

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
SHELLZ INDIA LIMITED

- I. The name of the company is **SHELLZ INDIA LIMITED**.
- II. The registered office of the Company will be situated in the National Capital Territory of Delhi.
- 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 all or any of the business as exporters, importers, buyers, sellers, manufacturer, traders, merchants, supplier, dealers, advisors, hire purchasers, agents, commission agents, assemblers, refiners, cultivators, miners, packers, producer, advisors, hire purchasers of all kinds of raw material for food Industries like cocoa powder, insoluble saccharine, sodium saccharine compounded chocolates, wheat gluten, blended food colour, custard powder, yeast and yeast products, bread improvers, cake gef, bakery mixes and flour, tooth picks, bottle caps, bottle openers, citric acids, gilletene, flavours, stabilizers, enzymes, orange oil, calcium proponate, preservative, papaya candy, baking powder, corn flaur powder, chocolated covering, chocolate paste, homemade chocolated, licing sugar, jelly crystals, tuti fruity, gulab jamun mix and ail other kinds of raw material and packing material and finished goods related to bakery cakes, confectionery, Ice cream, biscuits, bread, chocolates, breads, sweets, jelly, cakes, pastry, all dairy products etc.

(B) Matters which are necessary for furtherance of the objects specified in clause 3(A) are: -

1. To purchase and otherwise acquire, own, import, all materials, substances, appliances, machines, containers and such other articles and apparatus and things capable of being Used in any of the main business and to own, lease and otherwise acquire and use facilities of whatever kind as may be convenient or useful conducive to the effective working of the main business of the Company.
2. To acquire, build, alter maintain, enlarge, remove or replace and to work, manage and control any buildings, offices factories, mills, shops, machinery and conveniences which may seem necessary to achieve the main object of the company.

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3. To buy, repair, alter, improve, exchange, import, works, plants, machinery, tools, utensils, appliances, apparatus products, materials, substances, articles and things capable of being used in the main business of this company.

**(The name of the company is changed from Shellz India Private Limited to Shellz India Limited pursuant to special resolution passed in an Extra- Ordinary General Meeting held on 12.12.2024).*

*** (The name of the company is changed from Tifosi Foods Private Limited to Shellz India Private Limited with effect from 21st day of September, 2020).*

4. To purchase, take on lease or tenancy or in exchange, hire take options over or otherwise acquire any estate or interests, whatsoever and to hold, develop work, concessions, grants, decrees licenses privileges, claims, options, lease, property, real or personal or rights or powers of any kinds which may appear to be necessary for the main business of the Company.

5. To pay for preliminary and pre-incorporation expenses of the Company.

6. To exchange, mortgage, royalty or tribute, grants licenses, easements, options and such other rights over and dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for consideration as may be thought fit and in particular for Stocks, shares, debentures, whether fully or partly paid-up or securities of any other such company having main objects whole or in part similar to those of the Company.

7. To pay for any rights or property acquired by the Company and or remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid in full

8. To advance money, either with or without security and give credit to such persons (including Government) and upon such terms and conditions as the Company may deem fit, provided that the Company shall not carry on banking business within the meaning of Banking Regulations, Act, 1949.

9. To undertake financial and commercial obligations, transactions and operations of all kinds.

10. To guarantee the performance of any contract or obligations and the payment of money or dividends and interest on any stock, shares or securities of any company, corporation, firm, or person in any case in which such guarantee may be considered directly or indirectly to further the main objects of the Company.

11. Subject to Section 180 f the Companies Act, 2013, to subscribe guarantee money for national, International, charitable, benevolent, educational, public general or such other useful object activity, exhibition or trade shown on for purpose which may appear to be conducive directly or indirectly to the furtherance of the main objects of the Company.


Director

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12. To issue debenture stocks of the Company at part or premium or discount and to dispose of the undertaking of the Company or any part thereof for such consideration as the Company think fit.

13. To remunerate any person, firm or company for services rendered or to be rendered in or about the formation and promotion of the Company, Subject to the provision of Section 188 of the Act

14 Subject to section 73,179,180,185 of the Companies Act, 2013 and the rules framed there under and the directions issued by the Reserve Bank of India, from time to time, as may be applicable to accept to borrow, raise or secure the payment of money in such manner as the Company shall think fit or by the issue of debentures, debenture stock, perpetual or otherwise mortgage of any other such securities charged or based upon the undertaking of the company, both present and future including the uncalled capital of the company or without any such security and upon such terms as to priority or otherwise ad generally to borrow money in such manner as the directors shall think fit.

15. To act as consultants, Advisors, Agents and representatives in connection with the main object of the Company

16. To do all such other things which are incidental or conducive for the attainment of the main object of the Company.

17. To grant pensions or gratuities to any Officers or employees or ex-officers or ex-employees including Directors or ex-director or other relatives connections or dependents or the families of such persons.

18. To carry on the business of mechanical and electrical engineers and manufacturers and suppliers of implements and machinery, tools, makers, smiths, steel and brass founder, metal Workers, machinists, iron and steel workers metallurgist and suppliers of agricultural implements, motor and automobile spare parts and sugar mill machinery, oil mill machinery and to buy, sell, manufacture, repair, convert, let on hire and deal in machinery, implements, rolling stocks and hardware of all kinds.

19. To carry on all or any of the businesses of brick makers potters, tiles and such other building materials, cement and Cement products, lime and lime stone

20. To act as export and import agents, concessionaries and purchase and sale representatives to stockists, producers, processing units engaged in village industries, home industries, collage industries, small, medium and large scale industries and to assist, guide, co-ordinate and such of them as may in the opinion of the company, be having export potential.

21. To act as mechanical engineers, fabricators, contractors, tool makers, brass founders, metal workers and processors of all types of forged components, accessories, alloys, nuts, bolts, steel rounds, nails buckets, tin containers tanks, tools and agricultural implements.



Director

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22. To carry on the business of manufacturers, importers, exporters, hirers, repairers, cleaners, carriers, and storekeepers of and dealers in motor cars, automobile spares and parts mini buses, trucks, lorries tractors, bulldozers motor cycles, scooters, conveyances of all descriptions whether propelled or assisted by the petrol, spirit, steam, gas, electricity, animal or such other powers of engines chassis and bodies thereof.

23. To carry on the business of cold storage, refrigeration, cooking, dehydrating, preserving, and canning of any production on the Company's own account or as contractors for any government, municipal body, or individual on such terms and conditions as the Directors may think fit.

24. To carry on the business of meal manufacturers, grain and seed merchants, cotton, ground nuts, marrow, and castor merchants, cake and corn merchants, millers, flour merchants, bakers, biscuit makers, confectioners, and milling of flour, wholemeal atta, suji, rawa, and basin (gram flour).

25. To manufacture, process, fabricate, design, buy, sell, import, export, or otherwise deal in all kinds of electrical wires and cables, insulated cables, welding cables, wires, super enamelled wires (bare or covered by plastic, rubber, cotton, paper, and PVC), conductors, low, medium, and high-tension insulators, switch gears made of ferrous or non-ferrous metal, silver, or any other such substances thereof.

26. To buy, sell, import, export, manufacture, prepare, and deal in steel pipes and tubes, iron rods, angles, flats, M.S. alloy, and steel ingots.

27. To carry on all kinds of business of manufacturers, importers, exporters, assemblers, and distributors of and dealers in all kinds of electrical and electronic equipment, appliances, and instruments and household appliances and equipment.

28. To carry on the business of manufacturers, importers, exporters, assemblers, suppliers, and dealers in all kinds of plastics, PVC, polythene, resins, polypropylenes, nylon, acetate, polyesters, urea, plasticizers, stabilizers, extenders, lubricants, filters, antioxidants, antistatic agents, dyes, and pigments, expansion and blowing agents, and all kinds of commodities, components, and products of the above items.

29. To manufacture cotton, woollen, and silk, artificial and synthetic fibre goods of all kinds and to carry on the following business: cotton, woollen, and silk spinners and doublers, flax and jute spinners, wool combers, worsted spinners, linen manufacturers, worsted stuff manufacturers, drapers, flax, hemp, jute, wool, and silk merchants, bleachers, and dyers, and makers of vitriol, bleaching, and dyeing materials, growers of mulberry or such other trees, and producers of any other such articles or things, whether by cultivation or otherwise, by any mechanical or chemical power or appliance for the purpose of obtaining silk, wool, cotton, or any other such material to be converted into cloth.

30. To carry on the business as dealers in and purchasers of dairy farms and garden produce of all kinds and in particular milk, cream, butter, ghee, cheese, poultry, eggs, fruits, vegetable oils, vegetable ghee, artificial ghee, spices, sausages, paws, prawns, pottage, meat, table delicacies, loaves, bread, and manures.

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Director

31. To carry on the business of decorators of houses, shops, saloons, and other apartments and exhibitions and execute decorative work of all sorts: to prepare, manufacture, paint, use, export, import devise and design all kinds of artistic objects for use and ornamentation or any property used in the decoration or furnishing of buildings, exhibitions or such other structures of all kinds and nature.

32 To manufacture sowing machines repair, machines, thrashing machines, tractors, and all other such kinds of farm implements and machinery, dairy machines, elevating machine, conveyors machines transmission machines parts and tools and accessories requisite thereof.

33. To buy, sell, import and deal in all kinds of food products, seeds, lime and stock feeds.

34. To carry on the business of founders and casters of ferrous and non-ferrous metals, sheet metal workers, mechanical, structural, electrical, and metallurgical engineers. To carry on the work of cast iron foundries for the manufacture of all types of pipes and pipe fittings, water reservoirs, drainage requisites (including manhole frames and covers, gratings, and ladders), cast iron sanitary appliances and fittings (such as flushing cisterns, bath tubs, wash basins), cast iron building requisites (including railings, spiral staircases, agricultural implements such as choppers, ploughs, ventilators, and pillars), railway castings (including sleepers, fish plates, wheels, and other fittings), household requisites, and utensils (including cooking parts, coal mining, and engineering requisites, including pulleys, tube wells, pump parts, and other general and special castings). To execute any particular order relating to casting received from local and mofussil industrialists, dealers, the general public, or government departments.

35. To carry on the business of jewellers, bullion merchants, goldsmiths, silversmiths, gem and stone merchants, subject to the Gold Control Act, 1968, and to deal in diamonds, pearls, watches, clocks, chronometers, gold and silver plates, electroplated cutlery, presents, gifts, coins, historical cups, medals, shields, curios, articles of virtue, art, and antiquities, dressing bags, handbags, and bronzes.


36. To purchase, acquire, or otherwise deal in lands and erect guest houses, hotels, and motel buildings with all modern amenities and facilities, including petrol and diesel filling pumps, garages, and amusement halls, and to carry on the business of running guest houses, hotels, and motels.

37. To cultivate lands, establish and maintain dairies, cattle yards, and poultry farms, piggeries, fruit, vegetable, and flower gardens, grazing grounds, fish ponds, pigeon houses, beehives, warehouses, cold storage, freezing plants, factories for the manufacture and preservation of meat, fish, fruit, vegetables, canning, and all kinds of preserved foods and juices.

38. To grow, tend, and cultivate tea, coffee, cinchona, and rubber produce, and to carry on the business of tea planters in all its branches. To carry on the business of cultivators, wine owners, and buyers of every kind of vegetable, mineral, or other produce of the soil. To prepare, manufacture, and render marketable any such

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 — Director

produce, and to buy, sell, dispose of, and deal in any such produce, either in its prepared, manufactured, or raw state, and either by wholesale or in retail.

39. To carry on transport services for passengers, goods, merchandise, commodities, livestock, and all kinds of things, materials, and goods by buses, vehicles, and all kinds of conveyances on land, water, or air.

40. To buy, sell, and deal in chicken, chicken food, incubators, ducks, turkeys, geese, guinea fowls, partridges, and other birds.

41. To carry on the business of helicopter-spraying on farms, grove lands, cultivations, products, and other allied businesses of eradication of diseases, viruses, and insecticides.

42. To purchase, produce, cultivate, grow, raise, preserve, purify, refine, import, export, prepare, sell, and deal in sugar, sugar candy, sugarcane, gur, molasses, syrups, alcohol, and all other by-products and fertilizers and to maintain refineries, foundries, workshops, and distilleries.

43. To carry on the business as travel agents, tourist operators, and carriers by road, air, sea, or by any other mode of transport. To carry on all allied business and activities pertaining to travel, tourism, and the tourist industry.

44. To manufacture and deal in anatomical, orthopaedic, and surgical instruments and appliances of all kinds.

45. To carry on the business of buying, selling, exporting, importing, manufacturing, constructing, devising, and preparing all kinds of advertising novelties, materials, aids, complimentary gifts, devices, designs, and advertisements sent through newspapers, magazines, books, periodicals, directories, buses, railway carriages, and other media used for audiovisual publicity and advertising.

46. To carry on the business of advertising agents, both door-to-door and through newspapers, magazines, books, periodicals, directories, screens, walls, buses, railway carriages, or through any other media for advertising of all types.

47. To carry on the business of suppliers, manufacturers, dealers, importers, exporters, and agents of pulp, paper, hardboard, packing paper, packing materials, and straw products.

48. To market, let out, hire, lease, or otherwise make available on different terms, machineries, domestic appliances, goods, and merchandise.

49. To carry on the business of exporters and importers, buyers, sellers, processors, and manufacturers of general export and import items, including traditional and non-traditional industrial, mineral, agricultural commodities, handicrafts, and household articles.

50. To carry on the business of motion pictures, colour photography, cinematograph pictures, renters, producers, exhibitors, distributors, and to present, produce, manage, conduct, and represent all or any of the businesses of theatres, music halls,

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Director

ballrooms, cinemas, picture places, cabaret shows, circuses, and hippodrome proprietors or agents, box office keepers, showmen, and to organize and promote song, music, play, programmes, dramas, comedies, operas, burlesques, pantomimes, revues, promenade concerts, ballets, musical variety shows, and other entertainment for public, social, cultural, and private amusements.

51. To deal in and manufacture plastic goods, polyester goods, and other artificial and synthetic materials and products of all kinds, including foams, cushions, pillows, plywood, and timber.

52. To deal in glass manufacture, glass sheets, bottles, vacuum flasks, and other glassware goods, and to establish bottling plants and ceramic factories.

53. To acquire by purchase, lease, exchange, hire, or otherwise, and to mortgage, let on hire, or dispose of lands and property of any tenure or interest in the same.

54. To erect and construct houses, buildings, or works of every description on any land of the company, or upon any other such lands or property, and to pull down, rebuild, enlarge, deal with, alter, and improve existing houses, buildings, or works thereon. To convert and appropriate any such land into and for roads, streets, squares, gardens, and such other conveniences of all types.

55. To act as contractors for any person or government authorities for the construction of buildings, roads, and bridges of all descriptions.

56. To manufacture and deal in all kinds of dissolving chemicals for leather and its by-products.

57. To carry on the business of commission agents for the sale and purchase of machinery, plants, and other capital goods.

58. To undertake and transact all kinds of agency business and to carry on and promote any business, commercial or otherwise, under sound principles. To act as distributors, agents, underwriters, brokers, estate agents, middlemen, contract managers, representatives, and indenting agents on commission, allowance, or such other terms as may be deemed fit, and to engage in such other allied articles or lines of business.

59. To carry on the business of power generation, transmission, and setting up of new power plants based on coal, water, hydroelectric power, municipal waste, medical waste, industrial waste, and other non-conventional sources of power generation industry.

60. To carry on the business of owning, taking on lease, hiring, maintaining, running, and managing yoga centers, nature cure centers, immunization centers, massage houses, swimming pools, baths, beauty salons, hospitals, clinics, nursing homes, maternity and family planning units, pathological laboratories, sports clubs, gymnasiums, diagnostic centers, blood bank service centers, medical and other research centers, and poly clinics and to apply or provide utility articles and services to patients, invalids and others.

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61. To carry on the business of manufacturers, buyers, sellers, dealers, commission agents, importers, exporters, and distributors of all types of computers, computer hardware, parts, and accessories, and the development of computer software and its sale, and any other business allied and incidental thereto.

62. To charter, hire, or otherwise carry on the business of telecommunications, run radio stations, broadcasting stations, telecasting and television stations, satellite transmission centers, cable television centers, and to take or give licenses, copyrights for demonstration of various programs, films, stories, drama episodes, and advertisements.

63. To carry on the business of advisors and consultants on all matters relating to administration, taxation, personnel, investments, management, organization, manufacture, production, storage, process, system, and accounts, training and recruitment, marketing, distributing, and selling methods relating to any type of business or industry.

64. To deal in foreign exchange and currencies and to convert currencies, subject to approval of appropriate authorities.

65. To carry on the business as shares and stocks brokers and to buy sell and deal in all kinds of shares stocks, securities, bonds, debentures, units and such other its instruments, of all types.

66. To carry on the business as manufacturer, exporter, importer, supplier, buyer and distributor of all kinds of bhujjia, papper and other snacks products.

67. To carry on the business of manufactures, processors, buyers, sellers, importers, exporters, distributors, suppliers and dealers in all kinds of herbal, ayurvedic, aromatics products, all types of perfumery and cosmetics products like cleanser, scrub, creams, Gel Pack, all types of facial kits, face creams, powder face pack, shampoos, hair oil, body massage oils, essential oils for health and pleasure, hair gel, hair conditioner, body lotion, breast creams, breast lotion, shower gel, shower scrub gel, body mud back, face wash, hand wash, sun block creams, sun block lotion, foot care creams, hand care creams, bleach peeling, rose water, astringent lotion, skin toner, cleansing milk, moisturizing lotion, thermo pack, manicure and pedicure shampoos, body shampoos, soaps, shaving saps, after shave soaps, medicated soaps, leather soaps, detergents, abrasives, cleansers, elastic bandages and combination thereof, all types of beauty and make up cosmetics like kajal, eyeliners, mascara, lip pencils, nail paints, lip glosses, lipsticks, liquid lipsticks, face powder, compact, foundation, body talc, cancealer, eye shadow, blusher, hair dyes, hair removers, sprays, quill pens, tooth pastes, tooth brushes, tooth picks, toilet requisites and preparations elude cologne perfumes and other cosmetic and deal in raw materials used in above products.

68. To carry on the business of research, teaching centers, training centers and impart education in herbal beauty products, cosmetic products and beauty parlor in India and abroad and to print and/or publish newsletter, books, periodicals and other literature relating to beauty and cosmetic products.

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69. To open, establish, manage, maintain branches, beauty centers in India and abroad. To give/take franchise from any Indian/Foreign companies, firm and persons

70. To carry on the business of consultants, advisors relating to improvement and fitness of health, better body care, diet consultants and to run physiotherapy centre, gymnasiums, yoga centers, massage centers, steam bath centers and other activities to improve and maintain the better quality of health and fitness.

71. To carry on business of hospitality industry and related activities as tourists, agents and contractors and to facilitate travelling and to provide for tourists and travellers and promote the provision of conveniences of all kinds in the ways of through tickets, circular tickets, sleeping cars or berths, reserved places, hotel and lodging accommodation, guides, safe inquiry bureaus, libraries, lavatories, reading room, baggage transport and otherwise and to undertake the business of hotel, restaurant café tavern beer house, restaurant room, boarding and lodging. housekeepers and beer merchants, maltsters manufacturers of aerated minerals and artificial water and such other drinks, purveyors, caterers for public amusements, general coach, cab carriage and motor car proprietors, livery stable and garage keepers, importers and brokers of food, live and dead stock, hairdressers, perfumers, chemists proprietors of clubs, baths, dressing rooms, laundries, reading. writing and newspaper rooms, libraries grounds and places of amusements and recreation, sport, entertainment and instruction of all kinds tobacco and cigar merchants, agents for railways, road, air and shipping companies and carriers theatrical and opera-box office proprietors and general agents and to provide services and facilities of all kinds on commercial basis that may be required for the hospitality industry.

72. To provide consultancy services in economic and statistical, monetary, financial, fiscal. Commercial, accountancy, quality control data processing, software, education, career planning. Hospitality, retail and outsourcing sectors industrial and technical., scientific, medical, direct and indirect taxation and other levies legal, labour, public relations and to draw up and prepare reports, plans opinions and all the other documents for the purpose of providing the same to the industrial, trading, commercial or any other concern, organizations, institutions, or establishment and to devise, work out, prepare and provide ways, means and plans and to obtain, purchase, sell and make available or provide technical assistance and know-how and information of all kinds of industrial, trading. commercial or any other concern organization, institution or establishment and to arrange to procure land buildings, machinery and equipment of all kinds there for and to enter into partnership with or into arrangements and agreements for sharing profits or for other remuneration or consideration with industrial trading, commercial, any other Concern, organization, institution or establishment.

V. **The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.**

VI. **The Authorised Share Capital of the Company is Rs. 13,00,00,000/- (Rupees thirteen crore only) divided into 1,30,00,000 equity shares of Rs. 10/- (Rupees ten only) each.*/****

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**The members of the Company in an Extra-Ordinary General Meeting held on 02.12.2024 has approved the increase to Rs. 13 Cr. from Rs. 70 lacs in Authorised Share Capital of the Company.*

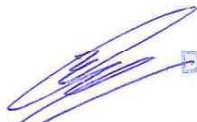
***The members of the Company in an Extra-Ordinary General Meeting held on 10.11.2020 has approved the increase to Rs. 70 lacs from Rs. 50 lacs in Authorised Share Capital of the Company.*

Shelz India Private Limited



Director

Shelz India Private Limited



Director

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We, the several persons whose names and addresses, are subscribed, hereto 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, Addresses Description and Occupation of each subscriber	Number and type of Shares Equity	Signature of Subscriber	Name, Addresses description and Signature of witnesses
1.	KAPIL GARG S/o Late Sh. R. S. Garg R/o D-3/1, Rana Pratap Bagh, Delhi-7 (Business)	9,999 (Nine Thousand NineHundred Ninety Eight) Equity Shares	Sd/-	I hereby witness the signatures of all the subscribers who have signed in my presence Sd/- MAY KUMAR, CA EI. NO. 600002 6/2 Sh. Gul Raj Singh 301, Lotus Tower, Anandpur, Delhi 110033
2.	PREN LATA GARG W/o Late Sh. R. S. Garg R/o D-3/1, Rana Pratap Bagh, Delhi-7 (Business)	1 (One) Equity Shares	Sd/-	
2.	VARUN GARG S/o Sh. Anil Kumar Garg R/o D-3/1, Rana Pratap Bagh, Delhi-7 (Business)	1 (One) Equity Shares	Sd/-	
Total		10,000 (Ten Thousand) Equity Shares		

Place: Delhi

Date: 10/04/2012

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Tifosi Foods Private Ltd.
Director

Tifosi Foods Private Ltd.
Director

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Sheliz India Private Limited


Director