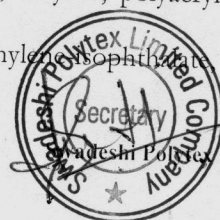


[THE COMPANIES ACT, 1956]
COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF
SWADESHI POLYTEX LIMITED

- I. The name of the Company is "**SWADESHI POLYTEX LIMITED.**"
- II. The Registered Office of the Company will be situated in the State of Uttar Pradesh.
- III. The objects for which the Company is established are:—
 - (A) **MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION**
 - (1) To carry on business as manufacturers of and dealers in all types of organic heavy and inorganic heavy chemicals, fine chemicals, including photographic chemicals and other chemical substances of all kinds, basic, intermediate, finished or otherwise.
 - (2) To carry on business as manufacturers of and dealers in all types of synthetic fibres man-made fibres, fibre intermediates of all types, grades and formulations and including specifically polyester fibres, polyacrylonitrile, polyvinylacetate, polypropylene, nylon, rayon, natural and synthetic textiles and textile materials of all kinds and for all purposes.
 - (3) To carry on business as manufacturers of and dealers in Polymers, monomers, elastomers and resins of all types, grades and copolymer formulations and in all forms such as powder, flakes, granules, films, sheets, tubes, pipes, fibres, laminates or as processed goods and including specifically polyethylene, polypropylene, polys'yrene, polyvinyl chloride, polyvinyl acetate, polymethyl, methacrylate, epoxy resins, alkyd resins, melamine, polycarbonates, polyamides, polyesters, acrylics, polyacrylonitrile, polyesters such as polyethylene-terephthalate and polyethyleneisophthalate or any



other or new substances being improvements upon modifications of or being-derived from additions to petrochemicals or other products or resulting from any processes.

- (4) To carry on business as manufacturers of and dealers in all types of dyestuffs, pigments, and dyeing auxiliaries of any nature and kind whatsoever.
- (5) To carry on business as manufacturers of and dealers in all types of thermosetting and thermoplastic plastics and compounding agents and additives therefor.
- (6) To carry on business as manufacturers of and dealers in importers and exporters of chemicals, synthetic fibres, man-made fibres, natural and synthetic textiles and textile materials, filaments, pigments, dyestuffs and dyeing auxiliaries, drugs, essences, cordials, acids, alkalis, tanins, pharmaceutical, sizing, medicinal, chemical, petrochemical, industrial and other preparations and articles of any kind whatsoever; waxes, natural and synthetic, industrial solvents and pasting agents and special chemical substances, cements, oils, paints, pigments and varnishes, organic or mineral intermediates, paint and colour grinders, and as makers of and dealers in proprietary articles of all kinds and of electrical, chemical, photographic, surgical and scientific apparatuses and materials and to carry on the business of producers, manufacturers and dealers of benzene, Toulene cyclohexane, cyclohexanon and phenol from mineral, vegetable, chemical or other substances in any way or by any process or processes.
- (7) To carry on business as manufacturers of and dealers in coal-tar, carbon black of all kinds, petroleum, natural and synthetic coal gas, refinery gas, fibres and films and all kinds of organic chemical products, and to acquire, own and exploit collieries and to manufacture from coal, coke and other solid, liquid and gaseous fuels by any process including distillation or hydrogenation of coal, water, gas and other gases; and to carry on the distillation of coal-tar for the production of coal-tar chemicals and products of all kinds.

- (8) To carry on business as manufacturers of and dealers in compounds, adhesives, fillers, derivatives, intermediates and by-products of all or any of the foregoing, and to carry on the business of manufacturers of and dealers in plastic tubes and tyres and films and moulded goods of all kinds and for all purposes and in bottles, containers, tubes, wrapping materials, and plastic products, transmission belts and similar industrial articles, pipes, tubes, hoses, rubber containers and rubber lined vessels, tanks, equipment, electric products, shoe products, and parts thereof, ethyl rubber products and parts, toys, insulating materials, and all other blown, moulded, formed, extruded, calendered and dipped goods and articles.
- (9) To carry on business of manufacturers of and dealers in natural and all kinds of synthetic and man-made fibre materials and converters of synthetic, man made and natural fibres, including fibre glass, into materials like cloth, tapes, tapes cord, ropes, twines and similar types of materials for use in rubber and plastic goods manufacturing and for other industrial and commercial uses.
- (10) To carry on the businesses of manufacturers, producers, refiners, processors, miners, exporters, importers, buyers and sellers of, and dealers in and with, all and any fats, fertilisers, plasticizers, enzymes acids, amino acids, sulphates, by any chemical or synthetic process, manures, dips, sprays, varmifuges, fungicides, insecticides, pesticides, germicides, disinfecting preparations, fumigators, medianes and remedies and preservatives of all kinds for agricultural and other trees and fruit growing, gardening horticultural and for other purposes, or as disinfectants or preventives remedies for humans or animals and whether produced from vegetable, mineral, gaseous, animal or any other matters or substances by any process, whether chemical, synthetic, mechanical, electrical or otherwise.
- (11) To carry on the business of producers, manufacturers and dealers of caprolactam and allied chemicals obtained by industrial chemical synthetic or any other different chemical processes or from any other product.

- (12) To purchase, manufacture, produce or otherwise acquire, invest in, own, hold, use, pledge, sell, assign, transfer or otherwise dispose of, trade and deal in and with all the aforesaid goods, wares, merchandise and of every class and description.
- (13) To fix atmospheric nitrogen by the synthetic ammonia or by any other process and to manufacture its derivative compounds and to deal in the same.
- (14) To own, prospect for, explore, acquire by lease, licence, purchase or otherwise, open, work, develop and maintain natural deposits of salt, brine, natron, sods, kieselschur nitrates and other chemical substances of all kinds and to carry on and conduct the business of working and getting and supplying to other persons such salt, brine and other substances.
- (15) To carry on the business as manufacturers, buyers and sellers of and dealers in glass, earthenware, rubber, leather, imitation leather, leather cloth, plastics, oil cloth, linoleum, tarpaulins, paper, paper-board, metal and wood containers, receptacles, hospital sheetings, surgical bandages and packing accessories of whatsoever description.
- (16) To carry on the business of spinners, doublers, and manufacturers of cotton, thread, silk, artificial silk, woollen, linen, flax, hemp, jute and other yarns and other fibrous materials, and substances or any substitute for any of them, and to manufacture textile and other filaments, monofilaments, multifilament's, staple fibre and staple fibre yarn for textile manufacturing and industrial uses such as cord for fishing, belting, webbing etc., and also high tenacity yarn for tyre cord or to manufacture any other material for film, shaped forms and non-woven applications.

To gin, card, comb, scour, mix, cut, spin, process, twist, throw, reel, weave, knit, print, bleach, dye or finish, synthetic filaments, fibre, staple fibre yarn, and to carry out operations of whatever kind and nature, in relation thereto.

To carry on the business of manufacturing, bleaching, dyeing, mercerising, printing and selling yarn, cloth and other fabrics made from rayon, nylon, man-made Synthetic

Fibres, staple fibres, cotton, jute, wool, silk, artsilk and other materials, or substances and generally to carry on the business of spinning and weaving mill proprietors in all their branches.

- (17) To sell, buy or otherwise deal in all yarn, cloth and other fibres and fabrics and all other goods articles and materials whether made or treated by the Company or not and to engage in any business relating to the use or disposal of any of the by-products of the Company and of the Company's lands, mines, mills, factories or works.
- (18) To buy, sell, deal in all materials and things necessary or useful for dyeing printing and bleaching purposes and generally to deal in all or any of the fabrics, articles and things and to do all these either for cash or on credit and for ready or future delivery.
- (19) To purchase, acquire, or take or give on lease, sell or otherwise deal in works, business, goodwill, property and interest of any spinning mill, weaving mill, ginning factory, pressing factory, dye-works, printing works or other business of any nature or character similar to the business of the Company.
- (20) To manufacture, import, export, buy, sell, exchange, alter, improve, prepare for market and otherwise deal both wholesale and retail in plant, machineries, tools, utensils, materials, commodities, substances, apparatus, articles and things of all kinds capable of being used or which can conveniently be dealt in by the Company in connection with any of its objects.
- (21) To cultivate, grow, produce or deal in any vegetable products for the time being required for any of the manufactures which the Company is authorised to undertake.
- (22) To undertake and carry on the business of transacting in, owning, purchasing, selling, leasing, subleasing, letting, sub letting, and developing and other related activity of any type of real estate and infrastructure activity including land development, plots, buildings, factories, warehouses, roads, bridges, dams, ports and other infrastructure development whether residential, commercial, agricultural, industrial, rural, urban or otherwise of properties that may belong to Company or to any other person or

persons of whatever nature and to deal in real estate, land, immovable properties and other related assets of any description or nature as owners, syndicators, developers, advisors, service providers, contractors, brokers, agents and in any other capacity and to do all such activities related to such business.

- (23) To design, implement, supervise, develop, colonise, erect and to construct houses, flats, condominiums, commercial and residential complexes, buildings of any kind, malls, hospitals, schools, educational institutes, roads bridges, dams, ports, dry ports, infrastructure projects and facilities, logistic parks, warehouses, multiplexes, cinema houses, amusement parks, hotels, service apartments, health centres, health spas, wellness centers, convention centres, IT parks, Industrial Parks, Biotech Parks, Special Economic Zones, leisure hospitality and entertainment facilities, houses, structures, constructions, tenements, and all type of infrastructure, civil and construction works of every description on any land estates or immovable properties of the Company or upon any other lands and or immovable property and to purchase, take on lease, acquire in exchange or otherwise own in any manner, acquire developmental rights, operate, hold, occupy, construct, erect, alter, develop, colonise, operate, furnish, pull down, improve, repair, renovate, build, plan, layout, set transfer, mortgage, charge, assign, let out on hire, sublet, sublease and other related actions on all type of lands, plots, buildings of any kind, bungalows, quarters, offices, houses, flats, condominiums, commercial and residential complexes, malls, hospitals, schools, educational institutes, roads, bridges, dams, ports, dry ports, infrastructure projects and facilities, logistic parks, warehouses, multiplexes, cinema houses, amusement parks, hotels, service apartments, health centres, health spas, wellness centres, convention centres, IT parks, Industrial Parks, Biotech Parks, Special Economic Zones, leisure hospitality and entertainment facilities, structures, constructions, tenements, roads, and all type of infrastructure, civil and construction works of every description whether freehold or lease hold of any nature and description and where ever situated and to do all such activities related to such business.

(B) **OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS**

- (1) To enter into, make and perform contracts of every kind and description, agreements and arrangements with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.
- (2) To refine, treat and render merchantable and fit for use natural deposits of salt, brine, natron, soda, kieselghur nitrate and other chemical substances of all kinds obtained as aforesaid and to manufacture therefrom by any electrolytic, metallurgic or other forms of plant or process every kind of chemical and other products and by-products.
- (3) To purchase, take on lease, hire or acquire in exchange for concession or otherwise absolutely or conditionally, solely or jointly with others, any property, rights or privileges which the company may think necessary or convenient for the purposes of its business, and make, construct, maintain, work, acquire, hire, hold, improve, alter, manage, let, sell, dispose of, exchange, carry out or control roads, embankments, ferries, piers, wharves, quays, sheds, landing grounds, hangers, garages, accommodation of all kinds for air, sea and land traffic, water-ways, lands, buildings and building yards, pipe lines, foundries, warehouses, works, factories, workshops, sidings, tramways, engines, machinery and apparatus, gas works, electric works, water rights, way leaves, estates, utilities and other services calculated directly or indirectly to advance the Company's interests; and to contribute to, subsidies or otherwise assist or take part in the establishment, construction, improvement, maintenance, working, management, carrying out, superintendence or control thereof.
- (4) To carry on the business of borrowing, raising or taking up money or securing the payment of money in such manner as the company shall think fit and in particular by issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including the uncalled capital and to purchase, redeem and pay off any such securities.

- (5) 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.
- (6) To acquire by purchase, lease, exchange or otherwise lands, buildings and hereditaments of any tenure or description, and any estate or interest therein, and any rights under or over or connected with land, and either to retain the same for the purpose of the Company's business or to turn the same to account as may seem expedient.
- (7) To develop and turn to account any land acquired by the Company or in which it is interested, and, in particular, by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up, and improving building, and by planting, paving, draining, farming, cultivating and letting on building lease or building agreement, and by advancing money to and entering into contracts and arrangements of all kinds with builders and others.
- (8) To sink wells and shafts, lay down pipes, construct, maintain and improve any tramways, telegraph lines, canals, reservoirs, watercourses, warehouses, sheds, and other buildings and works calculated, directly or indirectly, to advance the interests of the Company, and to pay or contribute to the expenses of constructing, maintaining, and improving any such works.
- (9) To carry on any other business manufacturing or otherwise which may seem to the Company capable of being conveniently carried on in connection with any of the above, or calculated directly or indirectly, to enhance the value of or render profitable any of the Company's property or rights.
- (10) To construct, carryout, maintain, improve, manage, work, control and superintend any haats, markets, reservoirs, water-works, tanks, bridges and works in connection therewith, hydraulic works, electrical works and factories, coolie lines and houses, bustees, villages and other works and conveniences, which may seem, directly or

indirectly, conducive to any of the objects of the Company, and to contribute to, subsidies or otherwise aid or take part in any such operations.

- (11) To acquire and undertake all or any part of the business, property and liabilities of any person or company carrying on any business, which this Company is authorised to carry on or possessed of property suitable for the purposes of the Company.
- (12) To apply for and take out, purchase or otherwise acquire any trade marks, patents, brevets d'invention, licences, copyrights, concessions, and the like conferring any exclusive or non-exclusive or limited right to use any secret or other information as to 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, carry out, exercise, develop and turn to account, the property, rights or information so acquired and to grant licences to use the same.
- (13) To enter into partnership or into any arrangement for sharing profits Or losses or into any union of interest, or amalgamation, joint adventures, reciprocal concession or cooperation or to amalgamate 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 or transaction which this company is authorised to carry on, or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company.
- (14) To receive grants, loans, advances or other moneys on deposit or otherwise from any state or Central Government, Banks, international and national financing institutions and development agencies, companies, trusts or individuals, with or without allowance of interest thereon
- (15) To establish agencies in India and elsewhere and to regulate and discontinue the same.

- (16) To subscribe for, underwrite, purchase or otherwise acquire, and to hold, dispose of, and deal with the shares, stocks and securities issued by any Government, authority, corporation or body, or by any Company or body of persons.
- (17) To promote any Company or companies for the purpose of acquiring all or any of the properties rights and liabilities of this company or for any other purpose which may seem, directly or indirectly, calculated to benefit this Company or for any subsidiary company or companies.
- (18) To invest and deal with the moneys of the Company not immediately required, upon such securities and in such manner as may from time to time be determined.
- (19) To guarantee the payment of money, unsecured or secured, by or payable under or in respect of promissory notes, bonds, debentures, debenture stock, contracts, mortgages, charges, obligations, instruments, and securities of any company or of any companies or of any authority, municipal, local or otherwise, or of any persons, whomsoever, whether incorporated or not incorporated, and generally to guarantee or become sureties for the performance of any contracts or obligations.
- (20) To enter into any arrangement with any Government or Authority, Central, State, Local or Foreign, or public body or persons or authority or from any private individual, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government, Authority, person or company, any concessions, grants, decrees, rights, subsidies, loans, indemnities, sanctions, protection, charters, contracts, licences, powers and privileges, whatsoever, which the company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, sanctions, privileges, licences and concessions.
- (21) To act as agents of any company or concern and to do and perform all and singular the several duties, services and authorities appertaining to such offices respectively, and to comply with and to become bound by all restrictions, limitations and

conditions appertaining to such offices respectively or imposed by the terms of any agreement or agreements entered into for any of the purposes aforesaid.

- (22) To establish and support or aid in the establishment and support of associations, institutions, funds, gratuities, trusts and conveniences calculated to benefit Directors, employees or ex-employees of the company or the dependents or connections of such persons, and to grant pensions and allowances and to make payments towards insurance premium therefore, and to subscribe or guarantee money for charitable or benevolent object or for any exhibition as for any public, general or useful objects.
- (23) 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 anywise connected with any particular trade or business, or with scientific research, industry or commerce generally and particularly with the business and activities of the Company, including any association. Institution or fund for the protection of interests of masters, owners, and employers against loss by bad debts, strikes, combinations, fire accidents or otherwise.
- (24) To acquire from any person, firm or body corporate, whether in India or elsewhere, technical information, know-how processes, engineering, manufacturing and operating data, plans, layouts and blue-prints useful for the design, erection and operation of the Plant required for any of the businesses of the Company, and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.
- (25) To employ and pay experts, foreign or local consultants, engineers etc., in connection with the planning and development of all business connected with the company's operations.
- (26) To train or pay the expenses relating to the training in India or abroad of any of the Company's employees or any candidate in the interest of or for furtherance of the Company's objects.

- (27) To draw, make, accept, endorse, discount, execute and issue bills of exchange, Government of India and other promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities.
- (28) To undertake and execute any trust, the undertaking of which may seem to the company desirable, and either gratuitously or otherwise.
- (29) To appropriate, use or lay out land belonging to the Company for streets, parks, playgrounds, gardens, pleasure grounds, allotments, and other conveniences, and to present any such land so laid out to the public or to any person or Company, conditionally or unconditionally as the Company thinks fit.
- (30) To sell or dispose of the undertaking of the Company and all or any of the properties or effects of the Company for cash or for stock, shares, or securities of any other company or for such other consideration as the Company may think fit.
- (31) To carry on the business of lending or advancing money on securities (other than Company's own shares) and property and to charge interest therefore; discounting, buying, selling and dealing in bills of exchange, promissory notes, coupons, drafts, bills of lading, warrants, debentures, certificates, scrips and other instruments and securities, whether transferable or negotiable or not, the granting and issuing of letters of credit and circular notes; buying, selling and dealing with stocks, funds, shares, debentures, debenture stocks, bonds, obligations and other securities.
- (32) To give guarantees or counter guarantees to any bank, insurance company, or financial institution for advances taken, deferred payment guarantees obtained or any other financial accommodation taken and/or in connection with any business or transaction of the Company, and to remunerate by way of commission or otherwise any person, persons or company for such services rendered or to be rendered.
- (33) To pay all the costs, charges and expenses, incidental to the promotion, formation, registration and establishment of the company and the issue of its capital, and to remunerate or make donations to (by cash or other assets or by the allotment of fully

or partly paid shares or by a call or option on shares, debentures, debenture stock or securities of this or any other company or in any other manner, whether out of the Company's capital or profits or otherwise) any person, persons or company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures, debenture stock or other securities of the Company or in the conduct of its business or in introducing any property or business to the Company or for any other reason which the Company may think proper.

- (34) To provide for the amelioration and welfare of Directors, Ex-Directors, employees or ex-employees of the Company, and the wives, families, dependents or connections of such persons by purchasing, building or contributing to the building of houses, dwellings or quarters or by grants of money, pensions, gratuities, allowances, payments towards insurance, bonus, profit sharing bonuses or benefit or any other payments, or by creating, supporting or from time to time subscribing or contributing or adding in the establishment and support of associations, institutions, funds including provident funds and trusts, and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendances, public health installations transport services, markets, shops and stores and other assistance as the Company shall think fit, subject to the provisions of the Companies Act.
- (35) To establish, maintain and operate, general educational institutions, technical training institutions, schools, colleges, and hostels for the benefit of the children of the Directors or the Ex-Directors or the employees or ex-employees of the Company, their dependents or connections, or other persons connected with the Company and to make grants, awards and scholarships to them.
- (36) To subscribe or otherwise to assist or to guarantee moneys to charitable, benevolent, religious, scientific, national, public, or other institutions or objects, which shall have

any moral or other claim to support or aid by the Company, either by reason of locality of operation or public and general utility or otherwise.

- (37) To dedicate, present, or otherwise dispose of, either voluntarily with or without consideration or for value, any property of the Company deemed to be of national, public, or local interest to any national trust, public body, museum, corporation or authority, or any trustees for or on behalf of any of the same or of the public.
- (38) To lend money to customers and persons having dealings with the Company and to others at such rate of interest as may be deemed expedient, provided that the company shall not carry on the business of banking as defined by the Banking Companies Act, 1949.
- (39) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture-stock, perpetual or otherwise, charged upon all or any of the Company's properties or assets (both present and future), including its uncalled capital, and to purchase, redeem and pay off any such securities.
- (40) To borrow for the purposes of the Company on mortgage of its property or otherwise or any part thereof, or on any bond, obligations, promissory notes, debentures, debenture-stock, deposit receipt or other securities, payable to bearer or otherwise or on all or any one or more of them, and at such rates of interest and for such period or periods and repayable in such manner and generally on such terms as the Directors may consider desirable, and to reborrow the same or any part thereof on all or any of such securities. To issue mortgages, bonds, obligations, promissory notes, debentures, debenture-stock, deposit receipt or other securities, as aforesaid, on such terms and conditions as the Directors shall determine, and to charge or secure the same on the undertaking of the Company or upon any specific property and rights, present and future of the Company, including, if thought fit, its uncalled capital or otherwise howsoever.

- (41) To stand guarantor and be surety or answerable for the debts or defaults of any person, firm or company arising on contracts for payment or repayment of moneys or loans or the fulfillment of any obligations or performances of any such person, firm or Company, and to enter into contracts of indemnity or guarantee upon such terms and conditions as may seem necessary or expedient for effecting the same.
- (42) To procure the incorporation, registration or other recognition of the Company, in any country, state or place, and to establish and maintain local registers and branch places of business and to establish and regulate agencies for the purpose of the Company's business in any part of the world.
- (43) To place, to reserve or to distribute as dividend or bonus among the members, or to otherwise apply, as the Company may from time to time think fit, any moneys received by way of premium as shares or on debentures issued at a premium by the Company, and any moneys received in respect of dividends accrued on forfeited shares, and also any moneys arising from the sale by the Company of forfeited shares or from unclaimed dividends.
- (44) To create any depreciation fund, reserve fund, sinking fund, insurance fund or any special or other fund, whether for depreciation or for repairing, improving extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares or for special dividends or equalizing dividends or for any other purpose whatsoever, and to transfer any such fund or part thereof to any of the other funds herein mentioned.
- (45) To adopt such means of making known the business of the Company or of any company in which this company may be interested as may seem expedient, and, in particular, by advertising in the press, radio, television, and cinemas, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by establishing competitions and granting prizes, rewards, premia and donations.

- (46) To establish, provide, maintain and conduct or otherwise subsidies in India or in any part of the world, educational and training institutions, research laboratories and experimental workshops for scientific and technical research and experiments, to undertake and carry on scientific and technical researches, experiments and tests of all kinds; to promote studies and researches, both scientific and technical, investigations and inventions by providing, subsidizing, endowing, or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing or contributing to the remuneration of scientific or technical professors or teachers and by providing for the awards or scholarships, prizes grants to students or otherwise; and generally to encourage, promote and regard studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on, and to enter into any arrangement with Government or any other party in India or elsewhere for the aforesaid purposes.
- (47) To aid, pecuniarily or otherwise, any association, body or movement having an object for the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
- (48) To sell, improve, manage, develop exchange, lease, mortgage, enfranchise, dispose off, turn to account or otherwise deal with all or any part of the property and rights of the Company.
- (49) To distribute (but not by way of dividend) all or any of the property of the Company amongst the members in specie or kind at the time of its winding up.
- (50) To do all or any of the above things, in any part of the world either as principals, agents, , contractors, or otherwise, and either by or through agents, sub-contractors, trustees or otherwise, and either alone or along with others.
- (51) To do all and every thing necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of

the powers herein-before set forth, either alone or in association with other corporate bodies, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of, connected with the aforesaid businesses or powers or any part or parts thereof, provided the same be not inconsistent with laws of the Union of India.

- (52) To do all such other things as are incidental or conducive to the attainment of the before-mentioned objects or any of them and so that the various objects specified shall be regarded as independent objects and in no wise restricted by reference to the name of the Company or to the business or objects contained in any other paragraphs hereof.

(C) OTHER OBJECTS OF THE COMPANY NOT INCLUDED IN (A) AND (B) ABOVE

- (1) To carry on and engage in the business of supplying steel, gas, electricity, water and to provide for a fee or otherwise all other factory services including that of labour management, plant, and factory management, etc.
- (2) To supply water and for this purpose to sink wells and shafts and to make, build and construct, lay down and maintain reservoirs, waterworks, watercourses, canals, ponds, cisterns, culverts, filter beds, main and other pipes and appliances and to execute and do all other works and things necessary or convenient for obtaining, storing, selling, delivering, measuring, converting or using for creation and reserve of power and distributing water.
- (3) To carry on all or any of the businesses of engineers, iron, brass and other metal founders, machinists, tool makers, wire drawers, tube, pipe - and tank manufacturers, moulders, metallurgists and metal workers, fitters, millwrights, galvanisers, jappaners, electroplaters and enamellers.
- (4) To carry on business as fitters, tool makers, brass and other metal founders, metal workers, moulders, millwrights, rod millers, machinists, wire drawers, tube, pipe and

tank manufacturers, smiths, gas makers, welders, electroplaters and the like and in that context to manufacture, buy, sell, exchange, install, work, alter, improve, prepare for market, import or export and otherwise deal in all kinds of plant, machinery and equipment, apparatus, tools, utensils, substances, materials and things necessary or convenient therefore.

- (5) To manufacture and deal in electrical machinery and apparatus of all kinds, including wireless apparatus and electric lamps.
- (6) To carry on the business of general manufacturers and to manufacture, buy, sell and deal in apparatus, machinery, materials and articles of all kinds, in connection with the objects of the company.
- (7) To own, prospect for, explore, acquire by lease, licence, purchase or otherwise, open, work develop and maintain, clay and sand pits, slate, stone and lime-stone quarries, coal mines, copper mines and mineral, mineral oil, nitrate and mining properties of all kinds and to conduct the business or working and getting therefrom clay, sand, quarriable substances, coal, copper, oil, nitrates and minerals of all kinds.
- (8) To manufacture, prepare and treat quarriable and mineral substances or products of all kinds obtained as aforesaid for sale or use or for manufacturing, building or any other purposes or processes and to manufacture therefrom every kind of product.
- (9) To explore, prospect, take on lease or on royalty basis or otherwise acquire mines, mining rights and lands or any interest therein and to quarry, mine, dress, reduce, draw, export, caline, smelt, refine, manufacture, process and otherwise acquire, buy, sell and otherwise dispose off and deal in all types, qualities and descriptions of ores, metal and mineral substances.
- (10) To purchase, construct, build, maintain, charter, affreight, hire and let out for hire or for chartering and affreightment and to otherwise obtain the possession of and carry on, use and dispose of and employ or turn to account railways, tramways, wharves, piers, docks, ships, lighters, launches, boats and vessels of all kinds, locomotives,

wagons and other rolling stock, and otherwise provide for the conveyance of property of all kinds and to purchase or otherwise acquire any shares or interest in any railways, tramways, wharves, ships, vessels or rolling stock or in any companies possessed of or interested in the same.

- (11) To cultivate, grow, produce and deal in any vegetable products and to carry on all or any of the businesses of farmers, dairymen, milk contractors, dairy farmers, millers, purveyors, and vendors of milk, cream, cheese, butter, poultry and provisions of all kinds, growers of and dealers in, corn, hay and straw, seeds men, and to buy, sell and trade in any goods which are usually traded in any of the above businesses or any other businesses associated with the foregoing or other interests of the Company.
- (12) To carry on business as Promoters of Companies, Corporations and Associations, Underwriters, Financiers, Shroffs, Selling Agents, Brokers, Commission Agents and Traders in Stocks, Shares, Securities, Debentures, Bonds and all other forms of investments, loans, deposits, etc.
- (13) To acquire, erect, construct, establish, maintain, improve, manage, alter, carry on, control or work and contribute towards acquisition, erection, construction, establishment maintenance, improvement, management, alteration, carrying on, controlling and working of cotton mills, jute mills, woollen mills, sugar mills, flour mills, paper mills, rayon mills, nylon mills, aluminium mills, copper mills, soap mills, cement factories, cosmetic factories, electric works, engineering works, chemical factories, tobacco factories, mines of coal, buxite and aluminium, navigation works, tea gardens, synthetic product works, cable works, silk mills, iron and steel factories, manufacture machinery tools, spare parts and machineries of all types, leather works, rubber factories, aqueducts, refineries, inceptants, oil mills, works for manufacturing, preparing, processing and fabricating products of all descriptions and also to work as growers and cultivators of jute, cotton, tea, coffee, rubber and all products of the soil.
- (14) To undertake the custody and warehousing of merchandise, goods and materials and to provide cold-storage and other special storage facilities.

- (15) To carry on business as financiers, commercial agents, mortgage brokers, financial agents and advisers.
- (16) To carry on business as insurance brokers and agents in respect of all classes of insurance including marine, fire, accident, burglary, workmen's compensation, indemnity and motor.
- (17) To act as stockists, commission agents, manufacturers' representatives or Agents, selling and purchasing agents, distributors, brokers, trustees, attorneys and subject to the provisions of the Companies Act, 1956, Secretaries and Transfer agents for any other company, firm, corporation or persons.
- (18) To act as consulting engineers and to carry on the business of mechanical, metallurgical, mining, chemical, electrical and civil engineering including in particular the work of selling, erecting, installing, operating, maintaining and repairing all types of plant, machinery and equipment.
- (19) To carry on business as house, land and estate agents and to arrange or undertake the sale, purchase of, advertise for sale or purchase, assist in selling or purchasing and find or introduce purchasers or vendors of, and to manage lands, building, and other property whether belonging to the Company or not, and to let any portion of any premises for residential, trade or business purposes.
- (20) To carry on the trades or business of manufacturers of and dealers in explosives, ammunition, fireworks and other explosive products and accessories of all kinds and of whatsoever composition and whether for military, sporting, mining or industrial purposes or for pyrotechnical display or for any other purpose after obtaining necessary licence from the Government in respect thereof .
- (21) To carry on business as timber merchants, saw-mill proprietors and timber growers, and to buy, sell, grow, prepare for market, import, export and deal in timber and wood of all kinds, and to manufacture and deal in articles of all kinds, in the manufacture of which timber or wood is used, and to buy, clear, plant, and work timber estates.

- (22) To carry on business as printers, lithographers, binders, and publishers.
- (23) To amalgamate with any other company having objects altogether or in part similar to those of this Company.
- (24) To distribute among the members of the Company in kind any property of the Company and in particular any shares, debentures, debenture-stock or securities of other companies belonging to this Company or of which this Company may have the power of disposing, in the event of winding up of the Company.
- (25) To remunerate officials and servants of the Company and other out of the profits of the Company or otherwise as the Company may think fit.
- (26) To undertake any advisory, secretarial, accountancy, clerical or similar work.
- (27) To manufacture, acquire, produce, use, sell and supply gas and electricity for lighting, heating or power purposes and to deal with, manufacture and render saleable all residual products obtained in the manufacture of gas.

AND IT IS HEREBY DECLARED THAT:

- (i) The objects incidental or ancillary to the attainment of the main objects of the Company as aforesaid shall also be incidental or ancillary to the attainment of the other objects of the Company herein mentioned.
- (ii) The word 'Company' (Save when used with reference to this Company) in this Memorandum shall be deemed to include any partnership or other body or association of persons whether incorporated or not and wherever domiciled.
- (iii) The objects set forth in each of the several clauses of the paragraph III hereof shall have the widest possible construction and shall extend to any part of the world. Nothing in this paragraph shall authorize the Company to do any business which may fall within the purview of Banking Companies Act, 1949, or the Insurance Act, 1938.

IV. The liability of the members is limited.

V. The Authorised Share Capital of the Company is Rs. 25,00,00,000/- (Rupees Twenty Five Crores) divided into 22,50,00,000 (Twenty Two Crores Fifty Lakh) equity shares of the face value of Rs.1/- (Rupee One) each and 2,50,000 (Two Lakh Fifty Thousand) Preference Shares of the face value of Rs. 100/- (Rupees One Hundred) each with power to increase or reduce the capital, to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company and the legislative provisions for the time being in force in that behalf.

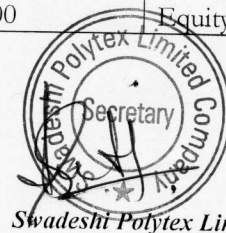


Swadeshi Polytex Limited.

We, the several persons whose names and addresses are subscribed, 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:-

Name of Subscribers.	Addresses, Descriptions and Occupations of Subscribers.	No. of shares taken by each subscriber,	Name address, Description and Occupation of witness
1. SHRI S.JAIPURIA M.P. SD/- S. Jaipuria	Son of Seth Mungturam Jaipuria Swadeshi House, Kanpur. Merchant.	100	Witness to all the Signatures.
2. SHRI B.P. KHAITAN SD /- B.P. Khaitan	Son of Late R.B. Naurangrai Khaitan. IB, Old post Office Street, Calcutta. Solicitor & Notary Public.	100	Sd/ S.R. Bhaw - singhka
3. SHRI R.P. NEVATIA. SD /- R.P. Nevatia	Son of Shri Kanhayalal Nevatia "Pitale Prasad", 85, Worli Sea Face, Bombay. Industrialist.	100	<div style="display: flex; align-items: center; justify-content: center;"> <div style="font-size: 3em; margin-right: 10px;">}</div> <div style="text-align: center;"> <p>SITARAM BHAWSINGHKA</p> <p>SON OF LATE SHRI MAMRAJ BHAWSINGHKA</p> <p>SECRETARY</p> <p>SWADESHI COTTON MILLS CO.LTD.</p> <p>KANPUR</p> </div> </div>
4. RAI AMARNATH AGARWAL SD /- A. Agarwal	Son of Late Rai Radha Rawan. 202, General Cariappa Road, Agra Cantt. Businessman.	100	
5. SHRI R. CHAUDHURI. SD / R. Chaudhuri	Son of Late Shri J. Chaudhuri 34, Ballygunge Circular Road, Calcutta. Barrister-at- Law	100	
6. SHRI B. MALIK SD /- B. Malik.	Son of Shri Chandra Sekhar Malik. 23, Muir Road, Allahabad. Ex. Chief Justice. Allahabad High Court.	100	
7. DR. RAJARAM JAIPURUA SD /- R.R. Jaipuria.	Son of Seth Mungturam Jaipuria. Swadeshi House, Kanpur, Merchant.	100	
Total		700	Equity Shares

Dated the 13th day of March, 1970.



Swadeshi Polytex Limited.