

**TABLE-A**

**MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES**

**VSF PROJECTS LIMITED**

- I. The name of the company is **VSF PROJECTS LIMITED**
- II. The Registered office of the company will be situated in the state of Andhra 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 AS UNDER:**

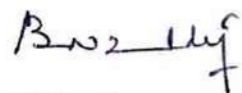
1. To carry on the business of importers, exporters and dealers in and producers of sea water foods, river water foods and to catch or arrange for the catch of all types of fish, prawns, frogs, crabs, shrimps, lobsters, and other crustacean including all other sea water foods or water foods to freeze and preserve in cold storage and to carry on aqua culture operations.

\*2. *"To buy, take on lease or under a licence, concession, grant or otherwise acquire mines, mining rights in any land or other place and metalliferous land and any interest there in and to explore, work, develop, turn to account the same and to crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate and prepare for market ore, metal, mineral, and mineral substances of all kinds and to carry on any other metallurgical operation and to manufacture, import, export, improve, treat, preserve, blend or otherwise deal in all kinds of minerals, their compounds, products, by products, derivatives and to buy, sell, manufacture, import, export, for otherwise deal in coal, wood, cement, refractories, plants, machinery, implements, appliances, conveniences, provisions, and things capable of being used in connection with the operation of the company and to search for ores, minerals, mines and grant licences for mining or offer any lands or places which may be acquired by the company and to lend any such land or place for agriculture, building or other use, to sell or otherwise to dispose of any lands, mines or other property of the company and to manufacture, process, refine, buy, sell, export, import, or otherwise deal in all kinds of ferrous and nonferrous metals & their scraps."*

3. To purchase or otherwise establish, build, own operate, run and acquire manage processing factories, cold storage, refrigerators, ice making plants and also warehouses, sheds and buildings for the purpose of processing, packing, preserving and canning all varieties of fish, fish and sea products, food products, farm products and edible products including by-products manufactured and or to dealt in by the company and to deal in all kinds of machinery, appliances and materials and materials for achieving said object.

4. To carry on the business of production, processing, preservation, dehydration, freezing, freeze-drying, drying, canning, tinning, bottling and packing of all or any of the produce and products mentioned above and food stuffs, provisions and consumable materials of all kinds.

***\*The Shareholders in their Annual General Meeting held on 30<sup>th</sup> September, 2024 have Approved amendment of the Main Object Clause III (A) by replacing existing object number 2"***



5. To construct, erect, build, repair, remodel, demolish, develop, improve, grade, cure, pave macadamize, cement and maintain buildings, structures, houses, apartments, townships, multistoried complexes, landscapes, hospitals, schools, place of worship, highways, roads, paths, streets, sideways, Seaports, Airports, bridges, flyovers, subways, alleys, pavements and to do other similar constructions, leveling and paving work and to build, construct and repair railways, water ways, ports, piers, docks, water works, drainage works, light houses, power houses, and floor and to do all kinds of excavating, dredging and digging work; to make all kinds of iron, wood, floor and to do all kinds of excavating, dredging and digging work; to make all kinds of iron, wood, grass machinery, and earth construction to design, device, decorate, plant, model and to furnish labour and all kinds of material to supervise construction or other work, to act as valuers, appraisers, referees and accessories to investigate into the conditions of buildings and other structures.

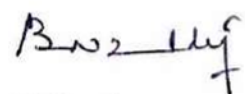
6. To carry on the business of setting up facilities for generation, accumulation, purchase, sale, distribution of all forms of energy, whether from conventional sources such as thermal, nuclear, hydel, oil, gas, diesel or baggasse, or from non-conventional sources such as tide, wind, windmill, solar, Solar thermal, Hybrid System, Hydrogen fuel cells, nuclear energy, solid waste, spent wash and geo thermal including operations/maintenance of facilities for generation, distribution, purchase, supply, all forms of energy and to manufacture and deal in all apparatus and things for or capable of being in connection with generation, distribution, supply accumulation and employment of energy and to carry on business as Operators, Consultants and Advisors in relation to the business aforementioned and to undertake power projects and to erect, commission, manage as Agents, Managers, Turnkey or Semi-turnkey Contractors or on any other basis and provide any assistance in doing so and to use, process, sell and dispose of ash or any other material produced as a result of generation of energy and to prepare, manufacture, sell and deal in any product capable of being produced from such ash or such other material, and for the aforesaid purposes to carry on the said business either singly or to enter into foreign or Indian technical and / or financial collaboration, partnership or into any arrangement for sharing or dealing in profits, co-operation, joint venture or otherwise in any manner whatsoever with any person, firm, body, corporation, association or authority carrying on or engaged in or about to carry on or engaged in any of the aforesaid purposes.

**\*\* (B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:**

1. To manufacture, export, import, buy, sell and deal in fish, shrimp and other sea products corrugated packings, loads and boxes and other packings incidental to main objects or otherwise to meet and cater needs for other industries requiring corrugated packing and other packings as the company may propose.

2. To establish shops, refreshment rooms and depots for the sale of all varieties of fish and fish products, food products, farm products and other edible products and any provisions, goods or drinks and to carry on at such place or places or elsewhere the business of licensed victuallers, caterers and purveyors of refreshments.

***\*\*The Shareholders in their Annual General Meeting held on 30<sup>th</sup> September, 2024 Approved amendment the heading to Clause III (B) with the new heading "Matters which are necessary for furtherance of the objects specified in clause III (A) are" and deletion of Clause III(C) "The Other Objects For Which The Company Is Established"***



3. To purchase or otherwise acquire, establish, install, run and manage net making plants for the purpose of manufacture of fishing nets, both in nylon and plastic monofilaments and to sell and deal in fishing nets, raw materials, accessories and other items thereof.
4. To construct, maintain and alter any buildings or works necessary or convenient for the purposes of the Company for the aforesaid business.
5. To manufacture and deal in all kinds of plant and machinery, apparatus, tools, utensils, materials and things necessary or convenient for carrying on any of the objects of the Company.
6. To buy, sell, lease, manufacture, repair, refine, barter, exchange, import, export, pledge, make advance upon, manipulate, prepare for market, distribute and otherwise deal in plant and machinery, implements, provisions, conveniences, goods, wares, merchandise produce, materials, substances, articles and commodities capable of being used in connection with the above mentioned business or any of them.
7. To establish, appoint, regulate and discontinue contractors, managers, brokers, canvassers, agents, representatives, distributors, retailers and other persons in all such places anywhere in the world as the Company may from time to time determine for carrying out all or any of the Company's objects and to act as the agents and to establish and maintain offices, agencies, branches in any part of India or elsewhere from time to time for the purpose of the Company and to discharge and discontinue the same.
8. To purchase, or by any other means acquire any freehold, leasehold, or other property, lands, plantations or any estate or interest whatsoever, and any rights privileges or easements over or in respect of any property, lands and buildings, offices, factories, mills, works, roads, railways, wharfs, tramways, machinery, engines, rolling stocks, patents, inventions, trademarks or things and any real or personal property or whatsoever which can be conveniently used with or may enhance the value of any property of the company and to let, sublet, or give on lease rent or hire any of the above as may be considered expedient, and to sell improve, manage, develop, exchange and enfranchise, lease out, mortgage, dispose off, turn to account and otherwise deal with the whole or any part of the undertaking, business or property or sites of the company either together or in any portion and for such consideration as the company may deem fit and to pay or receive from any person or Company and generally to satisfy any obligation of the Company by cash payment or by the issue, allotment or transfer of shares of this or any company credited fully or partly paid-up or debentures, stock or other securities of this Company, or any other Company including payment of preliminary expenses.
9. To apply for registration, purchase of or by any other means acquire and protect prolong and renew, whether in India or elsewhere any patents, patent rights, licenses, trademarks, design protections, concession etc., which may appear likely to be advantageous or useful the Company and to use and turn to account and to manufacture under or grant licenses or privileges in respect of the same and to expend money in experimenting upon and testing and in improving and seeking to improve and patents, inventions or rights, which the company may acquire or propose to acquire in connection with its business.

10. To enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint venture, reciprocal concessions or otherwise either in part or whole with any person or company or companies, foreign or otherwise, carrying on or engaged in any business or transaction capable of being conducted so as to directly or indirectly benefit this Company.

11. To acquire and undertake whole or any part of the business, goodwill and assets of any person, firm or Company carrying on or proposing to carry on any of the business which this Company is authorised to carry on and as part of the consideration for such acquisition to undertake all of any of the liabilities of such person, firm or Company or to acquire any interest in or amalgamate for sharing profit or for co-operation or for mutual assistance with any such person, firm or Company and to give accept by way of consideration for any of the acts or things aforesaid or property acquired shares, debentures, debenture stock or securities that may be agreed upon and to hold, retain or sell, mortgage and deal with any shares, debenture stock or securities so received.

12. To subscribe for, take, purchase or otherwise acquire and hold shares or other interest in or securities of any other Company having objects altogether or in part similar to those of this Company or carrying on any business capable of being carried on so as to directly or indirectly benefit this Company.

13. To promote any affiliation of other Company of Companies for the purpose acquiring the whole or any part of the business or property and undertaking or any of the liabilities of this Company or any undertaking any business or operations which may appear to benefit or assist this Company or to enhance the value of the property, or business of this Company and to place or guarantee the placing of underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such Companies as aforesaid.

14. To be interested in promoting and undertakings the formation and establishment of such institutions, business, Companies, (individual, agricultural, trading, manufacturing or otherwise) as may be considered to conducive to the profit and interest of the Company, and to carry on any other business (industrial, agricultural, trading manufacturing or otherwise) which may seem to the Company capable of being conveniently carried on in connection with any of these main objects or otherwise, calculated directly or indirectly to render any of the Company's property or right for the time being profitable.

15. To invest and deal with the surplus monies and funds belonging to the Company in lands, buildings, bullion, Government, Municipal and other bonds, shares, stocks and securities of any Company whether constituted in India or in any foreign country, and in such other investments and in such manner, as may from time to time be determined, and to vary such investments and transactions.

16. Subject to the Banking Regulation Act, 1949, to make advances of such sum or money upon or in respect of, for the purchase of raw materials, goods, machinery, stores or other property, articles, things etc., required for the purpose of the Company upon such terms with or without security as the Company may deem expedient and to insure all or any of the properties, godown, stocks (in godowns or in transit) and machinery with any Insurance Company or Companies against all kinds of risks to the Company.

17. Subject to the provisions of Sec. 58A of the Companies Act, 1956 and the Rules made there under to borrow money for the purpose of financing the business or trade of the Company including receiving money think fit, and to incur debts for the conduct of any business of the Company and to open accounts with any individual, firm or Company with any Bank and Bankers of shorffs and to pay into and to withdraw money from such accounts including creation of overdrafts, and to secure the repayment of any money borrowed, raised or woing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (wherever present) or by similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation or liability it may undertake and in particular by the issue of debentures or debenture stock (perpetual or otherwise) provided that the Company shall not do the business of banking as defined in the Banking Regulation Act, 1949.

18. To draw, make, accept, endorse, discount, execute and issue promissory notes, hundies, bills of exchange, bills of lading, warrants, debentures and other negotiable and transferable instruments but not to do the business of banking as defined in the Banking Regulation Act, 1949.

19. To enter into any arrangements with any Government or Authorities Supreme, Municipal, Local or otherwise or any Companies, firms or persons that may seem conducive to the attainment of the Company's objects or any of them and to obtain form any such Government Authority, Company, Firms or persons and Charters, Contract, decrees, rights privileges and concessions, which may be conducive to the objects of the Company and to carry out, exercise and comply with any such charters, and to apply for tender purchase or otherwise acquire contracts, sub-contracts and concessions for all or any of them and to undertake, execute, carryout, dispose off or otherwise turn to account the same and sublet all or any of them (contracts, sub-contracts, orders etc.,) from time to time and upon such terms and conditions as may be thought expedient.

20. To employ or otherwise acquire consultants, technical experts, engineers, technicians, Scientists, Mechanics, Foremen, Specialists in any field or activity, skilled labour for any of the purposes or business of the Company or to investigate and examine into conditions, prospects, value of any business, concerns and undertaking and generally of any assets property or rights and remunerate them suitably.

21. To remunerate any person or Company for services rendered, or to be rendered in placing or assisting to place or guaranteeing the placing of any of shares in the Company's capital or any debentures, debenture stock or other securities of the Company, or in or about the conduct of its business

22. To establish, provide, maintain and conduct or otherwise subsidize research and development laboratories and experimental workshops for scientific and technical researches, and tests of all kinds, to acquire all the necessary scientific and other equipment of for the purpose, to promote studies and researches and inventions by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the award of scholarships, prizes, grants or otherwise generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that maybe considered likely to assist any business which the company is authorised to carry on.



23. To support and subsidise any charitable or public object and any institution society or club which may be for the benefit of the Company or its employees or may be connected with any town or place, where the Company carries on business, to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid to any person who is or has been Director of or who has been employed by or who is employed by who is serving or has served the Company and to the wives, children and other relatives and dependents, support and maintain superannuation schemes, provident and other funds (whether contributory or non-contributory) for the benefit of any such persons and their wives, children and other relatives and dependents and to give any officer, servant or employees of the company shares in the profits of the company's business or any branches thereof and to contract and develop residential and / or industrial colonies for the general advancement of members, employees or other persons.

24. To aid, pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems troubles or the promotion of industry or trade.

25. To adopt such means of making known the products of the company as may be deemed expedient and in particular to advertise and publicise and promote the sale of any goods articles or things produced, manufacture, treated or dealt with in any manner by the Company including advertising in the Press, Radio, Theatre, T.V. films, Slides, Pasting of Bills, the issue of publications, issue of circular pamphlets, price lists, leaf lets, catalogues brochures, articles or by the circulation of mementos, gifts and other articles, by purchase and exhibiting works of art and by granting prizes, rewards, donations, subscriptions and contributions.

26. To distribute any of the property of the Company in specie among the members in the event of winding up of the Company.

27. To procure the registration or other recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the company's business and to apply or to join in applying to the parliament, Local Government, Municipal or other Authority or Body for any acts of Parliament, Laws, Decrees, concessions, orders, rights or privileges that may seem conducive to the company's main objectives or any of them and to oppose any proceedings or applications which may seem calculated directly or indirectly prejudice the Company's interest.

28. To create and operate any depreciation fund, Development Rebate Fund, Reserve Fund, Sinking Fund, Investment Allowance Fund, Insurance Fund or any other Special Fund, whether for repairing, improving, enhancing, extending or maintaining any property of the Company or protecting the rights of the Company or for any other purpose conducive to the interest of the Company.

29. Subject to the provisions of the Companies Act, 1956 to indemnify officers, Directors, Employees of the Company or person otherwise concerned with the company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in respect of the Company for any damage or losses or misfortune whatever which may happen in the execution of the duties of their office, and or in relation thereto.

30. To do all such other things which are incidental or conducive to the attainment of the above main objects.

**IV.** The liability of the members of the company is limited

**\*V.** The Authorized Share Capital of the Company is Rs.17,00,00,000/- (Rupees Seventeen Crores Only) divided into 1,70,00,000 (One Crore Seventy Lakh) equity shares of Rs.10/- (Rupees Ten Only)."

***\*Clause V of MOA is altered by members by passing Special Resolution by way of postal ballot held on 9<sup>th</sup> June, 2023.***

*B. S. Singh*

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

Sl.No.	Name, Address, Description & Occupatioln of subscribers with their signatures	No.of equity shares taken each shareholder	Name, Address, Description of Occupation of the witness
1	BOBBA NARAYANA MURTHY Sd/- S/o Ranga Rao, Plot No.2, Krishna Nagar Colony Suryapet – 508 213, Andhra Pradesh Business	9 (Nine)	<b>A.V .RAMANA REDDY</b> S/o Late AV Bala Rami Reddy 5-9-22/33B, Adarsha Nagar Hyderabad – 500 463 Chartered Accountnat
2	KOGANTI BASAVA KUMAR Sd/- S/o Kutumba Rao, Tamirsha Village Nandivada Mandal, Krishna Dist Business	9 (Nine)	
3	GARIKAPATI VENKATESWARA RAO Sd/- S/o Chenchaiiah, H.No.6-2-117, Behind ZP Quarters Khammam Business	9 (Nine)	
4	R. PRABHAKAR Sd/- S/o Satyanarayana 11-3-34, Nehru Nagar Colony Khammam Business	9 (Nine)	
5	A. MALLIKHARJUNA RAO Sd/- S/o Venkatewara Rao 11-4-72/3, Nehru Nagar Colony Khammam Business	9 (Nine)	
6	CR PEDDINENI Sd/- S/o Laxminarasaiah 5-67/1, Chaitanyapuri Hyderabad Business	9 (Nine)	
7	G.S. RAMACHANDRA RAO Sd/- S/o Satayanrayana 25/668, MIG-II, KPHB Colony Hyderabad – 500 872 Business	9 (Nine)	
	Total number of equity shares taken	63 (Sixty three)	

Place: Hyderabad

Date : 18.05.92