

Kore Foods Limited
(Formerly known as Phil Corporation Ltd.)

Registered Office: Vision House, Tivim Industrial Estate, Mapusa Goa 403 526
Tel No. (0832) 2257347 / 2257729

CIN L33208GA1983PLC000520

Date: 1st October, 2020

To

The Manager
Corporate Relationship Department,
Bombay Stock Exchange Ltd,
P. J. Towers, 25th Floor,
Dalal Street, Mumbai 400 001

Dear Sir,

Subject: Submission of Copy of Amended Memorandum of Association.

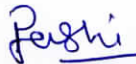
Scrip Code: 500458

Dear Sir,

As informed earlier the Company has amended its Memorandum of Association by passing the Special Resolution in the Annual General Meeting held on 29.09.2020. We are submitting herewith the Copy of Memorandum of Association for your record.

Thanking you.

Yours faithfully,
for Kore Foods Limited



Puja Joshi
(Company Secretary -cum-Compliance Officer)





सत्यमेव जयते

GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of Companies, Goa

Company Law Bhawan , EDC Complex , Plot No. 21 , Patto Panaji Goa - 403001, Goa, INDIA

Certificate of Incorporation pursuant to change of name
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN) : L33208GA1983PLC000520

I hereby certify that the name of the company has been changed from PHIL CORPORATION LIMITED to Kore Foods Limited with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name GOA OPTICS PRIVATE LIMITED

Given under my hand at Goa this Sixteenth day of March Two Thousand Fifteen.

Validly unknown



VISHNU PANDURANG KATKAR

Registrar of Companies

Registrar of Companies

Goa

Mailing Address as per record available in Registrar of Companies office:

Kore Foods Limited
VISION HOUSE, TIVIM INDUSTRIAL ESTATE, MAPUSA - 403526,
Goa, INDIA

No. 24-00520

FRESH CERTIFICATE OF INCORPORATION

CONSEQUENT ON CHANGE OF NAME

In the office of the Registrar of Companies, Goa.

In the matter of * PHOTOPHONE INDUSTRIES INDIA LIMITED

I hereby approve and signify in writing under section 21 of the Companies Act, 1956 (Act I of 1956) read with the Government of India, Department of Company Affairs, Notification No. G.S.L. 5074 dated the 24th June 1985 the change of name of the company from

PHOTOPHONE INDUSTRIES INDIA LIMITED

to PHIL CORPORATION LIMITED

and

I hereby certify that PHOTOPHONE INDUSTRIES INDIA LIMITED *****

which was originally incorporated on TWENTIETH day of JANUARY 1983 under the ** Companies Act, 1956

and under the name GOA OPTICS PRIVATE LIMITED

having duly passed the necessary resolution in terms of section 21/~~XXXXXXXXXXXX~~ of the Companies Act, 1956 the name of the said company is this day changed

to PHIL CORPORATION LIMITED and this certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at Panaji this SECOND day of JANUARY 1995, (One thousand nine hundred NINETY FIVE. (012 PAUSA, SAKA 1916)



R. Vani
(R. V. Vani)
Registrar of Companies
Goa, Daman & Diu
Panaji.

Here give the name of the company as existing prior to the change.
Here give the name of the Act(s) under which the company was originally registered and incorporated.

**FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON CHANGE OF NAME**

In the Office of the Registrar of Companies, Goa, Daman & Diu
Panaji. (Under the Companies Act, 1956, (1 of 1956))

**IN THE MATTER OF
GOA OPTICS PRIVATE LIMITED**

I hereby certify that **GOA OPTICS PRIVATE LIMITED*** which was originally incorporated on **TWENTIETH** day of **JANUARY 1983** under the Companies Act, 1956 and under the name **GOA OPTICS PRIVATE LIMITED*** having duly passed the necessary resolution in terms of Section 21 of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Ministry of Industry & Company Affairs, Deptt. of Company Affairs, Regional Director, Company Law Board, Bombay letter No. RD:159(21)2/85 dated 15-3-1985 the name of the said company is this day changed to **PHOTOPHONE INDUSTRIES INDIA ~~INDIA~~ LIMITED*** and this certificate is issued pursuant to Section 23(1) of the said Act.

(B. N. Harish)
Registrar of Companies
Goa, Daman & Diu
Panaji.

Given under my hand at **PANAJI** this day of **TWENTY SECOND MARCH, 1985** (One thousand nine hundred EIGHTY FIVE).



Sd/-
(B. N. Harish)
Registrar of Companies
Goa, Daman & Diu
Panaji.

* Here give the name of the company as existing prior to the change.
J.S.C. 7



Form I. R.

CERTIFICATE OF INCORPORATION

No. 520/G of 1983

I hereby certify that **GOA OPTICS PRIVATE LIMITED** is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at PANAJI this TWENTIETH day of JANUARY One thousand nine hundred and EIGHTY THREE (30 PAUSA, SAKA 1904).



Sd/-
(M. L. GANVIR)
Registrar of Companies
Goa, Daman & Diu

THE COMPANIES ACT, 1956
COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF
KORE FOODS LIMITED

- I The name of the Company is Kore Foods Limited ** By Special Resolution passed by the Company at the Extraordinary General Meeting held on 21st October, 2014
- II The Registered office of the Company will be situated in the Union Territory of Goa, Daman and Diu.
- III The objects for which the Company is established are:-
- (A) THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION : ** By Special Resolution passed through postal Ballot by the Company at the Extraordinary general meeting held on 21st October, 2014 the main object along with object incidental or ancillary to main object were altered
- 1 To carry on in India or elsewhere the business to manufacture, produce, process, prepare, disinfect, fermentate, compound, mix, clean, wash, concentrate, crush, grind, segregate, pack, repack, add, remove, heat, grade, preserve, freeze, distillate, boil, sterilize, improve, extract, refine, buy, sell, resell, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, market, supply and to act as agent, broker, representative, consultant, collaborator, stockist, liasioner, middleman, export house, jobworker or otherwise to deal in all types, descriptions, tastes, uses, and packs of consumer food items, their by-products, ingredients, derivatives, residues, including nuts, foods and vegetables, packed foods, powders, pastes, liquids, drinks, beverages, juices, jams, jelly, pickles, squashes, concentrates, extracts, essences, flavored drinks, health and diet drinks, extruded foods, frozen foods, pre cooked foods, canned foods, preserved foods, health foods, fast foods, cream, cheese, butter, biscuits, breads, cakes, pastries, confectionery, sweets, chocolates, toffees, cereals, breakfast foods, protein foods, poultry food, Organic and inorganic food products, dietic products, milk foods, strained baby foods, dehydrated foods, frozen foods, instant foods, cereal products, agro food, tinned fruit or nuts, sea food, table delicacies and all other items whether natural, artificial or synthetic of a character similar or analogous to the foregoing or connected therewith and to do all incidental acts and things necessary for the attainment of the foregoing objects.

2 To carry on the business of providing logistic services of various nature such as management of movement, management of lodging and management of supplying such as transportation of goods particularly consumer foods items including all kinds and varieties of agricultural, horticultural, dairy products from and to any part of the world whether commercial or otherwise by all means whether by surface, sea or air, clearing and forwarding, packaging and forwarding, cargo and courier, warehousing, shipping and agents thereof, freight brokers, sole selling and retailing services, stockists and distributors, franchise and loan licenses in respect of generally any of the goods and services and particularly consumer foods items covered under Clause 1 above and to maintain shipping line, roadway and other transport services.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERENCE OF THE OBJECTS SPECIFIED IN CLAUSE (III)A ARE:

** By Special Resolution passed through postal Ballot by the Company at the Extraordinary general meeting held on 21st October, 2014 the main object along with object incidental or ancillary to main object were altered By Special Resolution passed in the Annual General Meeting dated 29/09/2020, the heading of Clause (B) is amended.

3 To enter into contracts, agreements and arrangements with any other individuals, associations of persons or bodies corporate for the carrying out by such other individual, association of persons or bodies corporate on behalf of the Company of the objects for which the Company is formed.

4 To sell, exchange, mortgage, let on lease, royalty or tribute grant licenses, easement, options and other rights over and in any other manner deal with or dispose of the undertaking, property, assets, right and effects of the Company or any part thereof for such consideration as may be thought fit and in particulars for stock, shares whether fully or partly paid up or securities of any other company.

5 To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to accounts, or otherwise deal in all or any part of the property and rights of the Company.

6 To make advances of such sum or sums of money upon or in respect of or for the purpose of raw material, goods, machinery, stores or any other property, articles and things required for the purpose of the company upon such terms with or without security as the Company deem expedient.

7 To lend money either with or without security, and generally to such persons and upon such terms and conditions as the Company may think fit.

8 To borrow or raise or secure payment of money or to receive money on deposit at interest for any of the purpose of the Company, and at such time and in such a manner as may be thought fit and in particular by issue of debenture, or debenture- stocks perpetual or otherwise, including debenture or debenture –stocks convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received, or of any such debenture or debenture-stock so issued to mortgage, pledge or charge the whole or any part of the property, assets or revenue and profits of the company, present or future including its uncalled capital by special assignment or otherwise or to transfer or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient, and to purchase, redeem , or pay off any such securities, provided the company shall not carry on Banking business as defined by the Banking Regulations Act, 1949 and subject to section 73 of the Companies Act, 2013 and rules made thereunder and Reserve Bank of India Directives.

Amended by passing a Special Resolution in the Annual General Meeting dated 29/09/2020.

9 To Purchase , take on lease or in exchange hire or otherwise acquire any immovable property and any right or privileges which the Company may think necessary or convenient for the purpose of its business and in particular any agricultural or non agricultural land buildings, easements, machinery, plant and stock in trade and either to retain any property to be acquired for the purpose of the companys business or to turn the same to account as may seem expedient.

10 To acquire take up and hold shares, stocks, debenture debenture-stock, bonds obligations and securities issued or guaranteed by any company constituted or carrying on business in India or in any foreign country and debentures, debenture stocks, bonds, obligations and securities issued or guaranteed by any Government, Sovereign Ruler, Commissioner, public body or authority, supreme, Municipal, local or otherwise, whether in india or any foreign country in connection with the business which the Company is authorized to carry on and to subscribe for the same, either conditionally or otherwise and to guarantee the subscription thereby and to exercise and enforce all rights and powers conferred by or incidental to their ownership thereof.

11 .To invest and deal with the moneys of the company not immediately required in such manner as may from time to time be determined.

12 To draw, make , accept, discount, execute, endorse and issue bills of exchange, and other promissory notes, bills of lading, warrants, debenture and other negotiable or transferable instruments or securities.

13 To equip expeditions and commission and to employ and remunerate experts and other agents in connections therewith with a view to securing any of the objects of the company.

14 To acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on nay business which this company is authorized to carry on or possessed of property suitable for the purpose of the company.

- 15 To take part in the supervision or control of the business or operations of any company or undertaking and to appoint and remunerate any directors, accountants or other experts or agents.
- 16 To form, incorporate or promote any company or companies whether in india or in any foreign country, having amongst its or their objects the acquisition of all or any of the assets or control, management or development, if in the opinion of the company, could or might directly or indirectly assist the company in the managements of its business or the development of its properties or otherwise prove advantageous to the company and to pay all or any 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 renders or to be rendered in obtaining subscription for or for guaranteeing the subscription of or the placing of any shares in the capital of the company or any bonds, debenture, obligations or securities of the company or any stock, shares , bonds, debentures, obligations or securities of any other company held or owned by the company or in which the company may have interest or in or about the formation or promotion of the company or the conduct of its business or in about the promotion or formation of any other company in which the company may have an interest.
- 17 To amalgamate, enter into partnership or into any arrangement for sharing profits, into any union of interest, joint-venture, reciprocal concession or company or companies carrying on . or engaged in, or about to carry on or engage in, or being authorized to carry on or engage in any business or transaction which the company is authorized to carry on or engaged in or any similar business or transaction capable of being conducted so as directly or indirectly to benefit this company.
- 18 To enter into any arrangement and to take all necessary or proper steps with Government or with other authorities, imperial, supreme, national, local, municipal or otherwise of any place in which the company may have interests and to carry on any negotiations or operations 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 the members and to oppose any such steps taken by any orther company, firm or person which may be considered likely directly or indirectly to prejudice the interest of the company or its members and to promote or assist the promotion, whether directly or indirectly , any legislation which may seem disadvantageous to the company and to obtain from nay such government authority or any company any charters, decrees, rights, grants, contracts, loans, privileges, or concessions which the company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.
- 19 To adopt such means of making known the business of the company as may seem expedient and in particular by advertising in the press by circulars by purchase and exhibition or works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations subject to Section 182 of the Companies Act, 2013.
- 20 Subject to provision of the Companies Act to distribute all or any of the property of the company amongst the members in specie or kind in the event of winding up.

Amended by passing a
Special Resolution in
the Annual General
Meeting dated
29/09/2020.

- 21 To create, establish and support or aid in the creation, establishment and support of associations, institutions, centers, provident, gratuity and superannuation funds, trusts and conveniences calculated to benefit persons who are or have been directors of or who are or have been employed by or who are serving or have served the company or any company which is a subsidiary or associate of the company or its predecessors in business or dependent or connections of such persons and to grant pensions and allowances and to make payments towards insurance for them.
- 22 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 public in nay rural area and to incur any expenditure of any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, “programme of rural development” shall be regarded as rural areas under section 35CC of the also include any programme for promoting the social and economic welfare of or the uplift of the public in nay rural area likely to promote and assist rural development, and that the words “rural area” shall include such areas as may income tax Act, 1961 or any other law relating to rural development for the time in force and in order to implement any of the above mentioned objects or purposes, transfer without consideration, or at such fair or concessional value and divest the ownership of nay 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 engaged in programmes of rural development.
- 23 To undertake, carry out, promote and sponsor, or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the company to the public or any section of the public as also any activity likely to promote national welfare or social economic or moral uplifts of the public or any section of the public and without prejudice to the generality of the foregoing undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers or for organizing lectures or seminars likely to advance these objects of for giving merits awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust, having any one of the aforesaid objects as one of its objects by giving donations or otherwise in any other manner, subject to section 182 of the Companies Act, 2013.
- 24 To make alteration in the Memorandum and articles of the Company subject to and in accordance with the Companies Act, 2013 or other laws for the time being in force
- 25 Subjected to the provisions of the Companies Act , 2013, to indemnify members, officers, directors and servants of the Company or persons otherwise concerned with 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 for any damage or loss or misfortune whatever, which shall happen in execution of the duties of their office in relation thereof.
- Amended by passing a Special Resolution in the Annual General Meeting dated 29/09/2020.

26 Subject to Section 180 and 181 of the Companies Act, 2013 to support, subscribe and donate to any charitable, public object, any institution, society or club which may be for the benefit of the company or its employees or anyone connected with any place or town where the company carries on business, to provide for the welfare of the employees or anyone connected with any place or town where the company carries on business, to provide for the welfare of the Employees or ex-employees of the Company and wives, widows and families of such persons by building or contributing to the building of schools, institution, colleges, hospitals, rest houses and other conveniences, to render medical and maternity aids for the children and women who are in the families of the employees or ex-employees of the company, to give specific or general charity to all above or any of the funds, institutions and works, to incur expenditure in developing education, particularly industrial, engineering and technical education and to grant scholarships, aids or any other help to students including incurring and paying expenses in sending them for higher studies, either in India or in any foreign country. ** Amended by passing a Special Resolution in the Annual General Meeting dated 29/09/2020.

27 To apply for purchase or otherwise acquire and protect and renew in any part of the world any patents, rights, brevets d'invention, trademarks, designs, licenses, 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 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 or indirectly to benefit the company and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, right information so acquired and to expand money in experimenting upon testing or improving any such patents, inventions or right.

28 To carry on the business of farming and cultivation of land and to plant, grow, cultivate, produce and raise all kinds of varieties of agricultural and horticultural crops including food grains and cash crops, and the business of dairy farming including make or produce or deal in dairy farms and garden products of all kind and particularly milk, cream, butter, cheese and other dairy products and their by-products, fruits and vegetables and to carry on business as dairymen, fruit merchants, seedsmen, corn, grain, hay, straw and flour dealers, millers, butchers and manufactures producers and importers of, growers, buyers and dealers in milk, cream, butter, cheese, fruit, vegetables, jam, honey, meats, spices, groceries, provisions and foodstuffs of every description.

IV . The liability of the members is limited.

V .The Authorised Capital of the Company is Rs 7,50,00,000/-(Rupees Seven Crores Fifty Lacs only) divided into 45,00,000 equity shares of Rs 10/- each and 35,00,000 unclassified shares of Rs 10/- each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the company for the time being with powers to increase and reduce the capital of the company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special 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 a manner as may for time being be provided by the regulations of the company

By ordinary Resolution passed on 12th December 1986 clause V of the Memorandum of Association of the Company has been amended

V Capital of the Company is Rs Rs 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000(One Crore)equity shares of Rs 10 with the right, privileges and conditions attaching thereto as are provided by the Article of Association of the Company for the time being, with the powers to increase and reduce the capital of the company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferrec, qualified or special rights, privileges or conditions as may be determined by or in accordance with the article of association of the company and to such manner as may be permitted by the Act or provided by the Article of Association of the Company

By ordinary resolution at the 8th Agm held on 28th September 1991

- V Capital of the Company is Rs 25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty lacs) equity shares of Rs 10/- each with the rights, privileges and conditions attaching thereto as are provided by articles of association attaching thereto as are provided by the article of association of the company for time being with the power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into several class and to attach thereto respectively, such preferential, deferred, qualified, for the time being into several class and to attach thereto respectively, such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the article of association of the company and to vary, modify or abrogate any such rights, privileges or condition in such a manner as may be permitted by the Act provided by the Article of the Association of the Company.
- By Ordinary resolution at the 11th AGM held on 30th September 1994
- V The Authorised Capital of the Company is Rs 25,00,00,000 (Rupees Twenty Five Crores only) divided into 1,50,00,000 (one crore fifty lacs) Equity Shares of Rs.10/- each and 10,00,000 (ten lacs) Preference Shares of Rs .100/- each with the rights, privileges and conditions attaching thereon as are provided by the Articles of Association of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with article of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Act or provided by the Articles of Association of the Company.”
- By special Resolution at the 14th AGM held on 11th August 1997 and by the subsequent resolution passed by the board meeting held on 12th September 1997

We the several persons whose names and addresses are subscribed, are desirous of formed into a Company in pursuance of these Articles of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names

Name, address, description and occupation of each Subscriber	Number of shares taken by each Subscriber	Signature of Subscriber	Signature, name, address, description and occupation of witness
MOORAD FAZALBHOY 2-A, Jiwan, Napean Road, Bombay 400 006 Son of Mr Y A Fazalbhoy – Company Executive	5 Equity Shares	Sd/-	Sd/- N G Krishanan Son of T R Nagarajan 1, Geetanjali, Campal Panaji Goa 403 001 Service
ABDULLAH FAZALBHOY 12-A, Grand Paradi Apts, A, Kranti Marg, Bombay 400 036 Son of Mr Y A Fazalbhoy – Company Executive	5 Equity Shares	Sd/-	
Total	10 Equity Shares		

Place : Panaji
 Date: 12-1-83

