THE COMPANY ACT, 1956

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

***UNITEC FIBRES LIMITED**

I. The name of the Company is ***UNITEC FIBRES LIMITED.**

II. The Registered Office of the Company will be situated in the State of Maharashtra within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.

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 ARE :**

1.To carry on in India or abroad the business to manufacture, produce, process, mix blend, extract, formulate, convert, commercialize, compound, develop, distribute, derive, grade, dye bleach, print, twist, double, knit, scour, mercerize, texturise, manipulate, prepare, promote, supply, import, export, buy sell turn to account and to act as agent, broker, consultant, collaborator, job worker or otherwise to deal in all varieties, descriptions, specification, applications and uses of synthetic fibre, acrylic fibre, yarn, polyster, polyster staple fibre, nylon staple fibre, rayon grade wood pulp, viscose staple fibres, polyproplelene, staple fibre, modal fibre, cuprammonium fibre, blended synthetic fibre, regenerated fibre, viscose filament yarn, synthetic fibres made from synthetic waste, flakes, polyster chips wool waste droppings and all other fibrous materials, textiles, cotton, jute, hemp, silk, artificial silk, natural silk, linen, rayon and other textile items, derivatives, substances and materials.

***COMPANY CONVERTED FROM PRIVATE LIMITED TO PUBLIC LIMITED VIDE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING HELD ON 14TH FEBRUARY 2024.**

**** SUB-HEADING OF CLAUSE III(A) AND B AMENDED AS PER COMPANIES ACT 2013, VIDE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING HELD ON 14TH FEBRUARY 2024.**

For UNITEC FIBRES LTD

Director

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

2. To carry on the business of textile yarn and of texturising, twisting, doubling, knitting textiles or yarns made of cotton, wool, silk, flax, hemp, jute, rayon, artificial silk, nylon or other fibrous substances or yarn or yarns for textiles.

3. To purchase, sell, acquire, construct, erect, maintain, work, install, import, export and otherwise acquire and deal in all materials and substances and ancillaries used in process of dealing in various items and doing various things mentioned under the main objects and deal in any of the by-products of the processes which the company may undertake.

4. To own, lease, hire, work, erect, install, maintain, equip, repair, alter, add to or otherwise handle or deal in spinning mills, weaving, mills, or any other factory for pressing, ginning, carding, combing, scouring, mixing, processing, twisting, doubling, texturising, bleaching, printing, dyeing, or finishing, whether rayon, staple fibre, staple fibre yarn, raw silk, silk yarns, art silk & synthetics, filament fibre, waste silk, cotton? flax, jute, hemp wood hessain, linen or any other textiles of any description and kind.

5. To deal in and also to work spinning and weaving mills, cotton mills, jute mills and mills of any other description and for any other purpose and to maintain, erect and work ginning factories foundaries of every kind of goods merchandise and to erect maintain and work presses for pressing and merchandise into bales, to erect warehouses, tanks, chawls and other buildings and to erect such machinery, engines, apparatus and works thereon as may be necessary for the purpose of the Company and to sell or mortgage all or any portion of the same as may be thought desirable.

6. To execute and carry out agreements of sole agency, subagencies, sub-dealerships, authorised dealership either as wholesalers or otherwise or other similar agreements about dealings in, to acquire and to grant, sub-let -of or hire out concessions, privileges, monopolies, licences, permits, quotas, about any particular brand , variety, shape, design and purpose and purpose may appoint sub-agents or distributing agents in connection with the business of the Company.

7. To import, purchase, or otherwise acquire, install, work, alter, improve, prepare for market, hold, use or develop and sell on hire purchase or on any other basis and on such terms and conditions as the Directors of the Company may deem necessary and desirable all types of machinery and plants, patend or otherwise apparatus, appliance, tools and components, spares and accessories which may be used for all or any of the objects of the Company which may in the opinion of the Directors be conveniently combined with the main objects of the Company.

For UNITEC FIBRES LTD

Director

8. To carry on the business of undertaker of jobwork and contractual work, commission agent and broker in the business of weaving, texturising, roto texturising, interminigling, interlacing, air texturising, crimping, twisting, spinning, sizing, cleaning, doubling, combing, printing, dyeing, bleaching, engraving, embroiding, knitting, calendaring, washing of textile yarn, cloth, fabrics, tissues, textile material.

9. To render technical, commercial, managerial or any other type of consultancy services, to provide and render partial or total guidance to persons, institutions, companies working or engaged in any activity relating to research, development, manufacture, purchase or marketing all kinds of fibre, yearn and prepare market survey, techno economic feasibility and project reports and to take up a whole project on turn key basis.

10. To arrange for trade fairs, conferences and exhibitions in India or abroad in connection with articles, commodities and things manufactured or dealt in by the Company.

11. To employ or otherwise appoint technical experts, engineers, mechanics, foremen, skilled, semi skilled and unskilled labour for any of the purpose of the main business of the Company and to remunerate them.

12. To take on lease, hire purchase or otherwise acquire, erect, construct, work, maintain, improve land, factories, building structure and facilities, test houses, laboratories, plants, machineries work, all other appliances apparatus and conveniences required for the purpose of the Company.

13. To establish and maintain agencies, branches, warehouses, depots, shops, establishments, offices, or appoint representatives, agents, commission agents, canvassers, selling and buying agents in India or abroad for sale, purchase, exchange, hire distribution or for any one or more of the objects of the Company and to regulate and discontinue the same.

14. To apply for, tender, purchase, or otherwise acquire contracts, sub-contracts, licences, and concessions and to undertake, execute, carry out, dispose of or otherwise turn to account the same and to sublet all or any contracts from time to time and upon such terms and conditions as may be thought expedient.

15. To enter into agreements contracts and arrangement with any person or persons whether Indians or foreigners firms/ companies or bodies corporate and with the Government or any local authority or authorities whether Indian or foreign or for technical, financial, selling or any other collaboration or assistance for carrying out all or any of objects of the company.

16. To take or otherwise acquire, and to hold shares, debentures, or other securities of any other Company, having similar objects.

For UNITEC FIBRES LTD

Director

17. To carry on business or branch of a business which this Company is authorised to carry on by means, or through the agency of, any subsidiary company or companies, and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily or permanently to close any such branch or business.

18. To enter into partnership or into any arrangement for sharing profits, amalgamation, union of interest, co-operation, joint venture, reciprocal concession or otherwise or amalgamate with any person or Company carrying on or engaged in, or about to carry on or engage in business or transaction which the Company is authorised to carry on or act on and to take or otherwise acquire share and securities of any such company and to sell, hold, reissue with or without guarantee or otherwise deal with the same.

19. To enter into foreign or Indian technical and/ or financial collaboration, partnership or into any arrangement for sharing of profits, union of interest, co-operation, joint venture, reciprocal concession, or otherwise with any person, firm, corporation or government or company carrying on, engaged in or about to carry on or engage in business, undertaking or transaction which the Company is authorised to carry on or engage in or business undertaking or transaction which may seem capable of being carried on or conducted, so as directly or indirectly to benefit the company, to guarantee contracts or otherwise assign any such person, firm or company and to take or otherwise acquire and hold shares or securities of any such persons firms or companies, to sell, hold, re-issue with or without guarantee or otherwise deal with the same.

20. To acquire and undertake the whole or any part of the business, property and liabilities of any person, firm or any Company carrying on business which the Company is authorised to carry on or possessed of property suitable for the business of the Company.

21. To purchase take on lease or otherwise acquire any land, grants, concessions and easement and hereditaments or other properties required for the attainment of the main objects of the Company.

22. 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 works of art or interests by publication of books and periodicals and by granting prizes and rewards.

23. To enter into any arrangement with any government or authority that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such government or authority, any rights, privileges, licences and concessions, which the Company may consider necessary or desirable to obtain and carry out, exercise, use or comply with any such arrangements, rights, privileges or concessions.

For UNITEC FIBRES LTD

Director

24. To pay for any services rendered to the Company or for supply of technical know-how for acquisition of properties by the Company either in the shares of the Company and partly in shares or partly in cash or otherwise.

25. To issue and allot fully or partly paid shares in the capital of the Company in payment or part payment of any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company .

26. To amalgamate, enter into any partnership or acquire interest in the business of any other Company, person or firm carrying on or engaged in, or about to carry on, engage in business or transaction included in the objects of the Company, or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition or for sharing mutual assistance with any such person, firm or company or to acquire and to give or accept by way of consideration for any of the acts or, things aforesaid or property acquired, any share, debentures, debenture stock or securities that may be agreed upon, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.

27. To establish or promote or concur in establishing or promoting any company or companies having similar objects for the purpose of acquiring all or any of the properties rights and liabilities of the Company and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures or other securities of any such other company or companies.

28. To sell, lease, mortgage, hypothecate, transfer, letout, exchange Or otherwise deal with the undertaking of the Company or any property whatever, or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures and other securities of any other companies having objects altogether or in part similar to those of this Company if thought fit to distribute the same among the shareholders of the Company subject to the provisions of the Companies Act, 1956.

29. To lend and advance money, either with or without security and give credit to such persons (including Government) and upon terms and conditions as the company may, think fit.

30. To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund whether for depreciation or for repairs, improving, extending or maintaining any of the property or other assets of the Company or for redemption of debentures or transferable preference shares or for any purpose whatsoever conducive to the interest of the Company.

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Director

31. To invest the surplus funds in shares, stocks, debentures, debenture-stocks, 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 Rulers, Commissioners, public body, or authority supreme, municipal, local or otherwise whether at home or abroad.

32. To receive loan or borrow or raise money other than public deposits in such manner as the Company shall think fit without doing Banking business within the meaning of the Banking Regulation Act, 1949 and Rules or Regulations framed thereunder and in particular by the issue of debentures, debenture stocks (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance of contracts or obligations undertaken by the Company or any other person on behalf of the Company as the case may be.

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

34. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets d? invention, trademarks, design licences, protections, concession 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, process of privilege which may seem capable of being used for any of the purpose of the Company and to use, exercise, develop or grant licences or privileges in respect of or otherwise turn to account, the property, rights and information acquired and to carry on business in any way connected therewith.

35. To spend money in experiments on and in improving or seeking to improve patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.

36. To enter into arrangements and to take all necessary or proper steps with Government 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 objects of the Company or effecting any modification in the constitution of the company for furthering the interest of its members and to oppose any such steps taken by any other company, firm or persons which may be considered likely directly or indirectly to prejudice the interest of the Company or its members to promote or assist the promotion, whether directly or indirectly of any legislation which may appear to be in the interests of the company or its members and to promote or assist the promotion, whether directly or indirectly of any legislation which may seem advantageous to the Company and to obtain from such Government authority or any company, any charters, decrees, rights, grants, loans,

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Director

privileges or concessions which the company may think it desirable to obtain and carry out, exercise and comply with any such agreements, charters, decrees, rights, privileges or concessions.

37. To undertake and execute any trust/ discretion the undertaking whereof may seem desirable and the distribution amongst the beneficiaries, pensioners or other persons entitled thereto, of any income, capital or annuity, whether periodically or otherwise, and whether in money or specie, in furtherance of any trust, direction, discretion, other obligation or permission.

38. To apply or acquire and hold any Acts of parliament, Acts of any State, Legislature, privileges, monopolies, licences, concessions, patents or other rights, power or orders from the Indian Government and Parliament or from any State Government or any local or other authority in any part of the world and to exercise, carry on and work any powers, rights or incorporate the Company as an anonymous or other society in a foreign country or state.

39. To establish and maintain or procure the establishment and maintenance of any contributory or non- contributory pensions or superannuation funds for the benefits of and give or procure the giving of donations, gratitude, persons, allowance or emoluments to any persons who are or were at any time in the employment or service of the company, or who are or were at any time Directors or officers of the Company or their wives, widows, families and to subsidise and subscribe to any institutions, association, clubs or funds calculated to be for the benefit of or to advance the interests and to well-being of the company and take payments to or towards the insurances of any such persons as aforesaid, subject to the provisions of the Companies Act, 1956.

40. To open any kind of account including Current Account, Savings Bank Account, Overdraft, Loan, Cash Credits in any bank to make, accept, endorse, and execute promissory notes, bills of exchange and other negotiable instruments.

41. 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 companies 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.

42. 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, including any association, institution or fund for the protection of the interest of the masters, owners and employers against loss by bad debts, strikes, fire accidents or otherwise or for the benefits of any clerks, workman or others at any time employed by any company or any of its predecessors in business or their families or dependents and in particular of reading rooms, libraries, educational and charitable institutions, refectories, dining and recreation rooms, churches, chapel, schools and hospitals and to grant gratifications, pensions

For UNITEC FIBRES LTD

Director

and allowances and then to contribute to any funds raised by public or local subscriptions for any purpose whatsoever, subject to the provisions of the Act.

43. To aid, pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles of the promotion of industry or trade.

44. To make donations to such persons or institutions and either of cash or any other assets 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 also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public or other institutions, objects or for any public or and to establish and support associations, institutions, funds, trusts and convenience for the benefit of the employees or ex-employees (including Directors) of the Company or its predecessors in business or the dependents, with such persons and in particular other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or in lumpsum and to make payments towards insurance and to form, contribute to provident and other benefit funds of or for such persons, subject to the provisions of the Companies Act, 1956.

45. To distribute among the members in specie and property of the Company, or any proceeds of sale or disposal of any property of the company, in the event of its being wound-up subject to the provisions of the Companies Act, 1956.

46. To payout of the funds of the Company all expenses incurred by the promoters, which the company may lawfully incur with respect to the preliminary expenses and other formation and registration expenses.

47. To procure the recognition of the company under the laws or regulations of any other country and to do all acts necessary for carrying on business or activity of the Company in any foreign country.

48.To do all or any of the above things, in any part of the world as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with any other person or association.

*****49. To carry on the business of ginning, pressing, cleaning, spinning, weaving, bleaching, combing, manufacturing, finishing, selling, buying, dealing, importing, exporting, broking and acting as agent of silk, artificial silk, wool, flax, hemp, jute, cotton, synthetic, POY, PFY, VSF, NFY, & all kinds of fibers Fabrics, yarn, readymade garments, industrial fabrics and all other kinds of textile products including Textile machinery & spare parts.**

For UNITEC FIBRES LTD

Director

*****50. To carry on the business of manufacturers, importers and exporters, wholesale and retail dealers of and in all types of garments and wearing apparel of every kind, nature and descriptions including shirts, trousers, jeans, blowses, jackets, hosiery goods of every kind nature and descriptions madeups like bedsheets, pillow covers, bags, knitwears, yarns and textiles good of every kind nature and descriptions.**

******IV) The Liability of the members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.**

*******V (a) The Authorised Share Capital of the Company is Rs. 16,00,00,000/- (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crore Sixty Lacs) Equity Shares of Rs. 10/- each."**

(b) Minimum paid up Capital of the Company shall be Rs. 5,00,000/-(Rupees Five Lac only).

*****CLAUSE 49 and 50 INSERTED VIDE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING HELD ON 14TH FEBRUARY 2024**

******CLAUSE IV LIABILITY CLAUSE ALTERED VIDE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING HELD ON 14TH FEBRUARY 2024**

*******CLAUSE V amended THE AUTHORISED SHARE CAPITAL INCREASED VIDE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING HELD ON 14TH FEBRUARY 2024.**

For UNITEC FIBRES LTD

Director

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

Names, addresses, descriptions, and occupation of each subscriber	No. of equity Shares taken by each subscriber	Signature of Subscriber	Name, address, description & occupation of witness
1. **Mr. Virander Behl** S/o. Om Jagdish Behl 112, Santosh Tower, Lokhandwala Complex, Andheri West, Mumbai - 400 053. Businessman	3,500 (Three Thousand Five Hundred)	Sd/-	Witness to all :- Sd/- **Hari Mohan Malik** S/o. Kishan Chand Malik H. M. Malik & Co., 203, Jyoti, D. N. Nagar, Andheri (W), Mumbai - 400 053. Chartered Accountant
2. **Mrs. Devina Behl** W/o Virander Behl 112, Santosh Tower, Lokhandwala Complex, Andheri West, Mumbai - 400 053. Business Woman	3,500 (Three Thousand Five Hundred)	Sd/-	
3. **Mrs. Vibha Behl** W/o. Vijay Behl 112, Santosh Tower, Lokhandwala Complex, Andheri West, Mumbai - 400 053. Business Woman	3,500 (Three Thousand Five Hundred)	Sd/-	
TOTAL	10,500 (Ten Thousand Five Hundred Only)		

Place: Mumbai
Date : 27.01.2005

For UNITEC FIBRES LTD
Director