



THE COMPANIES ACT, 1956

PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM

&

ARTICLES OF ASSOCIATION

OF

**BIJOLI GRILL AERATED WATER
COMPANY PRIVATE LIMITED**



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MEMORANDUM OF ASSOCIATION

OF

BIJOLI GRILL AERATED WATER COMPANY PRIVATE LIMITED

- I. The name of the Company is **BIJOLI GRILL AERATED WATER COMPANY PRIVATE LIMITED.**
- II. The Registered Office of the Company will be situated in the State of West Bengal.
- 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 business of production, manufacture, distribution and marketing and import of aerated water, soft drink, juice of various flavours, various other beverages, milk products, packaged water, mineral water, spices, fruit juices, fruit concentrates, alcoholic beverages, wines etc. food processing, floriculture, building ware houses, cold storages, etc. and financing such products in India and abroad.

B. OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS :-

- 1. To purchase, acquire, build, construct, alter, maintain, enlarge, equip, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, laboratories, shops machinery, equipments, apparatus, engines, roadways, trolleyways, reservoirs, watercourses, electricworks and other works and conveniences, which may seem calculated directly or indirectly to advance the main objects of the company and to join with any other person or body corporate in doing any of these things.

2. To import and purchase any machinery, implements, apparatus, equipment, material, articles and stores and to do all things for developing the property and resources of the estates and land in such manner of the company may think best.
3. To purchase, take on lease, or tenancy or in exchange, hire, take options over or otherwise acquire for any estate or interest whatsoever and to hold, develop, plant, improve, work, cultivate, deal with and turn to account, concessions, grants, decrees, licences, privileges, claims, options, leases, property, real or personal, or rights or powers of any kind which may be appear to be necessary or convenient for attaining the main objects of the company and to purchase, charter, hire, build or otherwise acquire crafts, cars vans or vehicles of any description and to employ the same in the business of the company.
4. To acquire from any person, firm or body corporate or unincorporate whether in India or elsewhere, technical information, know-how processes, engineering, manufacturing and operating data plans lay outs and blue prints useful for the design erection and operation of plant, machinery or apparatus required for attaining the main objects of the Company and to acquire any grant or licence and other rights and benefits in connection therewith.
5. To sell, exchange, mortgage, let out on lease, royalty or tribute, grant, licences, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares whether fully or partly paid up, or securities of any other Company.
6. To pay for any rights or property acquired by the Company and to 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 up in full or in part or otherwise.
7. To lend and advance money out of the Surplus fund not immediately required either with or without security and give credit to such persons (including government) and upon such terms and conditions as the company may think fit but not amounting to Banking Business, and the Company shall not carry on chit-fund activities.
8. To undertake commercial obligations, transactions and operations for achivement of the main objects of the Company.
9. To guarantee the performance of any contract or obligation of the payment of money unsecured or secured of and interest on, any debenture, debenture stock or securities of any Company, Corporation, Firm or Person in any case in which guarantee may be considered likely directly or indirectly to further the main objects of the company to and in the above context to act as sureties.
10. To invest any money of the Company out of Surplus fund not immediately required in such investments as may be thought proper and to hold or otherwise deal in such investments and not to carry on chit fund activities.
11. Subject to the provisions of law in force and the rules framed thereunder and directives issued by R.B.I. for the time being, to receive loan deposit subject to provisions of Section 58 of the Companies Act 1956 and rules therein or loan and borrow, or raise money in such manner as the Company shall think fit, and to secure the payment 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 its uncalled capital, and also by a similar mortgage charge or lien to secure and guarantee the performance by the Company or any other person or Company of any obligation undertaken by the Company or any other person or Company as the case may be but not amounting to banking business. The Company shall not carry on chit-fund activities.

12. To open any account in any bank and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrant and other negotiable or transferable instruments or securities.
13. To apply for, purchase or otherwise acquire and project prolong and renew in any part of the world, any patents, patent rights brevets d'invention trade mark, designs, licences protections, concessions and the conferring of exclusive or non-exclusive or limited rights to their use or any sector or other information as to any invention, process or privilege which may seem capable or being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use exercise, develop, grant licences or privileges in respect of or otherwise turn to account the property, rights and information acquired.
14. To expend money experimenting and testing and in improving or seeking to improve any patents, rights, invention, discoveries, process or information of the company or which the company may acquire or propose to acquire.
15. To establish, provide, maintain and conduct research and other laboratories, training college, schools and other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connections therewith.
16. To acquire and undertake all or any part of the business, property and liabilities of any person or Company carrying on or proposing to carry on any business which this Company is authorised to carry on or possess property, suitable for the purposes of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly benefit the Company.
17. To procure the registration or recognition of the Company in or under the laws of any place outside India and to open branches of the Company at any place whether in India or outside India.
18. To form, incorporate or promote any Company or Companies, whether in India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or objects within the opinion of the Company or any other object or objects which could or might directly or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the Company and to pay all of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered or to be rendered.
19. Subject to the provisions of the Companies Act, 1956, or any re-enactment thereof for the time being in force, to amalgamate with Company, Companies or to enter into partnership or into any arrangement for sharing profits, union of interests Co-operation, joint venture or reciprocal concession with any person or persons, Company or Companies carrying on or engaged in any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in connection therewith or which is capable of being conducted so as directly or indirectly to benefit the Company.

20. To enter into any arrangements and to take all necessary or proper steps with governments or with other authorities supreme, national, local, municipal or otherwise of any place in which the Company may have interest 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 modifications in the constitution of the Company or furthering the interests of its members and to oppose any such steps taken by any other Company, firm or person which may be considered likely directly or indirectly to prejudice the interests of the Company or its members and to promote or assist the promotion, whether directly or indirectly, of any legislation which may appear to be in the interest of the Company and to oppose and resist, whether directly or indirectly any legislation which may seem disadvantageous to the Company and to obtain from any such government authority or any company by lawful means, any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think fit desirable to obtain and carry out, exercise and Comply with any such arrangements, charters, decrees, rights, privileges or concessions.
21. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press or any other media by purchase, exhibition or reproduction of works of art or interest, by publication of books, pictures and periodicals and by granting prizes, rewards and donations, or such other manner as the Company may seem desirable.
22. To undertake and execute any trust the undertaking of which may seem to the Company desirable either gratuitously, or otherwise and vest any real or personal property, rights or interest acquired by or belonging to the Company in and person or company or behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
23. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension, of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade including any association, institution or fund for the protection of the interest of masters, owners and employers against loss by the debts, strikes combinations, fire, accidents otherwise or for the benefit of any clerks, workman or others at any time employe by the Company or any of its predecessors in business or their families or dependants and whether or not in common with other persons or classes or persons and in particular or friendly, co-operative and their societies reading rooms, libraries, educational and charitable institutions, refectories dining and recreation rooms, churches, chapples, temples, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose whatsoever.
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 or troubles or the promotion of industry or trade.
25. Subject to the provisions of the Companies Act, 1956, to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibitions, subject to the compliance of Central and State laws.
26. 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 of emoluments to any persons 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 or with any such subsidiary Company, or who are or were at any time directors or officers of the Company or any such other Company as aforesaid, and the wives widows, families and dependants, of any such persons, and also establish and subsidise and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest 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 such other Company as aforesaid, subject to the compliance of Central/State Laws.

27. Subject to the provisions of any law for the time being in force to distribute among the members in specie any property of the Company, or of any proceeds of sale or disposal of any property of the Company in the event of winding up.
28. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of, or the uplift of the people in any rural area and to include an expenditure on any programme for rural development and assist execution of any promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing. "Programme for rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the people in any rural area which the directors consider it likely to promote and assist rural development and that words "rural area" shall include such area as may be regarded as rural areas under the Income Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the directors as rural areas and the directors may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the directors may think fit and divest the ownership of any property of the company to or in favour of any public or local body or Authority or Central or State Government or any Public Institution or Trust or funds as the Directors may approve.
29. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social responsibilities of the company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social economic moral uplift of the public or any section of the public and in such manner and by such means as the Directors, may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publishing any books, literature, newspaper or for organising lectures or seminars likely to advance these objects or for giving merit awards, scholarships, or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies for academic pursuits or research and for establishing, conducting or assisting any institutions, funds, trusts etc. having any one of the aforesaid objects or purposes transfer without consideration or at such fair or concessional value as the directors may think fit and divest the ownership of any property of the company to or in favour of any public or local Body or authority or Central or State Government or any public institutions or Trusts or Funds as the Directors may approve.
30. To distribute, repair, alter, improve, exchange, let out on hire, and deal in all factories, works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which this Company is competent to carry on or which may seem capable of being profitable dealt with in connection therewith and to distribute, experiment with, render marketable and deal in all products or residual and by products incidental to or obtained in any of the businesses carried on by the Company and to do all such

other things as may be deemed incidental or conducive to the attainment of the main objects of the company or any of them.

31. To buy, subscribe or otherwise acquire the shares, either fully or in part, of any company having similar objects or other objects which are calculated to benefit this Company directly or indirectly or to invest surplus fund of the Company.

(c) THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE :-

1. To Carry on the business of hotel, motel, restaurant, coffee, tavern, snacks bar, guest house, boarding and lodging house keeper, licence victuallers, wine, beer and spirit merchants, matters and dealers in aerated minerals and artificial waters and other drink, purveyors caterers for public amusements stable and garage keepers and to provide the boarders with furnished accommodation including baths, dressing room, laundries, reading, writing, and meeting room, libraries, sports entertainment and place of instruction of all kinds.
2. To carry on the business of running Nursing Home for providing round the clock outdoor and indoor Medical Services, treatment and nursing of all kinds of patients of various diseases including maternity facilities of various nature and to conduct specialist centre like General Medicine, Surgery, Cardiology, Computer Pathology Laboratory, Ultra-sonography, X-Ray, Electro-Cardiography, Oncology, Cardiology, Orthopaedic, Neurology, Gynaecology, Urology, Ophthalmology, Paediatrics, Obstetrics, and any other Medical Branches by engaging expert professionals of various diseases and also to provide Para Medical Services, including all sorts of Diagnostic Services and also to carry out Research on various diseases.
3. To carry on the business of publication of literature, periodicals and journals on indigenous drugs, health care and also conduct research on various aspect in the above field.
4. To carry on the business of manufacturers, traders, importers, exporters, distributors and dealers in all kinds of chemicals minerals, metals, computer software, computer hardware, medicines, food stuff, food additives, electronic and electrical goods, sports goods, read-made garments, leather goods, jute, jute products, forest products and all other Industrial, Commercial and Domestic items.
5. To carry on business as timber merchants, saw mill proprietors and timber growers and to buy, sell, prepare for market manipulate, import, export and deal in timber teak, plywood, firewood of all kinds and to manufacture and deal in articles of all kinds in the manufacture of which timber ply wood or other wood is used and to buy, clear plant and work timber estates.
6. To carry on the business as advertisement and publicity agents and contractors in various ways and manners including outdoor and in newspapers, magazines, books, screens, slides, walls, buses, railways, other transport vehicles and public places, audio-visual display and to prepare, advice, manufacture and construct advertising devices and to publish or advertise the same through any media whatsoever.
7. To set up Ice plant and to carry on the business of manufacturers, traders, distributors, agents and dealers, in Ice, Ice Candy, Ice Cream, Dry Ice.
8. To carry on business of designing, developing, testing, implementing, dealing and installing of Computer Software and to act as Consultant in the above field and to provide technical know-how, technical expertise and any other technology in the field of Computer.

9. To carry on the business of providing all sorts of Computer education, training, custom or corporate training in the field of both high and low ends related to Computer Software and Hardware, programming, software development, methodology, software engineering, project management, testing, quality assuring, installing, processing and all sorts of things related to Computer and computing either in India or abroad.
 10. To carry on the business of manufacturers, producer, refiners, processor, formulator, buyer, seller, exporters and importers, distributors, traders, agents and dealers in all kinds of farm foods and other foods prepared from grams pulses or flour of grams or other pulses food provisions like cereals, pulses, maida, sugar, spices, fish and meat products, poultry products, all other instant food mixes processed foods, dehydrated and frozen foods, dietetic & protein foods, farm, dairy, garden products, minerals, artificial waters, squashes and sharbats.
- IV. The liability of the Members is limited.
- V. The Authorised share capital of the Company is Rs. 10,00,000/- (Rupees Ten Lacs) divided into 100000 (One Lac) Equity shares of Rs. 10/- (Ten) each with power to increase or reduce the share capital and to divide the shares into several classes and to attach thereto respectively such preferential or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Companies Act, 1956.

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 respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

Signatures, Names, Occupations, Addresses, Descriptions of Subscribers	No. of Equity Shares to be taken by Each Subscriber	Signature, Name, Occupation, Address, Description of the Witness
1. Sd/- MANOJ KUMAR SARKAR S/o. Late Ram Dayal Sarkar 164A/4/2, Lake Gardens Kolkata - 700045 -: Business :-	5000 (Five thousand)	Witness to both the signatories Sd/- MANOJ KUMAR SARKAR S/o. Late Ram Dayal Sarkar Advocate 11, Old Post Office Street Kolkata - 700001 -: Business :-
2. Sd/- KUNTAL SARKAR S/o. Manoj Kumar Sarkar 164A/4/2, Lake Gardens Kolkata - 700045 -: Business :-	5000 (Five thousand)	
TOTAL	10000 (Ten thousand)	

Date : 17th April, 2006

Place : Kolkata