

THE COMPANIES ACT 2013

PART IXA

PRODUCER COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF

UNITED CHAMPHAI FARMER PRODUCER COMPANY LIMITED

1. The name of Company is **UNITED CHAMPHAI FARMER PRODUCER COMPANY LIMITED.**

2. The Registered Office of the Company will be situated in the State of **Manipur.**

3. (a) **The objects to be pursued by the company on its incorporation are:**

- (i) To carry on the business of processing of Production, harvesting, procurement, grading, pooling, handling, marketing, selling, export of primary production of the Members like spices or import of goods or services for their benefit, provided that the Producer Company may carry on any of the activities specified in this clause either by itself or through other institution.
- (ii) Processing including preserving, drying, distilling, brewing, vinting, canning, and packaging of the produce of its Members.
- (iii) Agriculture activities on a fees or contract basis (preparation on field, establishing a crops, treatment on crops, crop spraying, trimming of fruit trees and vines, transplanting of rice, thinning of beets, harvesting, pest control in connection with agriculture etc.)

3. (b) **Matters which are necessary for furtherance of the objects specified in clause 3(a) are:**

- (i) To facilitate and support to its members for enhancing their profits and building their capacities and to manufacture, promoting techniques of mutuality and mutual assistance, rendering technical and logistics services, consultancy services, training, research and development to its members and all other activities for the promotion of the interest of its members and to take all welfare measures or facilities for the benefit of members.
- (ii) To produce, sell, allot and give on lease, exchange or supply machinery, equipment or consumables mainly to its members for the attainment of the main objects of the Company.
- (iv) To render, provide, arrange for providing technical services, consultancy services, training, research and development and all other activities for the promotion of the interests of its members.

- (v) Transmission and distribution of power, revitalization of resources, their use conservation and communications relatable to primary produce of the members.
- (vi) To enable producers to get insurance for themselves, their wealth and other assets and their primary produce.
- (vii) To undertake welfare measures or facilities for the benefit of members as may be decided by the Board and to promote employment generation for women in rural or urban areas and to improve their status in the society.
- (viii) To undertake organic production program, processing, certification of the products produced by members.
- (ix) To promote thrift and credit facilities among its members and to organize them into self help groups.
- (x) To enter into such contracts or arrangements as the company may think fit for the social and economic upliftment of members.
- (xi) To provide production, procurement, processing, marketing which including extending credit facilities and other services to its members.
- (xii) To design, fabricate, erect, build, run, manage and maintain godowns, warehouses, agro malls, show-rooms, shops, laboratories, special chambers required for the activities of the Company.
- (xiii) To enter into contracts, agreements, and arrangements, with any other Company, firm, trust, government, society, organization, institution, authority, concern or individual for attainment of the objects of the company.
- (xiv) To promote, form and aid in the promotion, formation of any company or companies having similar objects for the purpose of acquiring all or any of the property, rights and liabilities of this company and to transfer to any such company any property of the company, and to be interested in, or take or acquire, hold, sell or otherwise dispose of shares and other securities in and to subsidies or otherwise assist any such company.
- (xv) To purchase, hire or acquire and maintain suitable buildings, ownership flats, apartments, furniture and other fittings for the purpose of achieving any of the objects for which the company is established and to construct, alter or keep in repair any buildings, flats or premises required or used by or for the company, in connection with its business or for use by its employees.
- (xvi) To sell, improve, manage, develop, exchange, loan lease or let, under-lease, sub-let, mortgage, dispose of, turn to account or otherwise deal with any property of the company.
- (xvii) To advance money with or without securities to such companies, firms or persons, and on such terms as may seem expedient and in particular to the customers having dealings with the Company and to guarantee the performance of contracts by any persons, firms or companies. Provided that

the Company shall not carry on the Banking Business as defined under the Banking Regulation Act, 1949.

- (xviii) Subject to provision of the Companies Act, 2013, to amalgamate, divide, merge, compromise and collaborate with and to takeover any Company or firm, proprietorship firm having similar objects or to enter into Partnership, Joint Venture or other arrangement, reciprocal concession with any person or company, firm or other organization and undertaking.
- (xix) To apply for, promote, obtain, protect and deal in any patent, patent right, copy right, trade mark, formulas, designs, licenses and concessions conferring any right.
- (xx) To establish, provide, maintain, run and close library, trust, research institution, centre, society, company, firm, workshop (with permission of appropriate authority wherever required) and to arrange meetings, lectures, seminars, get together, social functions, conferences for the interest of general public or any section thereof and to run training institutions for promotion of the objects of the Company.
- (xxi) To make or accept Gift, bequests, donations, awards, prizes, scholarships, fellowships and grants to or from deserving persons, institutions, political parties, Government, organization and establishments.
- (xxii) To borrow and receive money and to draw, make, accept, endorse, discount, execute and issue negotiable instruments, deposit receipts, and acknowledgments on such terms and conditions as may be thought fit.
- (xxiii) To distribute among the members of the Company any property of the Company subject to provisions of the Companies Act, 2013 in the event of winding up.
- (xxiv) To appoint, remunerate and remove any directors, trustees, employees, executives, experts, consultants, and retainers of the business of the Company.
- (xxv) To train or pay for the training in India or abroad of any member or any of the Company's employees or directors or any other candidates in the interests of and for the furtherance of the company's business.
- (xxvi) To start maintain subsidized or contribute to charitable dispensaries or hospitals, gymkhanas, play grounds, clubs, libraries, technical institutions for the benefit of the public or as to promote the Company's interest.
- (xxvii) To mortgage, charge, sale or otherwise dispose off any property of the Company as may be thought expedient in the interest of the Company. 30. To sublet and / or assign contract, properties, right as may be thought expedient.
- (xxviii) To agree to arbitration and refer to arbitration any disputes and to initiate and institute and settle or take legal action and proceedings in connection

with the business of the Company and to defend the suits filed against the Company.

- (xxix) To build, construct, alter, maintain, enlarge, pull down remove or replace and work, manage and control any building, roadways, and other conveniences for attainment of main object of the Company.
- (xxx) To establish and maintain or procure the establishment and maintenance of pension, gratuity or superannuating fund or for other benefits of past and present employees of the Company and their dependents and to do any and all such acts for the benefits of the employees and their dependents.
- (xxxii) To undertake and carry on agency, to act as consultants in marketing, advertising, publicity, sales promotion and mass communication, to companies, corporations, local authorities, Government or any other customer, for attainment of the main object.
- (xxxiii) To give to any officers, servants or employers of the Company any shares or interest in the profits of the Company's business or any branch thereof, and whether carried on by the means or through the agency of any subsidiary company or not, and for that purpose to enter into any arrangements the Company may think fit.
- (xxxiv) To take, or acquire and hold shares in any other companies having objects altogether or in part similar to those of this Company, for carrying on business capable of being conducted so as to directly to be of benefit to this Company.
- (xxxv) To act as principles, agents, trustees, (with permission from proper authority) contractors or otherwise and by or through agent, subcontractors, trustees or otherwise and either alone or in conjunction with others.
- (xxxvi) To undertake and execute job works, which is within the object resources of the Company.
- (xxxvii) To provide for the welfare of employees, or ex-employees of the Company and the wives and the families or the dependents of such persons, by building or contributing to the building of houses, dwellings or chawls or by grants of money, pensions, allowances, bonus or other payments or by creating and from time to time subscribing or contributing to provident and other associations, funds, or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance, and other assistance as the Company shall think fit.
- (xxxviii) To indemnify members, officers, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or any loss, damage or, misfortunes whatever which shall happen in the execution of the duties of their office or in relation thereto.

- (xxxviii) Subject to such restrictions, if any, as may from time to time be imposed by law, to place, to reserve or to distribute as dividend or bonus shares among the members or otherwise to apply, as the company may from time to time think fit, any moneys received by way of premium or shares issued or premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares.
 - (xxxix) To invest surplus money of the company not immediately required into fixed deposits, shares, mutual funds and other profitable investments.
 - (xl) To publish books, magazines, pamphlets, circulars, journals, papers, periodicals dealing with subjects of interest for the business of the Company and also to run and manage schools, training centers and colleges to impart training in respect of and for the development of object of the company.
 - (xli) To purchase, charter, hire, or otherwise acquire vehicles for the business of the Company.
 - (xlii) To obtain, raise loans, monies, guarantees, undertakings, commitments, letters of credit, export packing credit, other financial arrangements, and facilities in any currency from financial institutions, banks, societies, agencies, firms, persons, bodies, trusts, consortiums, funds, Governments/ Semi-Government undertakings, bodies including international organizations, agencies in any country, multinational companies, with or without securities by creation of mortgages, charges, hypothecation, pledge, in or outside India under the law prevailing and in force for the attainment of the main objects of the Company.
 - (xliii) To procure recognition for the Company in any place within and outside India.
4. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
5. The Authorized Share Capital of the Company is Rs. 15,00,000/- (Rupees Fifteen Lakh only) divided into 1,50,000 (One Lakh fifty thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

We, the several persons, whose names, address and occupations are hereinafter 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.	Names, Addresses, descriptions and occupations of subscribers	Number of Shares Subscribed	Signature of Subscriber	Witness to all the above Signatures:
1	KIMGUNNEI KHONGSAI ADD-KANGPOKPI WARD NO. 7, PO/PS-KANGPOKPI-795129, OCC-FARMER	100 (One Hundred Shares)	<i>Kimgunnei Khongsai</i>	<i>K Ladis</i> I witness to Subscribers, who have subscribed and signed in my presence. CA ROHIT LADIA Chartered Accountant, M. No. 522993 Date 21-04-2023, Place Manipur Further I have verified their Id Details for their identification and satisfied myself of their identification particulars as filled in.
2	JANGKHOLET KHONGSAI ADD-P KHOTHAH VILLAGE, PO KALAPAHAR, KANGPOKPI, SENANPATI, OCC-FARMER	100 (One Hundred Shares)	<i>Jangkholet Khongsai</i>	
3	NGAMSEI GUTE ADD L THOMJANG VILLAGE, PO KALAPAHAR, PS KANGPOKPI, SENAPATI-OCC-FARMER	100 (One Hundred Shares)	<i>Ngamsei Gute</i>	
4	NUNGKHO THANG KIPGEN ADD-TUJANG PART 1, SADAR HILLS WEST SUB DIVISION, KANGPOKPI DISTRICT, OCC-FARMER	100 (One Hundred Shares)	<i>Nungkhothang Kipgen</i>	
5	TONGLAL KIPGEN ADD- S. JANELMOUL VILLAGE, PO KALAPHAR-795122, KANGPOKPI OCC-FARMER	100 (One Hundred Shares)	<i>Tong Lal Kipgen</i>	
6	HEMSEH KIPGEN ADD-K. SAJAL VILLAGE, P.S. KANGPOKPI, P.O KALAPAHAR OCC-FARMER	100 (One Hundred Shares)	<i>Hemseh Kipgen</i>	
7	RAHUL KHATIWODA ADD-PARSAIN VILLAGE, PO KALAPAHAR, PS KANGPOKPI-795122, OCC-FARMER	100 (One Hundred Shares)	<i>Rahul Khatiwoda</i>	
8	PAOMINLEN KHONGSAI ADD-P KHOTNAH VILLAGE, BDO KHOJANG, PO KALAPAHAR, PS KANGPOKPI OCC-FARMER	100 (One Hundred Shares)	<i>Paominlen Khongsai</i>	
9	SEIKHOKAI KIPGEN ADD- WARD NO 1, KANGPOKPI BAZAR, PO AND PS KANGPOKPI, DIST SENAPATI, STATE MANIPUR-795129, OCC-FARMER	100 (One Hundred Shares)	<i>Sei Kai Kipgen</i>	
10	JANGGINMANG GUTE ADD-T. Lhanghoi VILLAGE KHOJANG, PS KANGPOKPI, PO KANGPOKPI, SENAPATI, OCC-FARMER	100 (One Hundred Shares)	<i>Jangginma Gute</i>	
	TOTAL	1000 (One Thousand Shares)		

