concerned, and whether between the company and the member or members of the company and or his representatives, or between the company and third parties, to arbitration and to observe and perform and do all acts, matters and things to carry out or enforce the awards.

31. To grant pensions, allowances, gratuities, benefits, emoluments and bonuses and provident funds to employees, former employees and directors of the Company and the widows and children of such a person and other dependents upon them, and to construct or contribute to the construction of houses, dwellings or quarters for the employees of the company of other concerns which are may be having contractual relationship with rendering by having contractual relationship with rendering any service to the company and to join with any other persons, firm or company in doing any of these things.
32. To enter into partnership or into any arrangements for joint working in business or for sharing profits or to amalgamate with any person, firm or company carrying on or proposing to carry on similar business.
33. To sign and execute any trust deed, which may seem to the company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the company in and person or company on behalf of or for the benefit of the company and with or without any declared trust in favour of the company.
34. To apply the assets of the company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade, including any association, institution or fund for the interest of masters, owners and employers against loss by bad debt, strike, fire, accidents or otherwise or for the benefit of any clerk, workman or others at any time employed by the Company or any of its predecessors, in business or their families or dependents and in particular of co-operative and other societies, reading rooms, libraries, educational and charitable institutions, refractors, dining and recreating rooms, churches, chapels, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose whatsoever.
35. To enter into any arrangements and take all necessary or proper steps with Government or with other Authorities, municipal, local or otherwise of any place in which the company may have interest and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the company or effecting any modification in the constitution of the company or furthering the interest, of the members and to oppose any such steps taken by any other company, firm or person which may be considered likely, directly or indirectly to prejudice the interest of the company or its members and to assist the legislation which may seem advantageous to the company and to obtain from any such Government Authority and company any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, privileges or concessions.
36. To do the above things either as principals, agents, contractors or otherwise and by or through agents, subcontractors, trustees or otherwise and either alone or in conjunction with others.

C. OTHER OBJECTS:

1. To operate on Stock Exchange in India or outside and operate on Over the Counter Exchange of India or elsewhere outside and National Stock Exchange(s) as members, brokers, subbrokers and stock dealers and also become Trustees of odd lot shares.
2. Subject to the provisions of any law, to do the business of moneychangers and to deal in foreign exchange either in cash or travellers cheques.

3. To act as managers, co-managers, registrars to issue, underwriters, brokers, sub-brokers, trustees, transfer agents, and to provide service as consultants, advisors, providing general administrative, secretarial, commercial, financial, technical, legal, relating to direct and indirect taxation, company law matters and on other matters affecting commercial enterprises, directly or indirectly, accountancy, quality control, finance structuring, inter corporate deposits, fixed deposits, corporate planning, profit identification, appraisal and funding mergers and acquisitions, forex advisory service, tie ups, collaborations, marketing and to render companies, corporate bodies, trusts, associations or organisations, whatsoever in India or abroad subject to any consent/approval/incident required to be obtained under SEBI.
4. To acquire by purchase, lease, exchange, hire or otherwise, and develop, sell and deal in land whether agricultural or non-agricultural estates, buildings and hereditaments of any tenure or description and pay FSI or interest therein and any right over or in connection therewith and to turn the same to account as may seem expedient and to sell, on ownership basis or lease, let mortgage or otherwise dispose of lands, farms, buildings and other property of the Company others to erect and construct and develop and improve by constructing, reconstructing, pulling down, altering, decorating, furnishing and maintaining offices, business or office premises, flats, service flats, houses, bungalows, chawls, farm houses, industrial estates, factories, warehouses, convenience and by consolidating or connecting or sub-dividing properties, to undertake or direct the construction and the management of the property buildings, lands, estate of any person.
5. To carry on the business of purchasing, selling, taking or giving on lease or otherwise acquiring, maintaining and operating the horse breeding farms, horticultural, floricultural and agricultural farms, dairy farms, poultry farms, animal husbandry, gardens and horse breeding and other animal breeding and to carry on the business as growers, farmers, harvesters, proprietors, agents, processors, sellers, buyers, extractors, canneries, cultivators, planters, importers, exporters and dealers of agricultural products, food products, horticultural and floricultural products.
6. To carry on the business of importers, exporters and manufacturers of aerated, mineral and artificial waters and other drinks, purveyors and caterers and contractors in all their respective branches.
7. To carry on the business of mechanical engineers, structural engineers, automobile engineers, electrical engineers, refrigerating, air-conditioning, insulating and heating engineering activities and/or services and engineers in all branches of work whatsoever known to engineering steel makers, fabricators, iron founders, welders, tool makers, brass, copper, aluminum and other metal founders, sheet metal workers, boiler makers, millwrights, machinists, iron and steel converters, smiths, castings, pressings, forging, stamping, steelmakers, wire draws, tube pipe and tool manufacturers, molders, fitters, saddlers, galvanisers, enamels, electroplates, anneals; silverplates, nickelplaters, varnishes, vulcanisers, packing case makers, containers, drum pressure, vessel in all their prospective branches enamels, smelters, repair, convert, alter, let on loan or hire and deal in explosives, ammunition, water proffers, plasters, metals, plant and equipment, machinery of all kinds, tools, appliances, instruments implements, rolling stock, mechanical scientific appliances devices, apparatus and hardware.
8. To carry on the business of agency and manufacturing representative and to undertake to sell or purchase, import, export all kind of commodities, materials of every description and license or otherwise) operating, managing advising on and supplying telecommunication systems of all

kinds for the conveyance by any means of sound and visual images and signal of all kinds and to carry on business of supplying operating, managing advising or and dealing in services and facilities which incorporate use or are used in conjunction with or ancillary to telecommunication system or telecom, apparatus and equipment.

9. To carry on the business of buyers, sellers, importers, exporters, stockists, assemblers, manufacturers, or otherwise dealers in all kinds of electrical goods, appliances and components.
10. To carry on the business of manufacturing importing, exporting, assembling, or otherwise dealing in electronic, digital, integrated circuiting and other solid-state electronic devices.
11. To act as Service Agents for providing after sales service in respect for products manufactured by the Company, as also other technical services in respect of other products generally and to carry on business as marketing/technical consultants both in internal and external markets.
12. To purchase, take on lease or license or in exchange hire or otherwise any real and/or personal property on any rights or privileges and in particular any land (free-hold, lease-hold, or other tenure) buildings, basement and develop such lands to erect buildings, factories, sheds, industrial estates, godowns, or other structures, for the works and purposes of the company and also for the residence of its directors, officers, employees, staff and other personnel, to sell them on ownership basis or give them and parts thereof on lease or leave and license or any other basis and for that purpose to enter into contracts and arrangements of all kinds.
13. To carry on the business of advertising contractors and agents to acquire and dispose of advertising time space or opportunities in any media, to undertake the advertising and promotional campaigns of every nature, to acquire and provide promotional requisites.
14. To carry on the business as recruitment agents and to recruit people for clients and other parties in India and abroad, to carry out the activities related to recruitment of people and to provide all types of facilities and services to clients and arranging and organising passports, visas, travel and other facilities for the same.
15. To carry on business as manufacturers, processors, refiners, extractors, exporters, importers and dealers in all kinds of chemicals including basic chemicals, organic chemicals, inorganic chemicals, heavy chemicals, rubber chemicals, mixed chemicals and chemical fertilisers, dyes, dyestuff and dyestuff intermediates (all types of pesticides including insecticides, fungicides, herbicides, weedicides, drugs and pharmaceuticals including biological and therapeutic preparations, hormones including plant growth activators and regulators and other articles and compounds, ingredients and products and other things of any description for use in connection therewith.
16. To develop purchase, sell, lease or otherwise deal in computers, software, including programmes, application systems, data collection and other facilities relating to computer operations and data processing equipments of all kinds and to further carry on the business of consultants and consultancy in the areas of data processing, financial analysis, technical, marketing and commercial or otherwise.
17. To carry on the business of consultants and advisers on problems relating to the management, administration and organisation of industry and business and the training of personnel for industry and business and to carry on all or any of the business of industrial, business and

personnel consultants including, rendering of services and advice in business strategy corporate planning, project evaluation, feasibility studies including Techno-Economic feasibility studies, technical guidance, market survey, equipment and market research for manufacturing transport service and other peripheral industries and to advise upon the means and methods of industries and all systems or processes relating to production, technical matters, machinery development, storage marketing, distribution and sale of goods and/or relating to the rendering of service.


18. To carry on the business as manufacturers, formulators, processors, producers, growers, fermentators, distillers, refiners, makers, importers, exporters, buyers, sellers, suppliers, stockists, agents, merchants, distributors and concessionaires of and dealers in coal and coke, compressed coal gases, Power Steam, Limestone, plastic of all types, chemicals of all types, resins, surface coatings, rubbers, foams, cryogenics, synthetic lubricants, Calcium Oxide, Power Steam, Oils, Greases by products, derivatives, mixtures thereof.
19. To carry on the business of project and to take on hand turnkey projects, installation and commissioning of plant and machinery, machinery development and other projects whether technical, commercial, industrial or otherwise.

IV. The liability of the members is limited.

V. * The Authorised Share Capital of the Company is Rs.50,00,000/- (Rupees Fifty Lakhs only) divided into 5,00,000 (Five Lakh) Equity Shares of Rs.10/- (Rupees Ten Only) each. The Company, from time to time, has power to increase or reduce its capital and to divide the shares in the capital for the time being, into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions and restrictions, as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate in any such rights, privileges or conditions in such manner as may be for the time being provided by such regulations.

**(Altered by Ordinary Resolution passed by the Shareholders at an Extraordinary General Meeting held on 3rd June, 2013)*

For TAIYO FEED MILL PVT. LTD.


Director

VI. We the several persons, whose names and addresses are hereunder 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.

S.No	Name, Address, Description and Occupation of the Subscribers	No. of Equity Shares taken by each subscriber	Signature of the Subscribers
1.	R S Prabakar S/o R Ramasamy 11, Chengulvarayan Street Shenoy Nagar, Chennai 600 030 Occupation : Business	2,500 (Two Thousand Only)	-Sd/-
2.	R Ramesh Kumar S/o, R Ramasamy 11 Chengulvarayan Street Shenoy Nagar, Chennai 600 030 Occupation : Business	2,500 (Two Thousand Only)	-Sd/-
3.	P Premila Lakshmi W/o R S Prabakar 11, Chengulvarayan Street Shenoy Nagar, Chennai 600 030 Occupation : Business	2,500 (Two Thousand Only)	-Sd/-
4.	R Nalayini W/o R Ramesh Kumar 11, Chengulvarayan Street Shenoy Nagar, Chennai 600 030 Occupation : Business	2,500 (Two Thousand Only)	-Sd/-
	Total	10,000 (Ten Thousand only)	

Place : Chennai - 28

Date : November 14, 2002

Witness:

K N RAGHAVAN
S/o N S Kothandaraman
Old # 38, New # 14, 3rd Trust Cross Street
Mandavelipakkam, Chennai 600 028

Occupation : Professional Practice

For TAIYO FEED MILL PVT. LTD.


Director