

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
BHILWARA TECHNICAL TEXTILES LIMITED

- I. The **Name** of the Company is **“BHILWARA TECHNICAL TEXTILES LIMITED”**.
- II. The Registered office of the company will be situated in the **State of Rajasthan**.
- III. The objects for which the Company is established are:-
- A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-
1. To carry on the business of manufacturers, producers, dealers, importers, exporters, buyers, sellers and dealers in and as brokers, agents, stockists, distributors and suppliers of all kinds of automotive and home furnishing fabrics, made-ups, apparels and other products, goods, articles and things, as are made from or with cotton, nylon, silk, polyester, acrylic and other kinds of fiber, by whatever name called or made under any process, whether natural or artificial, and by mechanical or other means.
 2. To carry on the business of manufacturers, producers, dealers, producers, combers, bleachers, finishers, processors, dyers, spinners, weavers, knitweaves, laminators, bales and pressers, importers, exporters, buyers, seller of and dealers in all kinds of Texturised yarns and fibers, whether natural, synthetic or artificial like nylon, polyester, acrylics, rayon, silk, artificial silk and any other fibres of fibrous materials including jute, hemp silk, cotton, wool, mesta, nylon, terene, tereylene, staple fibre or other synthetic fibre allied products, by products and substitutes for all or any of them and utilise any waste arising from any such manufacturer, production or process.
 3. To carry on the business as manufacturers, .buyers, sellers, distributors, agents, brokers, stockist, commission agent and dealers of all kinds of textile products furnishing fabric and velvets, upholstery fabric and velvets product made on Handlooms, Power Looms, Shuttle Less Looms, Auto Looms, Air Jet Looms and Water Jet Looms or by any latest machines made fabrics, velvet & textiles, Home Furnishing; Dress Fabrics, Export Dress Fabrics, bed cover, bedsheets, curtains, tapestry, carpets, madeups, towels, towel cloth fabrics, durries, rugs, cushion covers, mats, handloom cloth non woven fabrics and other allied products made of textiles.
 4. To carry on the business of manufacturing, dyeing, printing an kinds of shoddy yarn, woollen yarn, cotton yarn, carpet woollen yarn, barrack yarn, grey yarn, worsted and non-worsted yarn, waste synthetic and manmade fibres substances and as weavers or otherwise for manufacturing, buying, selling and dealing in all kinds of wool, waste, rags, synthetic, rayon, nylon, shoddy yam and all kinds of yarns, handloom and powerloom products.
 5. To carry on the business of leasing and to acquire, are provide on lease basis all types of industrial and offices, plants, equipments, machinery, vehicles buildings and real estate, required for manufacturing, processing, transportation and trading business and such other commercial and service business.*

6. To carry on the business as manufacturer of, agents or dealers in textiles and grains such as man-made fibres, cotton, silk, jute, woollen, synthetics.*
7. To carry on business of processors, combbers, spinners, weavers, knitters, manufacturers, dyers, bleachers, finishers laminators, balers and pressers of any fibrous or textile material whether an agricultural or animal or natural product or its by-products or chemical or synthetic fibre and specially jute, hemp, silk, cotton, wool, mesta, nylon, terene, terylene, staple fibre or other synthetic fibre and to manufacture and produce from such raw material or textile material and to carry on the business of buyers, sellers and dealers of all such raw or processed or semi-processed material and to transact all manufacturing, cutting and preparing, process and mercantile business that may be beneficial to the said business.*
8. To organise, run, maintain, operate, promote the business of interior decorator, furniture and carpet designers and manufacturers, boutiques, operators of fashion centre, fashion shows and to make, acquire, deal in any way in handicrafts, objects of art, precious stones, jewellery, whether artificial or otherwise and articles wherein precious metals or precious stones may be used, in textile fabrics and to manufacture and deal in any products as are dealt in by boutiques, fashion shows and interior decorator.*
9. To carry or, in any mode, the business of store-keepers in all its branches and in particular to buy, sell and deal in goods, stores, consumable articles, chattels and effects of all kinds, both wholesale or retail.*
10. To carry on processors and manufacturers of and general export and import both traditional and non-traditional items, industrial, agricultural commodities, and home textiles.*

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

1. To purchase, otherwise to acquire, own, import all materials, substances appliances, machines, containers and such other articles and apparatus and things capable of being used in the main business and to own, lease and otherwise acquire and use facilities of whatever kind as may be conducive to the effective working of the main business of the company.
2. To acquire, build, after, maintain, remove or replace and to work, manage and control any building, offices, shops, machinery and conveniences which may seem necessary to achieve the main object of the company.
3. To buy, repair, alter, improve, exchange, import all machinery, tools, utensils, appliances, apparatus products, materials, substances, articles and things capable of being used in the main business of this company.
4. To purchase, take on lease or tenancy or in exchange, hire, take, options over or otherwise acquire any estate or interest whatsoever and to hold, develop, work concessions, grants, decrees, licenses, privileges, claims, options, leases, property, right, or powers of any kinds which may appear to be necessary for the main business of the company.
5. To pay for preliminary and pre-incorporation expenses of the Company.

6. To exchange, mortgage, royalty, or tribute, grants licenses easements, options and other rights over and dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for consideration as may be thought fit and in particular for stocks, shares, debentures whether fully or partly paid-up or securities of any other company having main objects whole or in part similar to the Company.
7. Subject to the provisions of the section 188 of the Companies Act, 2013, to pay for any rights or property acquired by the Company and or 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 of securities of the Company as paid up in full.
8. To advance money, in connection with the main business 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 to attain the main objects of the Company provided that the Company shall not carry on banking business within the meaning of Banking Regulations Act, 1949.
9. To undertake financial and commercial obligations, transactions and operations of all kinds, in connection with the main business of Company.
10. To guarantee the performance of any contract or obligations and the payment of money or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly to indirectly to further the main objects of the Company.
11. To guarantee the payment of money, unsecured or secured or payable under or in respect of promissory notes, bonds, debentures, stocks, contracts, mortgages, or charges, obligations, instruments, securities of any company or of any authority, supreme, municipal, local or of any persons whether incorporated or not incorporated and generally to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the main business of the Company.
12. To subscribe for acquire, hold shares and dispose share stocks, debentures, debenture-stocks, bonds, mortgages, obligations, securities of any kind issued or guaranteed by any company (body corporate undertaking) of whatsoever nature and howsoever constituted and to subscribe for, acquire, hold shares, debentures and debenture-stocks, and debenture-bonds, mortgages, obligations and other securities issued or guaranteed by any Government sovereign ruler, commissioners, trusts, Municipal, local or other Authority or body of whatsoever nature, whether in India or elsewhere as may be conducive to the main business of the Company.
13. Subject to the provision of Section 67 of Companies Act, 2013 to invest other than investment In Company's own shares any money of the Company not immediately required, in any investments, movable or immovable as may be deemed proper and to hold, or invest in shares or stock in the Company as may be necessary for the main business of the Company.
14. Subject to Section 73, 179, 180, 185 and 186 of the Companies Act, 2013 and the Rules made thereunder and the directions issued by Reserve Bank of India, to receive money or deposit or loan and borrow money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing on the mortgage, charge or lein upon all or any or the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage, charge or lein to secure

and guarantee the performance by the Company, or any other such person or Company, of any obligation undertaken by the Company.

15. To draw, make, accept, endorse, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and other negotiable or transferable instruments of securities of all types.
16. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents and patent rights, brevets d'inventions, trademarks, designs, licences, protections, and concessions conferring any exclusive or non-exclusive or limited right to their use or other information as to any invention, process or privileges which may seem capable of being used for any of the main objects, business 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 licences or privileges in respect of or the property, rights and information so acquired.
17. To spend money in experimenting upon and testing and improving or seeking to improve any patents, rights, inventions, discoveries, processes, or information of the Company or which the Company may acquire or propose to acquire.
18. To do all or any of the main business activities either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
19. To acquire and takeover all, or any part of the business property and liabilities of any person, firm or company carrying on or proposing to carry on main business which this Company is authorised to carry on or possess property suitable for the main business of the Company.
20. To procure the registration or recognition of the company in or under the laws of any place outside India.
21. 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 controls, management or development of the Company or any other such objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its main 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 rendered or to be rendered in or about the formation or promotion of any other such company in which the Company may have an interest.
22. Subject to the provisions of Section 230 to 232 of the Companies Act, 2013, to amalgamate or to enter into partnership or any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal rights with any person or persons of company or companies carrying on or engaged in the main business of the Company.
23. To enter into any arrangements and 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 interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the main objects of the Company or effecting any modification in the constitution of the company or for furthering the interests of the members and to oppose any such steps taken by any other company, any firm or person which may be considered likely, directly or indirectly to prejudice the interest of the Company or its members and to assist in the promotion whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from such

Government Authority and company any character, contracts, decrees, rights, grants, 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.

24. To adopt such means of making known the main business of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donation.
25. a) To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the company in any person or Company on behalf of or for the benefit of the company and with or without any declared trust in favour of the Company.

b) To accept gifts including by way of awards/prizes from Govt. and semi-Govt. bodies and to give gifts and donations to create trusts for the welfare of employees, members, directors and/or their dependents, heirs and children for deserving objects for and such other persons; also to act as trustees
26. 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 and particularly with the trade, including any association, institution or fund for the interest of masters, owners and employers against loss by bad debt, strike, combustion, fire, accident or otherwise or for the benefit of any employee, workman or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons of classes of persons and in particular of friendly, co-operative and other society, reading rooms, libraries, educational and charitable institutions, dinning and recreation rooms, churches, 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.
27. To aid pecuniary or otherwise, any association, body or movement having for an object the solution, or settlement of industrial or labour problems or troubles or the promotion of industry or trade.
28. To subscribe or guarantee money for any national, charitable, benevolent, public general or useful object or for any exhibition subject to the applicable provisions of the Companies Act, 2013.
29. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefits of and give, procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or are allied to or associated with the Company or with any such subsidiary Company or who are or were at any time Directors of officers of the Company as aforesaid and the wives, widows, families and dependents of any such persons and also establish 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 persons as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
30. To distribute among the members in specie or otherwise 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 Subject to the provisions of section 66 of the Companies Act, 2013.

31. To do all such other things as may be deemed incidental or conducive for the attainment of the main objects.

(**)

IV. The liability of the Member(s) is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

V. The Authorised Share Capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crore), divided into 7,00,00,000 (Seven Crore) Equity Shares of Rs. 1/- (Rupees One) each.

* Object clause proposed to be added subject to approval of Members.

** Other object clause proposed to be deleted subject to approval of Members.

DRAFT MEMORANDUM OF ASSOCIATION

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

| Sl. No. | Name, Description Occupation and address of Subscriber | Number and type of equity shares | Signature of Subscribers | Name, Addressess, Description and Signature of witness |
|---------|---|--|--------------------------|---|
| 1. | SHEKHAR AGARWAL S/o Shri S.N. Agarwal R/o 7, Sadhana Encalve, New Delhi - 110017 (INDUSTRIALIST) | 499940 (Four Lac Ninety Nine Thousand Nine Hundred Forty Equity Shares) | Sd/- | <p>I hereby witness signature of all the subscribers who have signed in my presence.</p> <p style="text-align: center;">Sd- (DAMODAR PRASAD GUPTA) Company Secretary, M. No. F.C.S.2411 S/o Late Sh. N. L. Gupta 19, Rani Jhansi Road, New Delhi-110055.</p> |
| 2. | DWARKA PRASAD MANGAL S/o Shri Gulab Chand Mangal R/o A-22, New Friends Colony, New Delhi-110065 (BUSINESS EXECUTIVE) | 10 (Ten Equity Shares) | Sd/- | |
| 3. | RANJEET SINGH DUGAR S/o Shri Laxmipat Dugar R/o A-77, Sector-17, Noida-201301 (BUSINESS EXECUTIVE) | 10 (Ten Equity Shares) | Sd/- | |
| 4. | PRATAP SINGH PURI S/o Shri S.D.S Puri R/o E-43, Sector-40, Noida-201303 (BUSINESS EXECUTIVE) | 10 (Ten Equity Shares) | Sd/- | |
| 5. | VIMAL BANKA S/O Shri B.L. Banka R/o B-3, Sector-44, Noida-201301 (BUSINESS EXECUTIVE) | 10 (Ten Equity Shares) | Sd/- | |
| 6. | SURENDRA GUPTA S/o Shri S.L. Gupta R/o E-205, Satya Shanti Aptt. Plot No.-23, Rohini, Delhi-110085 (SERVICE) | 10 (Ten Equity Shares) | Sd/- | |
| 7. | RAJAT PROTHI S/o Brig. (R) S.R. Prothi B-79 (SFS), Sheikh Sarai New Delhi-110017 (SERVICE) | 10 (Ten Equity Shares) | Sd/- | |

Place: NEW DELHI

Dated: 13-12-2007