

MEMORANDUM OF ASSOCIATION

OF

RAJASTHAN STATE SEEDS CORPORATION LIMITED

- I. The name of the Company is Rajasthan State Seeds Corporation Limited.
- II. The registered office of the Company will be situated in the State of Rajasthan.
- III. A. The main objects for which the Company is established are:
 1. To implement the State Seeds Project forming part of National Seeds Programme in accordance with the arrangements between International Development Agency/International Bank for Reconstruction Development, Government of India, National Seeds Corporation Limited, Rajasthan Government and the Company or between any two or more of them.
 2. To undertake the production of certified seeds in sufficient quantities to support the National Production Programme and of any crops of varieties coming under the purview of the Seeds Act.
 3. To provide quality seeds at reasonable prices to farmers to support the high yielding varieties programme.
 4. To process certified seeds on scientific and commercial lines.
 5. To instal, manage and operate processing plants and seed storage facilities.
 6. To undertake and promote research in agriculture in general and seed production, processing, preserving and storage techniques in particular, in collaboration with ICAR, Agricultural Universities and National Seeds Corporation Limited and other institutions.
 7. To make arrangements for supply of foundation seed to grower shareholders through the National Seeds Corporation Limited for varieties of all-India and regional importance and through other agencies for other varieties.
 8. To carry on activities of collection, processing, drying, storage, preservation, distribution, transportation and marketing of certified seeds of the grower shareholders on commercial lines.
 9. To carry on business as seed merchants, to buy, sell, prepare for market and deal in seeds of all kinds.

10. To purchase, own, acquire, take on lease, and operate land, farm machinery, seed storage and seed cleaning, seed processing and transportation equipment deemed necessary for a seed business.
 11. To own and operate farm machinery, seed processing, storage and transportation facilities and equipment given on a rental basis.
 12. To enter into contract with individuals, co-operative societies, corporations and government agencies, in the growing, processing, drying, storage, distributing, transporting, buying and selling of agricultural seeds.
 13. To undertake by inspections, and by other means, seed quality control measures in all phases of the seed business carried on by or on behalf of or in co-operation with the Company.
 14. To own and operate seed testing laboratories.
 15. To carry on the business of consulting and management services for individuals, co-operative societies, corporations, government agencies or others who are engaged in any phase of the seed business.
 16. To engage in market research and development activities.
 17. To support by financial grants or loan for seed, fertilizer, other inputs and plant protection measures, loan of equipment and farm machinery, transport facilities, technical advice and consulting services and by other means, activities leading to production of quality seeds.
 18. To organise supplies of inputs and maintenance of spare-parts facilities of the participant growers in the project.
 19. To help growers participating in the project in obtaining grants, subsidy and loans from Government. Government agencies, public financial institutions, nationalised, scheduled or co-operative banks with the object of making them viable and successful seed growers.
 20. To co-operate with Government, Government agencies, public financial institutions, nationalised, scheduled or co-operative banks for collecting repayment of loans and credits issued with co-operation of the Company to the participating growers in the project by making payment from the dues of the concerned grower for the sale of certified seed.
 21. To publicise quality seeds by booklets, leaflets, posters, exhibits, radio television films, newspapers, journals, magazines and by other means.
- B. Objects incidental or ancillary to the attainment of the main objects are:**
1. To manufacture, buy, sell, exchange, instal, work, alter, improve, manipulate, prepare for market, improve or export and otherwise deal in all kinds of plants and machinery, wagons, rolling stock, apparatus, tools, utensils substances, materials and things, necessary or convenient for carrying on any of the business the Company

and, farming
business and
business.

storage and
basis.

co-operatives,
processing,
selling of

seed quality
carried on

extension services
government
of the seed

activities.

machinery, other
equipment and farm
consulting
production of

spare-parts

training grants,
scholarships, public
co-operative banks
seed growers.

co-operatives, public
co-operative banks
co-operation
project by
power for the

exhibitions, exhibits,
meetings and by

are:
to improve,
and otherwise
rolling stock,
tools, necessary
for the Company

is authorised to carry on or which is usually dealt in by persons engaged in such business.

2. To carry on the business of carriers by land, sea and air for the products of the Company.
3. To subscribe for, underwrite, purchase, or otherwise acquire and to hold, dispose of, and deal with the shares, stocks, securities and evidences of indebtedness or the right to participate in profits of other similar documents issued by any Government authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof and to buy and sell foreign exchange.
4. To apply for, purchase or otherwise acquire any trade marks, patents, brevets d'invention licences, concessions and the like, conferring any exclusive or non-exclusive or limited right to use, or any secret or other information as to any invention or discovery which may seem capable of being used for any of the purposes of the Company, or the acquisition of which may seem calculated directly or indirectly 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.
5. To amalgamate or enter into partnership or any joint purpose or profit-sharing arrangement with and to co-operate in any way with or assist or subsidize any co-operative, company, firm or person.
6. To promote or concur in the promotion of any co-operative society or company, the promotion of which shall be considered desirable for the attainment of objects of the Company.
7. To take all necessary or proper steps with the authorities, national, state, local, municipal or otherwise, of any place in which the Company may have interests, 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 its members, and to oppose any such steps taken by any other company, co-operative firm or person which may be considered likely directly or indirectly to prejudice the interest of the Company or its members.
8. To support by financial grants, purchase of equipment and vehicles, and by training programmes, consulting services and other means the development and operation of State and Central agencies for seed certification and seed law enforcement programmes dealing with quality control measures for seeds.
9. To acquire and deal with the following property:
 - (i) The business, property and liabilities of any company, co-operative society, firm or person carrying on any business with the objects of this Company.
 - (ii) Lands, building, easements, and other interests, in movable property.

- (iii) Plant, machinery, personal estate and effects.
 - (iv) Patents, patent rights, invention discoveries or designs.
 - (v) Shares, stocks or securities in or of any company carrying on any business which this Company is entitled to carry on or of any other company or undertaking the acquisition of which may seem likely or calculated directly or indirectly to promote or advance the interests of the Company or be advantageous or beneficial to the Company and to continue to hold any shares in any such company heretofore acquired by the Company and to sell or dispose of and transfer any such shares, stocks or securities.
 - (vi) To purchase, take on lease or acquire in exchange or concessions or otherwise, absolutely or conditionally, solely or jointly with others, any property, rights or privileges which the Company may think necessary or convenient for the purposes of its business, and make, construct, maintain, work, hire, hold, improve, alter, manage, let, sell, dispose of, exchange, carry out or control, canals, watercourses, drains, sheds, garages, accommodation of all kinds for land traffic, waterways, land, building, pipe-lines, warehouses, workshops, machinery and apparatus, water rights, way leaves, privileges or rights of and description or kind and other conveniences which may be calculated directly or indirectly to advance the Company's interest, and to contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof.
10. To carry on the business of manufacturers, producers or otherwise dealers in plastic, jute, and any other metallic or non-metallic containers, wrappers, packing cases and other packing material and products for the purposes of the Company.
 11. To produce gas and electricity necessary for the purposes of the business of the Company and to process all products resulting from or ancillary to such production and dispose of the same and to take all steps incidental thereof.
 12. To apply for, tender, purchase, or otherwise, acquire any contracts, licences and concessions for or in relation to the objects or business herein mentioned or any them and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
 13. To sub-let all or any contracts from time to time and upon such terms and conditions as may be thought expedient.
 14. To acquire and undertake the whole or any part of the business, property and liabilities of any person or Company, carrying on any business which the Company is authorised to carry on or possess property suitable for the purposes of this Company.
 15. Subject to the provisions of Section 58A of the Companies Act in this behalf to borrow or raise money, or to receive money on deposit for the purposes of the Company, in such manner and

upon such terms as may seem expedient, and to secure the repayment thereof and of moneys owing or obligations incurred by the Company, and to create, issue and allot redeemable bonds, mortgages or other instruments, mortgage debentures (such bonds or debentures being made payable to bearer or otherwise and issuable either at par, at premium, discount, or as fully paid), and for any such purposes to charge all or any part of the property and profits of the Company both present and future including its uncalled capital. Provided that the Company shall not carry on the business of banking.

16. To negotiate loans for the Company or other persons or bodies, to lend money's securities and other properties, to draw, make, accept, issue, endorse, discount, buy, sell and deal in bills of exchange, promissory notes, hundies, drafts, bills of lading, warrants, and other negotiable or transferable instruments and all kinds of securities and to become sureties and guarantors for any such purpose.
17. To invest any moneys of the Company not immediately required for the purposes of its business in such manner as may be thought fit and to lend money to such parties and on such terms, with or without security, as may be thought to be fit for the interest of the Company and in particular to customers of and persons having dealings with the Company or companies, firms or persons carrying on any business which may be useful or beneficial to this Company.
18. To amalgamate with any company or companies having objects altogether or in part similar to those of the Company, or to sell, exchange, lease, underlease, surrender, abandon, amalgamate, sub-divide, mortgage or otherwise deal with, either absolutely, conditionally or for any limited interests, all or any part of the undertaking, property, rights or privileges of the Company, as a going concern or otherwise, to or with any public body, corporation, company, society or association, or to any person or persons for such consideration as the Company may think fit, and in particular for any stock, shares (whether wholly or partly paid), debentures, debenture-stock, securities or property of any other company.
19. To construct, maintain, improve, develop, work, run, control and manage any water works, gas works, reservoirs, roads, heat and light supply works, hostels, clubs, restaurants, baths, places of amusements, pleasure grounds, parks, gardens, reading rooms, stores, shops, dairies, and other works of convenience which the Company may think directly or indirectly conducive to these objects, and to contribute or otherwise assist or take part in the construction, maintenance, development, working, running, control and management thereof for the welfare of the shareholders, officers and employees of the Company.
20. To pay out of the funds of the Company all or any expenses which the Company may lawfully pay of and which are incidental

to promotion, formation, organisation, registration, advertising and the establishment of this or any such other company or co-operative society and to the issue and subscription of the share of loan capital including brokerage and commission for obtaining application for, or placing or guaranteeing the placing of the shares or any debentures, debenture stock or other securities of this or any such other company or society and also all expenses attending the issue of circulars, reports, maps, plans or notices, or the printing, stamping and circulating of proxies or forms to be filled up by the members of this Company subject to Section 176 (4) of the Companies Act, 1956.

21. To distribute any of the assets or property of the Company among the members in specie or kind or to gift in favour of any person, firm, body, corporation or institution, any property of the Company so that no distribution amounting to a reduction of capital shall be made except in conformity with the requirements of law for the time being in force.
22. To insure any of the properties, undertakings, contracts, guarantees or obligations of the Company or every nature and kind in any manner whatsoever.
23. To make donations as permissible by law to such persons and in such cases, and either of cash or other assets, as may be thought directly or indirectly conducive to any of the Company's objects, or otherwise expedient, and or particular to remunerate any person or corporation introducing business to the company, and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition not being one interded to serve the cause of any political party or for promotion any political purpose or for any public, general or other object, and to aid in the establishment and support of associations for, the benefit of persons employed by or having dealings with the Company, and in particular provident, friendly or other benefit societies and to grant any pension, either by way of an annual payment or a lump sum, to any officer or servant of the Company, or to his relatives or to dependents.
24. To obtain any order or Act of Legislature or Parliament for enabling the Company to obtain all powers and authorities necessary or expedient to carry out or extend any of the objects of the Company or for any other purpose which may seem expedient and to oppose any proceeding or applications which seem calculated directly or indirectly to prejudice the Company's interest.
25. To grant pension or other emoluments or gratuities to any employees or ex-employees and to officers and ex-officers of the Company or the relations or dependents of any such persons, and to establish or support associations, institutions, clubs, funds, and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Company or of its members and establish and contribute in accordance with the

proviso to Section 77 (2) of the Companies Act to any scheme for the purchase by trustees of shares in the Company to be held for the benefit of the Company's employees and officers and to lend money to the Company's employees, and to provide for the welfare of any employees or ex-employees and officers and ex-officers of the Company, or dependents of any such persons, by building or contributing to the building of house or dwellings or quarters or by providing any other amenities and benefits or by creating and from time to time subscribing or contributing to Provident Funds and other funds, associations, institutions, schemes or trusts and by providing or subscribing or contributing towards places or instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company may from time to time think fit.

26. To refer all questions, disputes or difference arising between the Company and any other person whosoever (other than a Director of the Company) in connection with or in respect of any matter relating to the business of affairs of the Company to arbitration in such terms as the Company and such other person may mutually agree upon in each case, and such reference to arbitration may be in accordance with the provisions of the Indian Arbitration Act or the Rules of the International Chamber of Commerce relating to arbitration or otherwise.
27. To enter into negotiations, collaboration, technical, financial, or otherwise with any person, firm, company, body corporate, institution, or Government for obtaining by grant, licence or on other terms formulate and other rights and benefits, and to obtain technical information, know-how and expert advice for the production, manufacture and export or sale of all types of seed products and other products and goods which the Company is authorised to produce or deal in.
28. To pay to any person, firm or body corporate such remuneration and fees and otherwise recompense them for their time and for the services rendered by them and their Directors as promoters of the Company.
29. To carry on all or any of the business usually carried on by seed companies in all their several branches and in particular to lay out, improve, alter and develop any land or property and thereon to erect, construct, alter or rebuild any buildings or works whatsoever.
30. To create any depreciation fund, reserve, reserve fund, sinking fund or any special or other fund or account whether for repayment of redeemable preference shares, redemption of debentures or debenture stock or special dividends, for equalising dividends for repairing, improving, extending and maintaining any part of the property of the Company and of for any other purpose whatsoever.

C. Other objects of the Company not included in

A and B above are:

1. To carry on in the Union of India or elsewhere all or anyone or more of the following business, namely the buying, selling, letting on hire, purchasing, manufacturing and contacting of and dealing in machinery of all kinds and descriptions of agricultural implements, mechanical and other parts, tools, appliances, apparatus, requisites and accessories and all other things of whatsoever nature or description capable of being used therewith or in the manufacture, maintenance and working thereof.
2. To carry on the business of manufactures and producers of fertilizers, manures, spray, vermifuges, fungicides, of all kinds of agricultural, fruit growing or other purposes or as remedies for men or animals and vegetable life and whether produced from vegetables or animal matter or by any chemical, biological or synthetic process.
3. To carry on any business whether manufacturing or otherwise such as forestry, soil conservation and animal husbandry.
4. To carry on business as commission agents for all kinds of cloths, yarn, cotton, wool, textiles, drugs, chemicals, foodgrains, seeds, pulses, oil seeds, sugar, provisions, oilman stores, oil stores, goods articles and things whatsoever.

IV. The liability of the members is limited.

V. The Share Capital of the Company is Rs 10,00,00,000 (Rupees Ten Crores) Divided into 9,00,000 (Nine lacs) Equity Shares of Rs 100 (Rupees one Hundred) each and 1,00,000 (one lac) Cumulative Preference Shares of Rs. 100 (Rupees one hundred) each. The Company shall have power from time to time to increase or reduce its capital and to divide the shares in the original or increased capital and into several classes and to attach thereto, respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as permitted by the Companies Act, 1956 or provided by the regulations of the Company for the time being.

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 opposite our respective names:-

Name, description, father's name, address, occupation and signature of subscribers 1	Number of equity shares taken by each subscriber 2	Name, address, description and occupation of witness 3
1. Governor of Rajasthan through Shri S.P. Vishnoi S/o Shri C.L. Vishnoi, Agricultural Production Commissioner and Secretary to Government of Rajasthan, Jaipur.	4994	Dharam Singh Jain सहायक शासन सचिव कृषि (युप-१) विभाग शासन सचिवालय, राजस्थान जयपुर
2. Shri G.N. Haldea S/o Rao T.N. Haldea, Deputy Secretary, Agriculture Deptt. Government of Rajasthan, Jaipur.	One	Dharam Singh Jain Assistant Secretary Agriculture Deptt., Govt. of Rajasthan, Jaipur.
3. Anil Vaish S/O Shri L.P. Vaish Deputy Secretary, Finance Department (Exp. 1), Government of Rajasthan, Jaipur.	One	Dharam Singh Jain
4. Shri H. S. Ramani S/O Shri H.S. Srinivasan Chairman and M.D., Rajasthan State Agro Industries Corporation Ltd., Jaipur	One	Dharam Singh Jain
5. Sarveshwar Dayal Mathur S/O Late Shri Radha Mohan Lal, Rai Sahib. Addl. Director of Agriculture, Directorate of Agriculture, Rajasthan, Jaipur.	One	Dharam Singh Jain
6. Nihal Chand Jain S/o Shri Madho Das Jain, M.D., Rajasthan Rajya Sahakari Kraya Vikraya Sangh, Jaipur.	One	Dharam Singh Jain
7. B. N. Purohit S/O Shri M. L. Purohit O.S.D.(Seeds Project) Agriculture Deptt. Government of Rajasthan, Jaipur.	One	Dharam Singh Jain
Total Number of Shares taken	5000	(Five Thousand)

Dated the : 15th March, 1978

Place : Jaipur.