

(REVISED SET OF MOA & AOA)

MEMORANDUM OF ASSOCIATION
OF
NITTA GELATIN INDIA LIMITED

[Adopted as the Memorandum of Association as approved by the Shareholders of the Company by passing special resolution at the NCLT Convened Meeting on 27th December, 2018, by virtue of the order of Hon'ble NCLT, Chennai dated 12th November, 2018, in Company Application No.CA/193/CAA/2018 in connection with the scheme of merger and amalgamation between Reva Proteins Limited and Nitta Gelatin India Limited.]

- I. The name of the Company is **NITTA GELATIN INDIA LIMITED**.
- II. The Registered Office of the company will be situated in the State of Kerala.
- III. **A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

To manufacture, import, export, trade and deal, in Ossein and products and components of Ossein, Di Calcium Phosphate and products and components of Di Calcium Phosphate, Gelatin and products and components of Gelatin, Glue and its related products and components, raw material for Ossein including Degreased Bone and Crushed Bone and related products viz, tallow, Bone Meal, and other bone products, meat and meat products, other components used for the manufacture of Gelatin like Chitosan, Fish Oil etc., organic manure and other derivatives and components and by products obtained during the course of manufacture of the above and run slaughter houses, independently or in Joint ventures.

B. MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN III A

1. To collect, acquire, make process and deal in bones, fish, fish scales, skins and tissues of animals, reptiles, and birds, chemicals, machinery and other materials required for the above purpose
2. To buy, sell, manufacture, repair, alter, improve, exchange or hire, import and export and deal in all works, plant, machinery, tools and utensils, appliances, apparatus, products, materials, substances, articles, and things capable of being used in any and every such business as aforesaid or required by any customers of or persons having dealings with the Company or commonly dealt in by persons engaged in any such business or which may seem capable of being profitably dealt with in connection with any of the said business and to manufacture, experiment with, render marketable,

For NITTA GELATIN INDIA LIMITED

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and deal in all residual and by-products incidental to or obtained in any of the business carried on by the Company.

3. To enter into any arrangements with any Government or authorities, municipal, local or otherwise or any persons whether company or association, partnership or individual in India or abroad, that may seem conducive to the objects of the company or any of them and to obtain from any such Government, authority, persons or company any rights, privileges, charters, contracts, licences or concessions.
4. To acquire the whole or any part of the undertaking and assets of any business within the objects of the Company and any lands, privileges, rights, contracts, property or effects held or used in connection therewith, and upon any such purchase to undertake the liabilities of any persons whether Company, association, partnership or individual.
5. To amalgamate, enter into partnership, or into any arrangements for sharing profits, union of interests, co-operation, joint -ventures or reciprocal concessions, or for limiting competition with any person or company carrying on or engaged in or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the Company.
6. To apply for, purchase, or otherwise acquire and protect and renew in any part of the world, any patents, patent rights, brevets d' invention, licences, concessions and the like, conferring any exclusive or non exclusive or limited right to their use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly to benefit the company and to use, exercise, develop, or grant licences in respect of or otherwise turn to account the property, rights or information so acquired, and to expend money in experimenting upon, testing or improving any such patents, inventions or rights.
7. To establish or promote or concur in establishing or promoting any Company or Companies for the purposes of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares, debentures, or other securities of any such other company.
8. Generally to purchase, take on lease or in exchange, hire or otherwise acquire, any real or personal property and any rights or privileges which the Company may think necessary or convenient for the purpose of its business or which may enhance the value of any other property of the Company and in particular any land, building, factories, casements, machinery, plant, vehicles and stock- in-trade.

9. To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines roadways, tramways, railways, branches or sidings, bridges, reservoirs, watercourses, wharves, electric works and other works and conveniences, which may seem calculated directly or indirectly to advance the interest of the Company and to join with any other person whether company, association partnership or individual, in doing any of these things.
10. To invest and deal with the moneys of the Company not immediately required in any manner and in particular to accumulate funds or to acquire or take by subscription, purchase or otherwise howsoever or to hold shares or stock in or the security of any company, association, or undertaking in India or abroad, subject to the provisions of the Companies Act, 2013
11. To lend and advance money or give credit to such companies or other persons and on such terms as may seem expedient, and in particular to customers and others having dealing with the Company and to guarantee the performance of any contract or obligation and the payment of money of or by any such persons and generally to give guarantees and indemnities.
12. To receive money on deposits or loan and borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including the uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company of any obligation undertaken by the Company provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulation Act, 1949.
13. To pay for any business, property or rights acquired or agreed to be acquired by the Company and generally to satisfy such obligation of the Company by the issue or transfer of shares of this Company credited as fully or partly paid up or of debentures or other securities of this Company.
14. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
15. To pay for any rights or property acquired by the Company and to remunerate any person or Company whether by cash payment or by the allotment of shares, debentures or other securities of the Company credited as paid up in full or in part.
16. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the formation and registration of the Company or the issue of its capital, including brokerage and commission for

obtaining applications for or taking, placing of underwriting or procuring the underwriting of shares, debentures, or other securities of the Company.

17. To sell, lease, mortgage or otherwise dispose of the property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit and, in particular for shares, stock, debentures, or other securities of any other company having objects altogether or in part similar to those of the Company.
18. Subject to the provisions of the Companies Act, 2013 to distribute as dividend, bonus or otherwise among members in kind any property or assets of the Company and any shares, debentures or securities of this Company or of other companies, belonging to this Company, which this Company may be competent to distribute.
19. To improve, manage, develop, grant rights or privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
20. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any person who are or were at any time in the employment or service of the Company or of any Company which is a subsidiary of the company, or is allied to or associated with the Company with any such subsidiary company or who are or were at any time Directors or Officers of the Company or of any such other Company as aforesaid, and the wives, widows, families and dependents of any such persons and also establish and subsidise and subscribe to any institutions including in particular, any cafeterias, canteens, or clubs, of funds calculated to be for the benefit of or to advance the interests and well being of the Company or of any such other company as aforesaid and make payments to or towards the insurance of any such person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any other company as aforesaid.
21. To subscribe or contribute or otherwise assist or to grant money to charitable, benevolent, religious, scientific, national, public or any other useful institutions, organisations, objects or purposes or for any exhibitions. The Company shall not contribute to any political party or for political purpose to any individual or body.
22. To procure the Company to be registered or recognised in any part of the world outside India.
23. To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation or for preparing, improving extending or maintaining any of the properties of the company or for any other purpose conducive to the interests of the Company.

24. Subject to the provisions of the Companies Act, 2013 to place, to reserve or to distribute as dividend or bonus among the members, or otherwise to apply, as the Company may from time to time think fit, any moneys received by way of debentures issued at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares or from unclaimed dividends.
25. To establish, provide, maintain and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments; to undertake and carry on scientific and technical researches, experiments and tests of all kinds to promote studies and researches both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshop, libraries, lectures, meetings and conferences and by providing or contributing to the remuneration of scientific or technical professors or teachers and by providing or contributing to the award of scholarships, prizes, grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.
26. To establish, maintain and operate technical training institutions and hostels for technical staff of all categories of the company and to make such other arrangements that may be expedient for the training of all categories of officers, workers, clerks, technical and other personnel likely to be useful or assist in any business which the Company is authorised to carry on.
27. To establish, maintain and operate general educational institutions and hostels for the benefit of the children of the employees or ex-employees of the Company, their dependents or connections of such persons and others and to make grants and awards and grant scholarships.
28. To take part in the management, supervising or control of the business or operations of any Company, or undertaking, and for that purpose to appointment and remunerate any Directors, Accountants or other experts or Agents.
29. To undertake and execute any trusts, the undertaking whereof may seem desirable whether gratuitously or otherwise.
30. Subject to the provisions of the Companies Act, 2013 or any other enactment in force, to indemnify and keep indemnified members, officers, directors, agents, and servants of the Company against proceedings, costs, damages, claim and demands in respect of anything done or ordered to be done by them for and in the interests of the Company and of any loss, damage or misfortune whatever and which shall happen in execution of the duties of their office or in relation thereto.
31. To insure against losses, damages, risk and liabilities of any kind which may affect the Company either wholly or partially.

32. To apply for, promote and obtain Act of Parliament, charter, privileges, concession, licence or authorisation of any Government, State or Municipality provisional order or licence of any authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem calculated directly or indirectly to prejudice the interest of the Company.
 33. To own and operate transport vehicles and vessels for transporting all raw materials, finished products and other goods and things required, dealt in or manufactured by the Company.
 34. To produce, convert, export, import, purchase, sell, deal and trade in all materials and things including raw materials, by-products, wastes, finished products and products at all intermediate stages, machinery, equipments and chemicals connected directly or indirectly with the industry set forth above.
 35. To establish and maintain offices, godowns and grading centres for supervision of works, collection of goods for exports/local sales and to purchase and stock agricultural, marine, meat, chemical and industrial products.
- IV. 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.
- V. The Share Capital of the Company is Rs 80,24,44,480 (Eighty Crores Twenty Four Lakhs Forty Four Thousand Four Hundred Eighty only) comprising of 4,00,00,000 Equity Shares of Rs.10/- each aggregating to Rs 40,00,00,000 (Rs Forty Crores) and 9,29,412 Optionally Convertible Non-Cumulative Preference Shares of Rs.170/- each aggregating to Rs.15,80,00,040/-(Rs. Fifteen Crores Eighty Lakhs and Forty only)and 2,00,00,000 Optionally Convertible Preference Shares of Rs 10 each aggregating to Rs20,00,00,000 (Rs Twenty Crores only) and 44,44,444 Redeemable Preference Shares of Rs 10 each aggregating to Rs4,44,44,440 (Rs. Four Crores Forty Four Lakhs Forty Four Thousand Four Hundred and Forty only) with power to increase and reduce the Capital for the time being of the Company into several classes and to attach thereto respectively preferential, qualified or special rights, privileges or conditions as such may be determined by or in accordance with the provisions of the Companies Act,2013 and Articles of Association of the Company and to vary, modify, or abrogate any such rights, privileges to conditions in such manner as may for the time being provided by the aforesaid regulations.¹

We, the several persons, whose names and addresses 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.

Name of subscriber	Address and Description and occupation, if any.	Number of shares taken	Signature of subscriber
1. P. J. Thomas	Son of Sri Panampunna John John. "Tejsa", Vikramapuram Hills, Trivandrum-3. Managing Director, Kerala State Industrial Development Corpn. Ltd., Trivandrum-1.	One	Sd/-
2. M.R.C. Warriar	Son of Sri M. R. Madhava Warriar 120, "Revathi" Jawaharnagar, Trivandrum-3. Development Commissioner, Kerala State Industrial Development Corpn. Ltd., Trivandrum-1.	One	Sd/-
3. Joseph Lopez	Son of Sri X. G. Lopez, "Thojoos", Opp. Nirmala Bhavan Convent High School, Kowdiar, Trivandrum-3. Development Commissioner, Kerala State Industrial Development Corpn. Ltd., Trivandrum 1	One	
4. A. S. Unny	Son of Shri C. K. Madhavan Namboodiri, "Sujanii", Vellayambalam, Trivandrum-10. Secretary, Kerala State Industrial Development Corpn. Ltd., Trivandrum-1.	One	Sd/-
5. K.A.I. Narayana-Swamy	Son of Shri K. A. Doraiswamy Iyer, T. C 10-241/1, Kumbakanagar, Trivandrum-3. Manager, (Chemical Engineering), Kerala State Industrial Development Corpn. Ltd., Trivandrum-1.	One	Sd/-

6. C. Krishnamoorthy Son of Shri S. V. Venkateswara Iyer,
"Gayathri", Udarasiramani Road,
Vellayambalam, Trivandrum-10
Deputy Manager (Finance), Kerala
State Industrial Development
Corpn. Ltd., Trivandrum-1. One Sd/-
7. M. A. Azoom Son of Shri M. Muhammad Ismail,
14/265, "Usha Bhavan",
Udarasiramani Road,
Vellayambalam, Trivandrum-10.
Asst. Secretary, Kerala State
Industrial Development
Corpn. Ltd., Trivandrum-1. One Sd/-

One
Seven

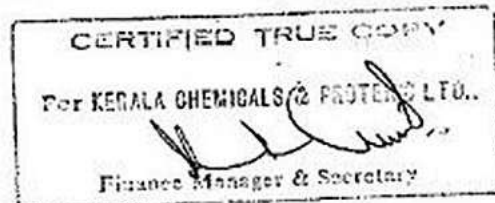
Dated 22nd day of April 1975

Witness to the above Signatures.

G. Roman Pillay
Son of Shri S. Govinda Pillay,
Hori Sree, Nearamonkara,
Trivandrum-18.

Asst. Manager
Kerala State Industrial Development
Corporation Ltd., Trivandrum-1.

KOSAY MATHEW
Finance Manager & Secretary.



' Amended vide Special Resolution passed at the NCLT Convened meeting dated 27th December, 2018 by virtue of the order of Honble NCLT, Chennai dated 12th November, 2018, in Company Application No.CA/193/CAA/2018 in connection with the scheme of merger and amalgamation between Reva Proteins Limited and Nitta Gelatin India Limited

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For NITTA GELATIN INDIA LIMITED

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VINOD MOHAN
COMPANY SECRETARY