



JVL Agro Industries Ltd  
(CIN L15140UP1989PLC011396)

January 6, 2017

To  
National Stock Exchange Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai- 400051

To  
BSE Limited  
P.J. Towers, Dalal Street, Fort,  
Mumbai-400001

BSE Scrip Code: 519248  
NSE Symbol: JVLAGRO

**Sub: Intimation in compliance with Regulation 30(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, we hereby enclose the revised Memorandum of Association of the Company as amended with due approval of members by postal ballot as concluded on 4<sup>th</sup> January 2017 and confirmed by scrutinizer vide his report dated 5<sup>th</sup> January 2017 as received on 6<sup>th</sup> January 2017.

The following clause has been added as Clause No.(iii)(A)(3) in the Main Objects:

***“Clause No.(iii)(A)(3): To undertake commercial agriculture activities including raising of crops and to produce, manufacture and process all types of the agro based products and to acquire lands for the purpose of carrying on agricultural and related farming activities only and to deal in trading, export, import of such agricultural products including food grains, cereals, seeds, plants, flowers, vegetables, fruits, nuts, spices, spice oils, extracts, essential oils, oleo-resins, timber, scents, aromatics, fragrances, grass, seaweeds leaves or to deal in any kinds of crops, plants seed, fruits, vegetables, timber, grass, leaves, and any other foods, arid food related items or any other produce and by products and to carry on the business as producers, processors, importers, exporters or in collaboration with others the business of horticulture, poultry and dairy farming and deal in all kind of poultry, dairy milk products, aquaculture, green house, meat, fish, eggs and any other farm products.”***

You are requested to kindly take the above submissions in your records.

Thanking You,

Yours Faithfully,

For JVL Agro Industries Limited

For JVL Agro Industries Ltd.

**(Kartik Agrawal)**  
Company Secretary

Encl: As above

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**JVL AGRO INDUSTRIES LIMITED**

For JVL Agro Industries Ltd.  
  
Company Secretary

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय  
कम्पनी रजिस्ट्रार कार्यालय, उत्तर प्रदेश एवं उत्तरांचल  
नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L15140UP1989PLC011396 /2116

मैसर्स JHUNJHUNWALA VANASPATI LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स

JHUNJHUNWALA VANASPATI LIMITED

जो मूल रूप में दिनांक सत्रह नवम्बर उन्नीस सौ नवासी को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स

JHUNJHUNWALA VANASPATI LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि 507 (अ) दिनांक 24.6.1985 एस्. आर. एन. A46563615 दिनांक 21/10/2008 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स  
JVL Agro Industries Limited

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा कानपुर में आज दिनांक इक्कीस अक्टूबर दो हजार आठ को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS  
Registrar of Companies, Uttar Pradesh and Uttranchal

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L15140UP1989PLC011396

In the matter of M/s JHUNJHUNWALA VANASPATI LIMITED

I hereby certify that JHUNJHUNWALA VANASPATI LIMITED which was originally incorporated on Seventeenth day of November Nineteen Hundred Eighty Nine under the Companies Act, 1956 (No. 1 of 1956) as JHUNJHUNWALA VANASPATI LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E) dated 24/06/1985 vide SRN A46563615 dated 21/10/2008 the name of the said company is this day changed to JVL Agro Industries Limited and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Kanpur this Twenty First day of October Two Thousand Eight



*MCM*

(GUPTA KUMAR VINAY)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies

उत्तर प्रदेश एवं उत्तरांचल

Uttar Pradesh and Uttranchal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :  
Mailing Address as per record available in Registrar of Companies office:

JVL Agro Industries Limited  
JHUNJHUNWALA BHAWAN NATI IMLI, VARANASI  
UTTAR PRADESH - 221001,  
Uttar Pradesh, INDIA

For JVL Agro Industries Ltd.

*L. K. Singh*  
Company Secretary



प्रारूप आई० आर०  
FORM I. R.  
निगमन का प्रमाणपत्र  
CERTIFICATE OF INCORPORATION

ता० ..... का सं० .....  
No. 20-11396 of 1989

मैपतद् द्वारा प्रमाणित करता हूँ कि आज .....

कम्पनी अधिनियम 1956 (1956 का 1) के अधीन निगमित की गयी है और यह कम्पनी परिसीमित है।

I hereby certify that JHUNJHUNWALA VANASPATI LIMITED is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज ता० ..... को दिया गया।

Given under my hand at Kanpur this Seventeenth day of November One Thousand Nine Hundred and Eighty Nine 26th Kartika 1911 (S. E.)



S. P. TAYAL  
कम्पनी रजिस्ट्रार  
उ० प्र० कानपुर  
Registrar of Companies  
U. P. KANPUR

For JVL Agro Industries Ltd.

*Lalit Kumar*  
Company Secretary



Co. No. 20-11396

कारबार प्रारम्भ करने के लिये प्रमाण-पत्र

Certificate for Commencement of Business

कम्पनी अधिनियम, 1956 की धारा 149 (3) के अनुसरण में  
Pursuant of Section 149 (3) of the Companies Act, 1956

मैं एतद् द्वारा प्रमाणित करता हूँ कि .....

जो कम्पनी अधिनियम 1956 के अधीन तारीख ..... को निगमित की गई थी और जिसने आज विहित प्रारूप में सम्यक रूप से सत्यापित घोषणा फाइल कर दी है कि उक्त अधिनियम की धारा 149 (1) (क) से लेकर (घ) तक/149 (2) (क) से लेकर (ग) तक की शर्तों का अनुपालन किया गया है, कारबार प्रारम्भ करने की हकदार है।

I hereby certify that the JHUNJHUNWALA VANASPATI LIMITED which was incorporated under the Companies Act, 1956. on the 17th day of November 1989, and which has this day filed a duly verified declaration in this prescribed form that the conditions of section 149 (2) (a) to (c) of the said Act, have been complied with is entitled to commence business.

मेरे हस्ताक्षर से यह तारीख ..... को ..... में दिया गया

Given under my hand at Kanpur this 19th day of January One Thousand Nine Hundred and Ninety

29th Pausa 1911 (S. E.)



S. P. TAYAL

कम्पनी रजिस्ट्रार

३० प्र० कानपुर

Registrar of Companies  
U. P. KANPUR

For JVL Agro Industries Ltd.

*[Signature]*  
Company Secretary

UNDER THE COMPANIES ACT, 1956

(COMPANY LIMITED BY SHARES)

**MEMORANDUM OF ASSOCIATION  
OF  
JVL AGRO INDUSTRIES LIMITED**

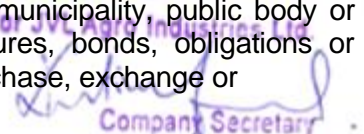
- (i) The name of the Company is **JVL AGRO INDUSTRIES LIMITED**.
- (ii) The registered office of the Company will be situated in the STATE OF UTTAR PRADESH.
- (iii) The objects for which the company is established are :
- (A) Main objects to be pursued on its incorporation are :**
1. To carry on the business as Manufacturers, Producers, processors, extractors, refiners, miners, millers, Job workers, distributors, commission agents, traders, dealers, importers and exporters of all kinds of oils, deoileds vanaspati ghee and all products and by products there of including Wax, paraffin Soap, butter, substitutes, oil, clothe candles, glycerin, hard oil, deoiled cakes and cattle feed.
  2. To carry on the business as Manufacturers, producers, importers, makers, traders, dealers, job workers and exporters of containers, cans, boxes, drums, bags, pressed metal wares, packing materials and articles made of tin, metal aluminum, fiber board, cloth, hessain, plastic, timber or other synthetic compounds and materials.
  3. ***To undertake commercial agriculture activities including raising of crops and to produce, manufacture and process all types of the agro based products and to acquire lands for the purpose of carrying on agricultural and related farming activities only and to deal in trading, export, import of such agricultural products including food grains, cereals, seeds, plants, flowers, vegetables, fruits, nuts, spices, spice oils, extracts, essential oils, oleo-resins, timber, scents, aromatics, fragrances, grass, seaweeds leaves or to deal in any kinds of crops, plants seed, fruits, vegetables, timber, grass, leaves, and any other foods, arid food related items or any other produce and by products and to carry on the business as producers, processors, importers, exporters or in collaboration with others the business of horticulture, poultry and dairy farming and deal in all kind of poultry, dairy milk products, aquaculture, green house, meat, fish, eggs and any other farm products.***
- (B) The objects incidental or ancillary to the attainment of the main Objects shall be the followings :**
1. To carry on any other trade or business, which may seem to the Company capable of being carried on in connection with any of the Company's objects or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights or which may be subsidiary or auxiliary to any to the Company's Objects, including Manufacturing of Products listed in the main objects of the Company.

For JVL Agro Industries Ltd.

  
Company Secretary

(2)

2. To sublet all or any contracts from time to time and upon such terms & conditions as may be thought expedient.
3. To purchase take on lease or tenancy or in exchange, hire, renew or otherwise acquire and hold any estate or interest and to let or sublet in whole or in part, develop, manage and exploit any lands, business, concerns, options contracts, claims and any personal property of any kind necessary or convenient for any business of the company and either to retain the same for the purpose of company's business or to turn the same to account as may seem expedient.
4. To build, construct, erect, improve, maintain, alter, enlarge, purchase, hire or otherwise acquire or provide any buildings, offices, workshops, plants or machinery or other things necessary or useful for the purpose of carrying out the objects of the company and to purchase take on lease in exchange or otherwise acquire lands and other hereditaments of any tenure for the objects aforesaid and to sell lease or otherwise dispose of any personal property of the Company.
5. To acquire, join or undertake on any terms, all or any part of the business property, rights and liabilities of any person or company carrying on any business which this Company is authorized to carry on or possessed of property suitable for the company.
6. To sell, transfer or dispose of the business, property or undertaking of the company or any part there of for such consideration as the company may think fit and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this company.
- 6A. In order to carryout the main objects of the company to carryon the business as producers, manufacturers, processors, converters, refiners dealers, traders, agents and sellers of Oxygen, hydrogen and coal gas.
7. To register apply for, obtain, purchase or otherwise collaborate, acquire, protect, prolong and renew any patent, rights, brevets, invention, processes, trade marks, trade secrets, scientific or technical or other assistance, manufacturing process, know-how and other information, design, patterns, copyrights, trademarks, license, concession and the like rights or the benefit or rights to use thereof which may seem capable of being used for or in connection with any of the purpose of the Company or the acquisition or use of which may seem calculated directly or indirectly to benefit the Company on payment of any fee, royalty or other consideration and to use, exercise or develop the same and manufacture under or grant licenses in respect thereof or sell or otherwise deal with the same, and to improve manage develop, grant, rights or privileges in respect of or to otherwise deal with all or any part of the property and rights of the Company.
8. To amalgamate, collaborate, enter into partnership or into any agreement for sharing profits, union of interest, co-operation, joint ventures of shares, reciprocal concession or cooperation with any person or company carrying on or engaged in any business or transaction which the Company is authorized to carry on or engaged in or any business or transaction capable to benefit the company and to assist, co-operate or enter into any arrangements whatsoever with any such person or company, subject to section 391 to 394 of the Companies Act, 1956.
9. To acquire and hold shares, stocks, debentures` bonds obligation and securities issued or guaranteed by any company, association or undertaking constituted or carrying on business in India or elsewhere, of debentures, bonds, obligations and securities issued or guaranteed by any government municipality, public body or other local authority and any such shares, debentures, bonds, obligations or securities acquired by original subscription, lender purchase, exchange or


  
Company Secretary

(3)

otherwise and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to exercise and to enforce all rights and powers conferred by or incidental to the ownership thereof, and to sell or otherwise dispose of any such shares, debentures, bonds obligations or securities.

10. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be expedient and be determined by the Board of Directors.
11. To advance and lend money with or without security to such persons, firms or companies and on such terms as may seem expedient and in particular to members, the staff, customers and others having dealings with the company and to guarantee performance of contract by any such persons firms or companies, but not amounting to banking business.
12. To borrow or raise or secure the payment of money or to receive money on deposit at interest for any of the purpose of the company, and at such time to times and in such manner as may be thought fit. The directions of Reserve Bank of India shall be strictly adhered to in this connection.
13. To mortgage, hypothecate, pledge, all or any of the property whether movable or immovable of any description whatsoever and other valuable securities of the company.
14. To draw, make, accept, endorse, discount, execute, issue, negotiate, assign, purchase, sell and otherwise deal in cheques, drafts, promissory notes, bills, or exchange, hundies, debentures, bonds, bills of lading railways receipts warranties and other negotiable or transferable instruments.
15. To promote, form or join in promoting or forming any company or companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.
16. To amalgamate with any other company with objects all or any of which are similar to the objects of the Company or whose business is similar to the business or any part of the business of the company in any manner whatsoever (whether with or without liquidation of the Company) subject to the Companies Act, 1956.
17. To payout of the Funds of the Company all costs, charges and expenses, if any, incidental to the formation and registration of the Company, and any Company, promoted by the company and the issue of the capital of any such other Company and of incidental to the negotiations between the promoters preliminary to the formation of the company to ratify, confirm and pay for all the pre-incorporation contracts entered into by the promoters on behalf of and for the purpose of business of the company and other preliminary and other expenses of and also all costs charges, duties, impositions and expenses of and incidental to the accomplishment of all or any of the formalities which the company may think necessary or proper in connection with any of the matters aforesaid.
18. To pay for any property, rights interest or benefits acquired by or for any services rendered to the Company either in cash or fully or partly paid up shares with or without preferred rights in respect of dividend or otherwise or by any securities which the company has power to issue, or by granth of any rights or option, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

For JVL Agro Industries Ltd.

  
Company Secretary

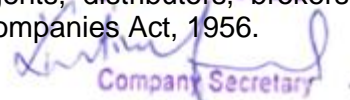


(4)

19. To apply for, promote and obtain any charter, privilege, concession, license or authorization of any government, state or municipality, provisional order or license or any authority for enabling the company to carry any of its objects into effect or for extending any of the power of the Company or for effecting any modifications or the constitution of the Company or for any other purposes which *may* seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the interest of the Company.
20. To under take research work and to expend money in experiment and test and in improving or seeking to improve or giving publicity to and placing upon the market products which the company may propose to manufacture or distribute or *any* patents, inventions, process, information or rights which the Company may acquire or *lease* or propose to acquire.
21. To enter into arrangement for rendering and obtaining technical services and/or technical collaboration with individuals, firms, or bodies corporates, whether in or outside India.
22. To guarantee the payment of money unsecured or secured by or payable under or in respect to promissory notes, bonds, debentures, stock, contracts, mortgages, charges, obligations, instrument and securities of any company or of any authority supreme, municipal, local or otherwise or of any person whatsoever whether incorporated or not and generally to guarantee or become surely for the performance of any contract or obligation.
23. To subscribe to or otherwise aid benevolent, charitable, national, or other institution, or object of public character or which have any moral or other claims to support or aid by the company by reason of the locality of its operation or otherwise but not subscription, or donation intended to serve any political party or political, cause shall be made by the Company.
24. To establish and support or aid in the establishments and support of associations, institutions, funds, trusts and conveniences calculated to benefit persons who are or have been employed by or who are serving or have served the Company, whether subsidiary or associate of this Company or its predecessors in business or the dependents or connections of such persons and to grant them pensions and allowances and to make payment towards their insurance.
25. To aid or otherwise any association, body or movement having for an object solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
26. To distribute among the members in specie or kind any property of the Company, or any proceeds of sale or disposal of any property of the Company in the event of its winding up but so that no distribution amounting to a reduction of capital be made except with the sanction for the time being required by law and provided that no dividend shall be paid except in cash.
27. To do all or any of the above things either as principals agents, Consignors, consignees, trustees contractors, or otherwise and either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment of the above objects.

**(C) The other objects shall be the followings:**

1. To Act as stockists, commission agents, manufacturers representatives or agents, selling or purchasing agents, indenting agents, distributors, brokers, trustees, attorneys subjects to the provisions of the Companies Act, 1956.

  
Company Secretary

2. To establish and maintain dairies, cattle, and poultry farms, agricultural farms, piggeries, fruit and vegetable gardens, grazing grounds, fishponds, pigeon and dove cotes rabbit warrens, beehives, forest preserves, factories for meat, fish fruit and vegetable canning of all kinds of preservatives for manures, chemicals and such other things as may be deemed necessary or expedient for the Company to undertake.
3. To manufacture, process, chemically electrically or by any other means refine, extract, hydrolyze, manipulate, mix, deodorize, grind, bleach, hydrogenate, buy sell, import, export, produce or otherwise deals in seed and agricultural products, food products, dietetic products and preparations patent drugs and proprietary articles of all kinds, whether basic or derived and in all forms and in all forms and in particular protein foods of all kinds and all other ingredients.
4. To produce, manufacture, use or otherwise, acquire, sell distribute, deal in and dispose of alkalies and acids, gases, compounds, fertilizers, chemicals and chemical products of every nature and description and compounds, intermediates, derivatives and by-products there of and products to be made therefrom (hereinafter for convenience referred to generally as chemicals and products) including specifically but without limiting the generality of the foregoing, calcium carbide, calcium cyanamide, naphthols, all types of flotation reagents, detergents, wetting agents, pesticides, insecticides and fumigants, plastics and resins, dyestuffs, explosives, catalytic agents, foods, direct colours, basic and rapid fast colours, pigment drugs, biological, pharmaceuticals, serums, vitamins hormones, drugs of all kinds of diseases or disabilities in men or animals and products, derived from phosphate, mines limestone, quarries bauxite mines, petroleum natural gas and other natural deposits useful or suitable in the manufacture of chemicals and chemical products as here-in-above defined.
5. To carry on development and research work and to manufacture, calcine, refine, process, import, export, buy, sell and deal in petroleum coke, calcined coke and coal briquettes, coal tar, anthracite coal and to draw out, manufacture and deal in coal tar, and other by products as may be possible and to utilize waste gases for industrial gases and purposes.
6. To finance the industrial enterprises by way of lending and advancing money, machinery, land building, shed, or such other things as may be required by such industrial enterprises either with or without security and upon such terms and conditions as the company may think fit and to guarantee or become sureties for the performance of any agreement or contract entered into by any industrial enterprises with any financial institution, banks or other parties for obtaining finance whether for its long-term capital working capital or for any deferred payment financed.

(iv) The liability of the members is Limited.

*(v) The Authorised Share Capital of the Company is Rs. 30,26,00,000 (Rupees Thirty Crores Twenty Six Lacs) comprising of 30,26,00,000 (Thirty Crores Twenty Six Lacs) equity shares of face value of Re. 1/- each with power to increase and/or reduce the same and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential, qualified or special rights privileges or conditions in such manner as may for the time being be provided by the regulations of the Company and the Companies Act, 2013."*

(The above clause has been substituted in term of an Special Resolution passed at the Extra Ordinary General Meeting held on 31.03.2016)

For JVL Agro Industries Ltd.  
  
Company Secretary

We the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum of Association and we agree to take respectively number of shares in the Capital of the Company set opposite to our respective names :

Name, Addresses, Description and Occupation of Subscriber	No. of Equity Shares taken	Signature of Subscriber	Signature, Name, Address, Description and Occupation of Witnesses
<b>DINA NATH JHUNJHUNWALA</b> S/o Late Hanuman Das Jhunjhunwala R/o Jhunjhunwala Bhawan, Nati Imli, Varanasi (Business)	10 (Ten)	-sd- Dina Nath Jhunjhunwala	<b>-Sd-</b> <b>S. AHUJA</b> <b>S/o Late K. L. Ahuja</b> <b>R/o 42A, Ravindrपुरi, Varanasi</b> <b>Chartered Accountant</b>
<b>SATYANARAIN JHUNJHUNWALA</b> S/o Sri Dina Nath Jhunjhunwala R/o Jhunjhunwala Bhawan, Nati Imli, Varanasi (Business)	10 (Ten)	-sd- Satyanarain Jhunjhunwala	
<b>MAHESH KUMAR JHUNJHUNWALA</b> S/o Sri Dina Nath Jhunjhunwala R/o Jhunjhunwala Bhawan, Nati Imli, Varanasi (Business)	10 (Ten)	-sd- Mahesh Kumar Jhunjhunwala	
<b>UMA JHUNJHUNWALA</b> W/o Sri Vishwanath Jhunjhunwala R/o Jhunjhunwala Bhawan, Nati Imli, Varanasi (Business)	10 (Ten)	-sd- Uma Jhunjhunwala	
<b>PRAHALAD RAY JHUNJHUNWALA</b> S/o Late Hanuman Das Jhunjhunwala R/o Jhunjhunwala Bhawan, Nati Imli, Varanasi (Business)	10 (Ten)	-sd- Pralhad Ray Jhunjhunwala	
<b>BADRI NARAYAN SRIVASTVA</b> S/o Late Ram Muratlal Srivastva R/o Jhunjhunwala Bhawan, Nati Imli, Varanasi (Business)	10 (Ten)	-sd- Badri Narayan Srivastva	
<b>ASHOK JHUNJHUNWALA</b> S/o Sri G.K. Jhunjhunwala R/o Jhunjhunwala Bhawan, Nati Imli, Varanasi (Business)	10 (Ten)	-sd- Ashok Jhunjhunwala	
Total	70 Seventy		

Dated 7<sup>th</sup> day of September, 1989