

**The Companies Act, 2013**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**UNISEM AGRITECH LIMITED**  
**(Company Limited by Shares)**

1. \* The name of the Company is "UNISEM AGRITECH LIMITED"
2. The Registered office of the Company will be situated in the State of Karnataka
3. (a) The Objects to be pursued by the Company on its incorporation are:
  1. To acquire and take over the running business now carried on in partnership under the name and style of UNISEM AGRITECH, having its office at #1639 Saraswathi Badavane, A Block, Davanagere, along with all its assets and liabilities, privileges, orders, bookings, contracts obligation agreements, goodwill and properties, both movable and immovable on such terms and conditions, as may be mutually agreed upon.
  2. To carry on in India and/or elsewhere the Business of planters, growers, producers, manufacturers, curers, wholesalers, retailers, dealers, merchants and exporters of seeds of all plantations, fruits, vegetables, flowers, grains, spices, cereals and other agricultural and horticultural products and to conduct research, development, production and marketing of superior high yielding hybrid seeds of crops of national importance
  3. To cultivate any estates, lands and properties and to grow thereon coffee, tea, rubber, paper, oranges, cardamoms, cinchona, timber, garden and other produce and to carry on the business of general planters, growers, manufacturers, curers, wholesalers, retailer, dealers, importers, exporters, farmers, timbers, garden and other produce merchants, and to prepare, process, manufacturer and render marketable the produce and products of the estates, lands or properties of the company and to turn such produce, products, estates, land and /or properties to account.
  4. To carry on the business of acting as agents for growers and manufactures, auctioneers and commission agents for all kinds of seeds, flowers, vegetables, cereals and other plantation products.
  5. To carry on the business of landscapers, gardeners, floriculturists and other plantation works and consultancy in the field of landscaping and gardening of the properties, hotels, restaurants, guests houses, resorts, parks and gardens.
- (b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:-
  1. To enter into agreements and contracts with Indian or non-resident Indians, Foreign individuals, Schools, Colleges or Universities, Companies or other organizations for technical, financial or any other assistance for carrying on all or any of the objects of the Company, either by way of equity participation or otherwise.
  2. To establish and maintain agencies and other trade channels in India or any part of the world for the conduct of business of the company and for the sale of any materials or things for the time being at the disposal of the Company for sale.

\* Changed the name of the Company from UNISEM AGRITECH PRIVATE LIMITED to UNISEM AGRITECH LIMITED by the special resolution of the shareholders in the EGM held on 11.02.2025.

*[Handwritten Signature]*





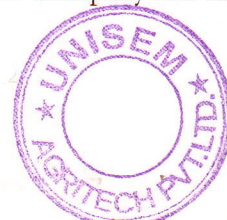
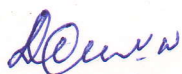
3. To advertise and adopt means of making known the business of the Company or any articles or goods traded or dealt with by the Company in any way as may be expedient, including the posting of bills in relation thereto and the issue of circulars, books, pamphlets and pricelists and the conducting of competitions, exhibitions.
4. To apply for, purchase, acquire and protect, prolong and renew trademarks, trade names, secret process, patent rights, licenses, goodwill and concessions which may appear likely to be advantageous or useful to the Company and to spend money in experimenting and testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire or develop.
5. To enter into partnership or agreements in the nature of partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this company is authorized to carry on or engage in or any allied business or undertaking or transaction which may seem capable of being carried on or conducted so as to directly or indirectly benefit the Company and to take or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, hold, reissue with or without guarantee or otherwise deal with such shares and securities.
6. To enter into any agreement with any Government or State Authority, Municipality, local authority or otherwise that may seem conducive to the Company's objects or any of them and to obtain from any such Government or State Authority or local body, rights, privileges and concessions which may seem conducive to the Company's objects or any of them.
7. To be interested in, to promote and undertake the formation and establishment of such Institutions, business pools, combine, syndicates, industrial, trading or manufacturing or subsidize any allied industry or undertaking and to carry on any such business (industrial, trading, manufacturing) which may seem to the Company capable of being conveniently carried on in connection with the objects of the Company or any of them or otherwise calculated directly or indirectly to render any of the Company's Properties or rights for the time being profitable.
8. To purchase or otherwise acquire and undertake the whole or any part of the business, rights, property and liabilities of any person, firm or company carrying on any business which this Company is authorized to carry on and to purchase, acquire, apply for, hold, sell and deal in shares, stock, debenture of any such person, firm or company.
9. To buy or otherwise acquire movable or immovable, tangible or intangible properties required by the Company, and to sell, lease, hypothecate or otherwise dispose off all or any of the properties and assets of the Company on such terms and conditions as the Company may think fit.
10. To amalgamate with any company or companies having objects altogether or in part similar to those of this Company.
11. To pay all the costs, charges and expenses of and incidental to the promotion and formation, registration and establishment of the Company.
12. To remunerate (by cash or other assets or by the allotment of fully or partly paid-up shares, or by a call or option on shares, debentures, debenture stock or securities of this or any other company or in any other manner) whether out of the Company's capital, profits or otherwise to any person, firm or company for services rendered or to be rendered in introducing any property or business to the Company or for any other reason which the Company may think proper, subject to the provisions of the Companies Act, 2013.

*Signature*





13. To undertake and execute any trusts the undertaking whereof may seem desirable either gratuitously or otherwise.
14. To draw, make, issue, accept, execute and endorse, discount and negotiate promissory notes, hundies, bills of exchange, bills of lading, delivery orders, warehouse keeper's certificates and other negotiable, commercial or mercantile instruments connected with business of the Company, subject to the provisions of Banking Regulations Act, 1949.
15. To open accounts with any individual, firm or company or with any bank/s and to pay into and to withdraw moneys from time to time from such accounts and to operate the same and to open letters of credit.
16. To lend or deposit moneys belonging to or entrusted to or at the disposal of the Company to such person or company, and in particular to customers and others having dealings with the company, with or without security, upon terms as may be thought proper and to guarantee the performance, of contracts by such person or company, but not carry on the business of Banking as defined in the Banking Regulations Act, 1949.
17. To make advances upon or for the purchase of materials, goods, machinery, stores and other articles required for the purpose of the Company.
18. To borrow or raise money with or without security or to receive moneys or deposits at interest or otherwise in such manner as the Company may think fit, and in particular by the issue of debenture of debenture stock convertible into shares and in security of any such money so borrowed, raised or received, to mortgage, pledge or charge on the whole or any part of the property, assets or revenue of the Company, present or future or pay off such securities. The acceptance of Deposits shall be subject to the provisions of Section 73 of the Companies Act, 2013 and the rules framed there under and the directions issued by the Reserve Bank of India as may be applicable.
19. To sell, mortgage, assign or lease and in any other manner deal with or dispose of the undertaking or property of the Company or any part thereof, whether movable or immovable, for such consideration as the Company may think fit, and in particular for shares, debentures or other securities.
20. To provide for the welfare of the employees or ex-employees of the company and the families, dependants or relatives of such person by building of houses or to grant money, pension, gratuity, bonus, payment towards insurance or other payment or by creating from time to time and subscribing, or contributing to, adding or supporting provident funds, trusts or conveniences and by providing, subscribing or contributing towards places of instruction or recreation, schools, hospitals, dispensaries, medical and other attendance and other assistance as the Company may think fit.
21. Subject to the provisions of the Companies Act, 2013 to subscribe for, contribute or otherwise to assist or guarantee money to charitable, benevolent, religious, scientific, national or other institutions.
22. To distribute the properties of the Company amongst the members in specie or in kind consequent upon the winding up of the company.
23. To buy, lease or otherwise acquire lands, buildings and other immovable properties and to sell, mortgage or hypothecate or otherwise dispose of all or any of the properties and assets of the Company on such terms and conditions as the Company may think fit.
24. To make experiments and research in connection with any business of the Company and to protect any invention of the Company and to buy letters, patents or otherwise.





25. To purchase or otherwise acquire, erect, maintain reconstruct and adopt any buildings, offices, workshops, showrooms, warehouses, factories, mills, plants, machinery, accessories and other things found necessary or convenient for the purpose of the Company and also extend the business of the Company by adding to, altering, enlarging, pulling down, removing or replacing all or any of the lands, buildings, mill premises and machinery for the time being the property of the Company and by expending from time to time such sums of money as may be necessary or expedient for the purpose of improving, adding to, altering, repairing and maintaining the buildings, machineries and properties for the time being of the Company.
26. Subject to the provisions of the Companies Act 2013, to invest, apply for, acquire or otherwise employ moneys belonging to, entrusted to or at the disposal of the Company upon securities and shares with or without security upon such terms as may be thought proper and from time to time vary such transactions in such manner as the Company may think fit.
27. With a view to promote and advance the business of the Company to establish, provide, maintain, conduct or otherwise subsidize research laboratories and experimental workshop for the technical research, experiment and tests of all kinds.
28. To build or construct houses, to grant pensions and any other payment to the employees or ex-employees of the Company or the dependants or relations of such person and to establish and support schools or institutions calculated to benefit not only the employees or ex-employees or the dependants and relations of such persons but also the public generally.
29. To insure all or any of the assets or properties of the Company against any risk whatsoever.
30. To apply for, promote and obtain under any Act of legislature or other authority for enabling the Company to carry on any of its objects into effect or for any other purpose which may seem expedient or to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice to the Company's interest.
31. To send any employee or officer of the Company abroad for training in science, technology and the like at the Company's expense on such terms, and conditions as the company may deem fit.
32. To enter into any arrangements and contracts with foreign and/or Indian parties and other persons for obtaining by grant, license and/or on other terms, technical and engineering Information, assistance and service, collaborations, know-how and expert advice for Installation of plant and machinery, production and manufacture of any products, and to pay for such technical know-how, technical and engineering assistance and information and/or service rights or privileges acquired by the Company either in shares of the Company or partly in cash or otherwise.

4. The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

5. \*\*\*The Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees twelve crore only) divided into 2,40,00,000 (Two crore forty lakhs) Equity Shares of Rs.5/- (Rupees Five only) each.

\* Authorized Capital increased to Rs. 5,00,00,000/- from Rs. 10,00,000/- by the resolution of the shareholders passed in the EGM held on 02.04.2018.

\*\* Authorized Capital increased to Rs. 12,00,00,000/- from Rs. 5,00,00,000/- by the resolution of the shareholders passed in the EGM held on 03.01.2025.








\*\*\*Sub-division/Split of 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten only) each into 2 (Two) Equity Shares of face value of Rs. 5/- (Rupees Five only) each by resolution of the shareholders passed in the EGM held on 11.02.2025.

*Signature*





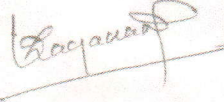

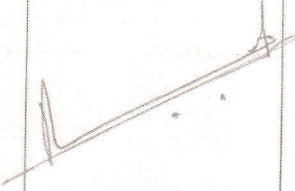


6. We, the several persons, whose names and address are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the company set against our respective names.

Sl No.	Name, Father's name, addresses, description and occupations of subscribers	No. of shares taken by each subscriber	Signature of Subscriber	Signature, name, address, description and occupation of witness
1.	<b>Honnebagi Nagappa Devakumar,</b> S/o Honnebagi Nagappa, resident of Srinidhi, Eshwar Nagar 2 <sup>nd</sup> Stage 4 <sup>th</sup> Cross, Near Ayyappaswamy Temple Ranebennur Haveri 581115 Self occupied- Business	2400 Shares (Two Thousand Four Hundred Shares)	 	I witness to the three subscribers, who has subscribed and signed in my presence on 05 <sup>th</sup> day of September 2016 at Bangalore; Further I have verified their identity Details (ID) for their identification and satisfied myself of their identification particulars as filled in. Sundares A.V 147, 1 <sup>st</sup> Floor, Malleshwaram Arcade, Margosa Road, Malleshwaram, Bangalore-560003 Practicing Company Secretary, Membership No.8263, CP No.2022
2.	<b>Devasingh Naik Beeranahalli Hemlanaik,</b> S/o Hemlanaik, resident of 1 <sup>st</sup> Flore, 2 <sup>nd</sup> Cross, Analekoppa, Opp Wood Depo, Sagar, Shimoga- 577401 Self occupied- Business	2400 Shares (Two Thousand Four Hundred Shares)	 	
3.	<b>Dharanendra Halappa Gauda,</b> S/o Halappa Mahadevappa Gauda, resident of #278, Gowri Sadana, 1 <sup>st</sup> main, 3 <sup>rd</sup> Cross, Umashankara Nagar, Ranebennur Town, Haveri- 581115 Self occupied- Business	400 Shares (Four Hundred Shares)	 	
	Sub Total	5200 Shares (Five Thousand Two Hundred)		

Dated 5<sup>th</sup> Day of September, 2016 at Bangalore





Sl No.	Name, Father's name, addresses, description and occupations of subscribers	No. of shares taken by each subscriber	Signature of Subscriber	Signature, name, address, description and occupation of witness
	Sub total	5200 Shares (Five Thousand Two Hundred)		
4.	<b>Ramalingam Venkatramana,</b> S/o Subramania Iyer Ramalingam, resident of 3A Navarathna Residency 4 <sup>th</sup> Main 1 <sup>st</sup> Stage KHB Colony Basveswarnagar Bangalore 560079 Self occupied- Business	2400 Shares (Two Thousand Four Hundred Shares)	 	I witness to the two subscribers, who has subscribed and signed in my presence on 5 <sup>th</sup> day of September 2016 at Bangalore; Further I have verified their identity Details (ID) for their identification and satisfied myself of their identification particulars as filled in. Sundares A.V 147, 1 <sup>st</sup> Floor, Malleshwaram Arcade, Margosa Road, Malleshwaram, Bangalore-560003 Practicing Company Secretary, Membership No-8263, CP No.2022
5.	<b>Ramachandra Sreenivasarao Nidimamidi,</b> S/o Sreenivasarao Sanjeeva Rao Nidimamidi, resident of 44, Maruthi Layout West of Chord Road Bangalore 560086 Self occupied- Business	2400 Shares (Two Thousand Four Hundred Shares)	 	
	Total	10,000 Shares (Ten Thousand shares)		

Dated 5<sup>th</sup> Day of September, 2016 at Bangalore

