
**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF**

Gayatri BioOrganics Limited

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, आंध्र प्रदेश

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L24110AP1991PLC013512

मैसर्स GAYATRI STARCHKEM LIMITED

के मामले में, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
GAYATRI STARCHKEM LIMITED

जो मूल रूप में दिनांक दो दिसम्बर उन्नीस सौ इकानवे को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
GAYATRI STARCHKEM 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 एस.आर.एन. A30305049 दिनांक 13/02/2008 के द्वारा प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
Gayatri BioOrganics 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 हैदराबाद में आज दिनांक तेरह फरवरी दो हजार आठ को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, Andhra Pradesh

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L24110AP1991PLC013512

In the matter of M/s GAYATRI STARCHKEM LIMITED

I hereby certify that GAYATRI STARCHKEM LIMITED which was originally incorporated on Second day of December Nineteen Hundred Ninety One under the Companies Act, 1956 (No. 1 of 1956) as GAYATRI STARCHKEM 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 A30305049 dated 13/02/2008 the name of the said company is this day changed to Gayatri BioOrganics Limited and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Hyderabad this Thirteenth day of February Two Thousand Eight.



Pc. Nanda Kumar P C
(NANDA KUMAR P C)

सहायक कम्पनी रजिस्ट्रार / Assistant Registrar of Companies

आंध्र प्रदेश
Andhra Pradesh

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

Gayatri BioOrganics Limited
6-3-1090/C/A/1, LOVELY MANSION, I FLOOR,, RAJ BHAVAN ROAD, SOMAJIGUDA,,
HYDERABAD-500080.,
Andhra Pradesh, INDIA

Company No: 01-13512



FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME

In the Office the Registrar of Companies,
Andhra Pradesh, Hyderabad.

(Under the Companies Act, 1956 (1 of 1956))

IN THE MATTER OF STARCHEM INDUSTRIES LIMITED

I hereby certify that M/S. STARCHEM INDUSTRIES LIMITED

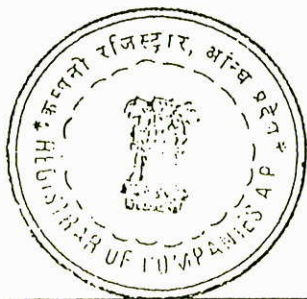
_____ was
originally incorporated on Second day of December, 1991
under the companies Act, 1956, under the name M/s. STARCHEM INDUSTRIES LIMITED

The said M/s. STARCHEM INDUSTRIES LIMITED

_____ having duly passed necessary resolution under section 21/22(1)(e)/22(1) (b) of the companies Act, 1956 and also having obtained the approval of the Central Government in writing vide letter No. RAP/TA.I/S.21/13512/97 dated 24-10-1997 of Registrar of Companies, Andhra Pradesh, Department of Company affairs has changed its name to M/s. GAYATRI STARCHKEM LIMITED

This certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at Hyderabad, this Twenty Fourth day of October
One Thousand Nine Hundred and Ninety Seven.



S. S. Luthra
(S. S. LUTHRA)

REGIISTARAR OF COMPANIES
ANDHRA PRADESH: HYDERABAD



Co.No.01-13512

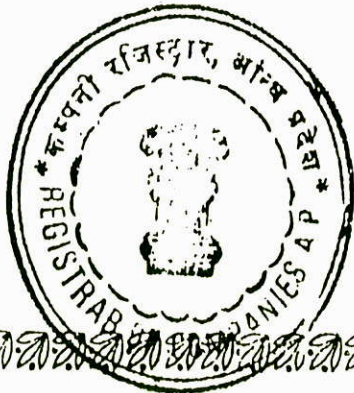
Certificate for Commencement of Business

Pursuant of Section 149 (3) of the Companies Act, 1956.

I hereby certify that the STARCHEM INDUSTRIES LIMITED

which was incorporated under the Companies Act, 1956, on the 2nd
day of December 1991, and which has this day filed a duly verified
declaration in this prescribed form that the conditions of section 149 (1) (a) to
(d)/149(2)(a) to (c) of the said Act, have been complied with is entitled to
commence business.

Given under my hand at HYDERABAD
this 13th day of December One thousand nine
hundred and Ninety One.



R. Vasudevan
(R.VASUDEVAN) 13/12/91
Registrar of Companies
ANDHRAPRADESH:HYDERABAD.



प्रारूप आई आर
Form I.R.

निगमन का प्रमाण-पत्र

CERTIFICATE OF INCORPORATION

ता.....का सं.....
No. 01-12512.....of 19 91-92

मे एतद्वारा प्रमाणित करता हूँ कि आज.....

कम्पनी अधिनियम, 1956 (1956 को 1) के अधीन निर्गमित की गई है और यह कम्पनी परिसीमित है।

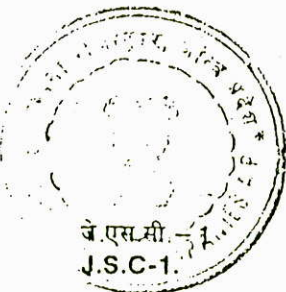
I hereby certify that STARCHEM INDUSTRIES LIMITED

is this day incorporated under the Companies Act, 1956 (No.1 of 1956) and that the Company is limited.

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

Given under my hand at HYDERABAD this 2nd
day of December One thousand nine hundred and Ninety One.

(11th Agrahayana 1913 saka)



R. Vasudevan

(R. VASUDEVAN)

कम्पनियों का रजिस्टर
Registrar of Companies
Andhra Pradesh.

UNDER THE COMPANIES ACT, 1956

(1 of 1956)

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

Gayatri BioOrganics Limited

- I*. The name of the Company is Gayatri BioOrganics Limited
 - II. The Registered Office of the Company will be situated in the state of Andhra Pradesh.
 - 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 the business as manufacturers, distillators, brewers, importers, exporters, refiners of and dealers in all kinds and forms of petroleum, chemicals and petrochemicals, pesticides, insecticides, fungicides, weed cides, fertilizers, solvents, acids alkalis, salts, organic and inorganic compounds, rubbers, adhesives, dyes, pigments, paints, inks, detergents, cosmetics, soaps, propellants, explosives, hazardous chemicals, drugs and pharmaceuticals, glass, alcohols, animal fats and oils, sugars, starches, resins, manmade and synthetic fibers, catalysts, essences, perfumes and waxes, including caustic soda, soda ash, chlorine, sulphuric acid, alum, salt cake, calcium hypochlorite, sodium hydro sulphite, polyols, isocyanates, urethanes,
- * Amended Vide Special Resolution of Members dated 19.01.2008 through postal ballot*

heating fluids, coal, tar, oxygen, nitrogen oxide, refrigerent gases, argon, leather chemicals, carbon and carbon products, methyle methacrilate, glycerin and their distilleries, downstream and derivative products, Intermediaries, things, articles, by-products and residual substances from any chemical process and conversion into any marketable products, consumer goods either directly into the economic life or as intermediates or chemicals from the manufacture of consumer items as raw materials for further fabrication in other industries.

2. To carry on the business as manufacturers, producers, growers, traders, dealers, exporters, importers, buyers, sellers of all or any of the products such as vegetables, cereals seeds, nuts, roots, tubers, grains and other produce of soil, meats, eggs, poultry, foods beverages, cordials, tonics, proteins, milk and milk products, feeding, fattening preparations of every discretion, flours, starches, starch derivatives like dextrose monohydrate, dextrose anhydrose, high fructose corn syrup, glucose liquid glucose, malto dextrine, sorbitol, manitol, ethyl alcohol, vitamin C, and the by-products, isourous, thereof, modified starches, starch products, vegetable products and oils, tallow, stearin, fatty acids and alcohols, acetylene gas, and all other allied products thereof and all compounds and preparations therefrom.
3. To carry on all or any of the business of manufacturers, miners, mine owners, producers, distributors, dealers, importers, exporters, buyers, sellers, traders or otherwise deal in gravel, granite, sand, marble, minerals, ores, earth, coke, fuel, stone, artificial stone, cement, lime, plasters, whitening clay, and other builders requisites including wood work, tiles, ceramics, bricks, sanitary wares and other conveyances of all descriptions.
4. To carry on the business of manufacture, produce, process, import, export, roll extrude, cast, press, forge, punch, manipulate, purchase, procure, stock, hold, market, dispose off, sell, distribute, trade or otherwise deal in ferrous, non-ferrous metals, alloys their intermediaries, powders, sheets, strips, coils, circles and extruded sections and other derivative products.
5. To carry on the business of manufacture, importers, exporters, dealers, traders, distributors, assemblers, advisors, consultants, technicians, designers, inventors, repairers, hirers, agents, representatives of all types of plant and equipment, electrical lab equipment required for the manufacture of any items which may be manufactured by the company within the scope of its objects.

(B) THE OBJECTS INCIDENTAL AND ANCILLARY TO THE ATTAINMENT OF THE ABOVE MAIN OBJECTS ARE:

1. To buy, sell, manufacture, refine, manipulate, import and export and deal in all substances, apparatus, plant, machinery, tools, utensils and things necessary or convenient for carrying out any of the main objects of the Company.
2. To acquire and hold benefits and obligations of any other company with a third party under any agreement or contract including foreign, technical and financial collaborations, agreements relating to any industry or business which the company is authorised to carry on.
3. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the company is authorised to carry on or possessed of property suitable for the purpose of this company.
4. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this company or carrying on any business capable of being conducted so as to directly or indirectly benefit this company.
5. To purchase, take on lease or exchange, hire or otherwise acquire any immovable or movable property and any rights or privileges which the company may think necessary or convenient for

the purpose of its business and in particular any land, building, easement, machinery, plant and stock-in-trade and either to retain any property so acquired for the purpose of the business of the company or to turn the same to account as may seem expedient.

6. To construct, improve, maintain, develop, work, manage, carryout or control any buildings, factories or works, or any roadways, railways, branches or sidings, bridges, wells, reservoirs, water sources, warehouses, electric works, shops, stores, chawls and other buildings, outwork and conveniences which may seem calculated directly or indirectly to advance the Company's interests and to contribute subsidise or otherwise assist or take part in the construction, improvement, maintenance, development, working, management carrying out or control thereof.
7. To lend money to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the company and to guarantee the performance of contracts by and obligations of any persons or companies and to give all kinds of indemnities, and also to invest surplus funds of the company with any banking company, commercial organization and any other business company, firm or individual, but not to do banking business within the meaning of the Banking Regulation Act, 1949.
8. To apply for purchase or otherwise acquire any patents, inventions, licences, concessions and the like conferring any exclusive or non-exclusive or limited rights to use any secret or other information as to any invention which may seem capable of being used for the attainment of the main objects of the company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired.
9. To undertake, carry-out, promote and sponsor rural development including any programme for promoting the social and economic welfare or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency in any other manner without prejudice to the generality of the foregoing. Programme of rural development, shall also include any programme for promoting the social and economic welfare or the uplift of the public in any rural area which the Directors consider it likely to promote and assist rural development. For the words rural area shall include such area as may be regarded as rural areas under section 35 CC of 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 much fair or concessional value as the Directors may think fit and divert the ownership of any property of the company to or in favour of any public or local body or authority of Central or State Government or any Public Institutions or Trusts.
10. To undertake, carry out, promote, sponsor or assist any activity likely to promote general welfare and uplift to the public or any section of the public in such manner and by such means as the Directors may think fit from time to time and to take up establishment of any Medical Research Centre or Trust, Institution or fund having any of the aforesaid objects as one of its objects intended for collection of information and advice on modern techniques for treatment of diseases for the benefit of the rural areas either by itself or through any of its agencies or to provide funds for any such Research Centre established by any Public Medical Trust which serves the needs of the rural public and to transfer assets or funds to the said research centre so established as the Directors may approve from time to time.
11. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of any business concerns and undertakings and generally, of any assets, property or rights connected with the main objects of the company.

12. To establish branches or appoint agencies for or in connection with the main objects of the company and to transact all kinds of agency business and in particular in relation to the investment of money, the sale of property and the collection and the receipt of the money.
13. 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 of work of art of interest, by publication of books and periodicals and by granting prizes, rewards and donations.
14. To establish and to support, or aid in the establishment, and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the company or its processors in the business, or the dependents or relative of such person and to grant pensions and allowances, and to make payment towards insurance and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public, general or useful objects.
15. To enter into any arrangements with any government or authorities, supreme, municipal, local or otherwise that may seem conducive to the company's objects and to obtain from any such government or authority, all rights, concessions and privileges which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
16. To obtain any provisional order or Act of the Government of India or any State Government for enabling the company to carry any of its main objects into effect or for effecting any modification of the company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or application which may seem calculated directly or indirectly to prejudice the company's interests.
17. To enter into partnership or into any arrangement for sharing profits or losses or for any union of interest, joint venture, reciprocal concession or co-operation with any person or persons or company or companies carrying on or engaged in or about to carry on or engage in or being authorised to carry on or engage in any business attainment of the main objects of this company.
18. To sell, lease, grant licences, easements and other rights, over and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the company, or any part thereof for such considerations as the company may think fit and in particular for shares, debentures or securities of any other company.
19. To amalgamate, enter into any partnership or partially amalgamate with or acquire an interest in the business of any other company, person or firm, carrying on a business included in the main objects of the company, or enter into any arrangement for sharing profits, or co-operation, or for limiting competition for mutual assistance, with any such person, firm or company or to acquire and carry on any other business (whether manufacturing or otherwise) auxiliary to the main objects of the company or connected therewith or which may seem to the company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the company's property and to give or accept by way of consideration for any of the acts or things aforesaid, of property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon and to hold and retain or sell, mortgaged and deal with any shares, debentures, debenture-stock or securities so received, subject to any law in force.
20. To promote or join in the promotion of any 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 this company and to underwrite shares and securities therein.

21. Subject to Section 293 and 293-A of the Companies Act, 1956 to support, contribute and to make donations to such persons or institutions and in such cases and either of cash or as may be thought directly or indirectly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this company and to subscribe, contribute, or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national public or other institutions or for any exhibitions or for any public, general or other objects and to establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences for the benefit of the employees or of persons having dealings with the company or the dependents or relatives of such persons and in particular friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or lumpsum and to make payments towards insurance and to form and contribute to provident and benefit funds of or for such persons.
22. To refer or agree to refer and claims, demands, disputes or any other question by or against the company and the member or members or his or their representatives or between the company and third party, to arbitration in India or at any place outside India, and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the awards.
23. To invest and deal with the moneys of the company in such manner as may from time to time be determined but not to do banking business within the meaning of Banking Regulations Act, 1949.
24. To borrow or raise or secure the payment of money in such manner as the company shall think fit, and in particular by mortgage or by the issue of debentures, or debenture-stock perpetual or otherwise charged upon all or any of the company's property (both present and future) including its uncalled capital, and to purchase, redeem and pay off any such securities.
25. To draw, accept, endorse, discount, execute and issue Bills of Exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities but not to do the business of banking as defined in the Banking Regulations Act, 1949.
26. To remunerate any person or company for services rendered, or to be rendered in purchasing or assigning to purchase or guaranteeing the purchasing of shares of the company's capital or any debentures, debenture-stock or other securities of the company or in or above the formation or promotion of the company, or the acquisition of property by the company or the conduct of its business.
27. To sell, improve, manage, develop, exchange, lease, mortgage, dispose off, turn to account or otherwise deal with all or any part of the property and rights of the company for the time being.
28. To insure the whole or any part of the property of the company either fully or partially and also to insure and protect and indemnify the company from liability fully or partially, and also to insure and protect and indemnify any part or portion thereof either on mutual principal or otherwise.
29. To do all or any of the above things either as principals, agents, trustees, contractors or otherwise and by or through agents, trustees or otherwise and either alone or in conjunction with others.
30. To do all such other things as may be incidental or conducive to the attainment of the above main objects.

(C) THE OTHER OBJECTS OF THE COMPANY ARE :

1. To carry on the business of importers, exporters, traders, dealers, stockists, agents, representatives, processors, converters, refiners, bottlers, retailers of all types of merchandise, goods, minerals, gasses, oils and other goods of every description.

2. To carry on the business of hire purchase, leasing, factoring, financing, merchant banking, bill discounting, money lending and other financial sources.
3. To carry on the business of real estate dealers, to construct, lease in, lease out, buy, sell and finance all types of real estate including buildings, land apartments and rights therein.
4. To carry on the business of manufacturers, traders, dealers, distributors, agents, representatives of all kinds of engineering products including all types of mechanical, electrical, electronic, hydraulic, pneumatic and allied engineering products.
5. To establish, run, manage and maintain schools, colleges, training centres and other institutions for imparting education.
6. To establish, run, manage and maintain hotels, rest houses, motels, restaurants, bards, clubs, refreshment and entertainment centres, pubs, canteens and any other business similar to the above.
7. To carry on the business of manufacture, produce, assemble, buy, sell, import, export or otherwise deal in all kinds of packing material of every description including multilayer films, drums, coated material, cylinder and laminated tubes.

IV. The liability of the members of the Company is limited.

V** The Authorized Share Capital of the Company is Rs.90,00,00,000/- (Rupees Ninty Crores Only) comprising Rs.51,00,00,000/- (Rupees Fifty One Crores Only) Equity Share Capital consisting of 5,10,00,000 (Five Crores Ten Lakhs only) equity shares of Rs.10/- (Rupees Ten Only) each and Rs.39,00,00,000/- (Thirty Nine Crores Only) Preference Share Capital consisting of 39,00,000 (Thirty Nine Lakhs) Preference Shares of Rs.100/- (Rupees Hundred Only) each with power to the company to increase or reduce the said capital in accordance with the application provision of the Companies Act, 1956 and to issue any part of the capital, or increased, with or without any preference, priority or special privilege or subject to any postponement of rights, and to any conditions or restrictions, and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether expressed to be preference or otherwise, shall subject to the power herein before contained."

**** Amended Vide Special Resolution of Members dated 16.06.2007**

We the several persons, whose names and addresses hereunder are subscribed, ae desirous of forming into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Sl. No.	Names, Descriptions, Occupations, Addresses & Signatures of the Subscribers	No. of Equity Shares taken by each Subscriber	Names, Address, Description, Occupation and Signature of the Witness
1.	Sd/- B.V. RAMANA RAO S/o. B. Krishna Murthy H.No. 1-1-421/1/A, Gandhinagar, Hyderabad. Service	10 (Ten only)	
2.	Sd/- N. MURALI S/o. B. Narayana Rao 2-2-1130/50/C, New Nallakunta, Hyderabad. Service	10 (Ten only)	
3.	Sd/- D.S. PRASAD REDDY S/o. D.V. Ramana Reddy 5-9-88/1, Fathemaiddan, Hyderabad. Chartered Accountant	9 (Nine only)	
4.	Sd/- D.S.B. SRIDEVI W/o. D.S.P. Reddy Flat No. 403, Aditya Apartments, Durganagar Colony, Panjagutta, Hyderabad. Housewife	9 (Nine only)	

Sd/-
N. RAMU
S/o. Sri N.S. Rao
Basement, 5-9-88/1 & 2,
Chapel Road, Hyderabad.
Chartered Accountant

Sl. No.	Names, Descriptions, Occupations, Addresses & Signatures of the Subscribers	No. of Equity Shares taken by each Subscriber	Names, Address, Description, Occupation and Signature of the Witness
5	Sd/- T.V. SANDEEP KUMAR REDDY S/o.T. Subba Rami Reddy Road No. 3, Banjara Hills, Hyderabad. Business	10 (Ten only)	Sd/- N. RAMU S/o. Sri N.S. Rao Basement, 5-9-88/1 & 2, Chapel Road, Hyderabad. Chartered Accountant
6.	Sd/- V. MOHAN S/o. N.S. Venkateswaran 10-3-36, East Marredpally, Secunderabad - 26. Service	10 (Ten only)	
7.	Sd/- G.V. SUBBA RAO B-7/F-3, Vijayanagar Colony, Hyderabad - 500 457. Service	10 (Ten only)	
	Total Number of Shares Taken	68 (Sixty Eight only)	

Place : Hyderabad

Date : 13-11-1991