

Certificate of Registry

OF THE

Memorandum and Articles of Association

OF THE

JAM SHRI RANJITSINGHJI SPINNING AND WEAVING MILLS COMPANY LIMITED

Under Act No. VI of 1882 of the Legislative Council
of India.

*I Certify that the above COMPANY has been
incorporated with limited liability, and that it has
been this day duly registered pursuant to the provisions
of the abovenamed Act.*

Dated at Bombay, this 15th day of August 1907.

*Sd/- illegible
Registrar of Joint Stock Companies
BOMBAY*

No. 258/TA/I.



(Section 18 [1] of Companies Act 1956)

**CERTIFICATE OF REGISTRATION OF ORDER OF COURT
CONFIRMING ALTERATIONS OF OBJECTS**

The Jam Shri Ranjitsinghji Spinning & Weaving Mills Company Limited having by special resolution altered the provisions of its Memorandum of Association with respect to its objects and such alterations having been confirmed by an order of HIGH COURT OF JUDICATURE AT BOMBAY bearing date the 13th Day of March, 1970.

I hereby certify that certified copy of the said order together with the printed copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Bombay this TWENTIETH, day of AUGUST One Thousand Nine Hundred and SEVENTY.



Sd/-
(N. M. SHAH)
Asstt. Registrar of Companies
Maharashtra, Bombay.

No. 258/TA



(Section 18 [1] of Companies Act 1956)

**CERTIFICATE OF REGISTRATION OF ORDER OF THE
COMPANY LAW BOARD WESTERN REGION BENCH
CONFIRMING ALTERATIONS OF OBJECTS**

The Jam Shri Ranjitsinghji Spinning & Weaving Mills Company Limited having by special resolution altered the provisions of its Memorandum of Association with respect to its objects and such alterations having been confirmed by an order of THE COMPANY LAW BOARD, WESTERN REGION, BOMBAY IN COMPANY PETITION NO. 128 (17) CLB/WR OF 1985 bearing dated the 5th Day of September 1985.

I hereby certify that certified copy of the said order together with the printed copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Bombay this THIRTIETH day of
DECEMBER One Thousand Nine Hundred and EIGHTY FIVE.



Sd/-
(R. V. DANI)
Asstt. Registrar of Companies
Maharashtra, Bombay.

MEMORANDUM OF ASSOCIATION

OF

THE JAM SHRI RANJITSINGHJI SPINNING & WEAVING MILLS COMPANY LIMITED

1. The name of the company is “**THE JAM SHRI RANJITSINGHJI SPINNING AND WEAVING MILLS COMPANY LIMITED**”.
2. The Registered Office of the Company will be established in the Presidency of Bombay.

3A. THE OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE THE FOLLOWING:

- (1) To carry on the business of combing , preparing, spinning, weaving , manufacturing, bleaching, dyeing, printing, selling buying, and otherwise dealing in yarn, linen, cloth, and other goods and fabrics made from raw cotton, flax, jute, wool, and other materials;
- (2) To purchase, comb, prepare, spin, dye, bleach and deal in cotton, staple, flax, hemp, jute, wool, cotton, silk and other fibrous substances, yarn and other products and to weave or otherwise manufacture , buy, sell and deal in raw cotton, yarn, staple fiber, silk wool, jute, flax, hemp and other fibrous substances , yarn and other products and to weave or otherwise manufacture, buy, sell and deal in raw cotton , yarn, staple fiber, silk, wool, jute, flax, hemp and other fibrous substances and products and garments and dresses and in linen, cloth and other goods fibrous and materials
- (3) To set up, establish, acquire or take on lease or otherwise any textile mill, factory or workshop necessary for the textile mill
- (3a) ******To carry on the business in the field of real estate, to acquire, buy, sell, take on lease, give on lease or otherwise deal in or dispose of immoveable property of all kinds, to deal in and develop lands, to erect, construct, build or to obtain on rental basis or give on rental basis any buildings, residential dwellings and colonies, office, commercial and industrial buildings, factories, mills, IT parks, SEZs, resorts, hotels, motels, restaurants, foods centers, cineplexes, multiplexes, family entertainment centers, amusement parks, shopping malls supermarkets, retail shopping centers, showrooms, car parks and parking for vehicles used in transport and logistics business, warehouses, cold storages facilities and other facilities and services required in the field of transport and logistics
- (4) To purchase, resell, exchange and repurchase, mortgage, let out on lease or for hire in India or elsewhere machinery, engines, plant and materials also raw cotton , jute, wool, silk, hemp and other fibrous articles and things and also any patent for or license for the user any invention instruments, or appliances, or for the exercise of any method or process useful

****** Clause 3a inserted vide Special Resolution passed in AGM held on 26.12.2018.

for the Company's business and generally to purchase, take on lease or in exchange, hire or otherwise acquire, mortgage, let on lease or for hire any movable or immovable property and any rights which may be deemed necessary or convenient for the purpose of the Company's business;

B. INCIDENTAL OBJECTS WHICH THE COMPANY IS AUTHORIZED TO DO :

- (5) To purchase or contract for in any part of India or elsewhere for immediate or future delivery kapas, raw cotton, raw staple fibre, wool, silk, hemp, jute, rugs, yarn and cloth of various fibres, natural and synthetic and other fibrous articles and all stores and materials, chemicals and things necessary or useful for spinning, ginning, weaving, manufacturing dyeing, printing and bleaching purposes; also all machinery, plant, stores, materials and stores, materials and things necessary or useful for the purposes of the Company; and if deemed expedient by the Directors, to sell back, resell or to send for sale to any part of India or elsewhere, for immediate or future delivery or on consignment basis or otherwise, all or any of the abovementioned articles, goods, machinery plant, materials, produce, metals and things and prepare all or any of the articles mentioned hereinabove;
- (6) To generate, produce, accumulate and distribute electricity for the purposes of the business of the Company, to construct establish, operate and maintain power stations, employing all sources of energy and to do all such things as may be required in connection therewith and to use, manufacture and to put up apparatus, and instruments for generation, production, accumulation, distribution, supply and employment of electricity for carrying out the main objects of the Company;
- (7) To acquire by purchase or lease or otherwise any lands or estate or any interest therein or any beds, springs or place which may seem to the Company capable of supplying salt, brine or other raw materials substances suitable or required for the purposes of the Company and to explore, search for, dig, win, work and develop the same and to manufacture salt and other raw materials and chemical products and to deal in sell and dispose of the same and execute and do all other works and things necessary or convenient for working, obtaining, storing, selling and manufacturing salt, brine and other raw materials and chemical products;
- (8) To purchase, take on lease or otherwise acquire for the purposes of the Company any estates, lands, buildings, easements and other interest in real estate and to sell, let on lease or otherwise dispose of or grant rights over any real property belonging to the Company;

- (9) To purchase or otherwise acquire erect, maintain, re-construct and adapt any buildings, offices, workshops, mills, plant, machinery, accessories and other things found necessary or convenient for the purposes of the Company and also to extend the business of the Company by adding to, altering, enlarging all or any of the buildings, mill premises and machinery for the time being the property of the Company; on all or any of the lands for the time being the property or in possession of the Company and by expending from time to time such sums of money as may be in the opinion of the Directors or expedient for the purpose of improving, adding to, altering, repairing and maintaining the buildings and machinery property for the time being of the Company or by purchasing acquiring or taking on lease the business, goodwill and property of any private spinning or weaving mills or any manufactory situate in India or elsewhere or any concern having similar objects as those which the Company is authorised to carry on or by amalgamating with or purchasing the business, goodwill, property and assets of any person or persons or one or more joint stock company or companies carrying on or doing business similar to which the Company is authorised to carry on;
- (10) To sell, improve, manage, develop, lease, mortgage or otherwise dispose of or deal with the whole or any part of the undertaking, business and property of the Company for such consideration as may be thought fit and in particular for a rent or rents or shares, debentures, debenture stock or other obligations of any other company, and to promote and form any company intended to to purchase, take on lease or in anywise deal with any property or rights of the Company and to sell anything made or produced by the Company or which it may be considered will help the Company in its business or in which it may be considered desirable that the Company shall be interested and to subscribe absolutely or subject to any conditions or contingency for or acquire in anyway any share or obligation of such company;
- (11) To purchase take on lease or in exchange hire or otherwise acquire any movable property and any privileges which the Company may think necessary or expedient for the purposes of its business and in particular inventions, privileges, monopolies, licences, concessions or processes and the like and any other rights or powers conferring any exclusive or non-exclusive or limited rights to use any secret or other information as to any invention available for use in connection with any of the objects of the Company;
- (12) To enter inter partnership or into any arrangement for sharing profits, amalgamation, union of interests, co-operation, joint adventure, reciprocal concession or otherwise with any person, firm or company carrying on engaged in or about to carry on or

engage in any business or transaction which this Company is 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 undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the Company and to place take or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, hold, release with or without guarantee or otherwise deal with the same;

- (13) To give all descriptions of guarantee and in particular to guarantee the principal and interest of and any premium which may become payable on any mortgage, debentures, debenture-stock or other obligations and the dividend on and the return either with or without any premium of the capital paid on any shares;
- (14) To hold all any shares or obligations acquired by the Company or to sell or reissue the same with or without guarantee or to distribute them or any other assets of this Company in kind upon a division of profits or distribution of capital among the members and in case of any cash, shares or obligations receivable upon any sale or amalgamation, to arrange in case at the time of any such sale or amalgamation the shares of this Company shall be of different classes for the distribution of any proceeds of sale in any manner authorised by or under the provisions of the Articles of Association of the Company for the time being;
- (15) To give any officers servants or employees of the Company shares or interest in the profits of the Company's business or any branch thereof and whether carried on by means or through the agency of any subsidiary company or not and for this purpose to enter into any arrangement the Company may think fit;
- (16) To pay all preliminary expenses of any company promoted or formed by the Company or any company in which this Company is or may contemplate being interested including such preliminary expenses all or any part of the costs and expenses or property acquired by the Company and to remunerate any person or company for service rendered in placing or assisting to place or subscribing or agreeing to subscribe, whether absolutely or conditionally for procuring or agreeing to procure subscription whether absolutely or conditionally for any of the shares, debentures or debenture-stock or other obligations of or for any other services in or about the promotion of or the issue of the capital or obligations of this or any other company or the conduct of the business of this or any other company and to grant to any person or company subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions as aforesaid on option

to require the Company to issue to him or it or his or its nominee or nominees further shares in the Company at not less than par, or other debentures or debenture-stock or other obligations of the Company at any price and also to pay any cost of winding any company the whole or any portion of the property of which is acquired by the Company and also expenses attending the issue of any circular or notice and the printing, stamping, and circulating of proxies and forms to be filled up by members of this Company;

- (17) To enter into arrangements with any authority, municipal, local or otherwise or any corporations, companies firms or persons that may seem conducive to the Company's objects or any of them and to obtain from any such authority, corporation, company, firm or person any contracts, rights, privileges and concessions which the Company may think desirable;
- (18) To procure the incorporation, registration or other recognition of the Company in any country state or place and to establish and regulate agencies for the Company's business and to apply or join in applying to any Parliament, local, municipal or authority or body, Indian, British, colonial, or foreign for any acts of Parliament, laws, decrees, concessions, orders, rights or privileges that may seem conducive to the Company's objects or any of them and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests;
- (19) To make any experiments in connection with any business of the Company and take out or otherwise acquire, by original application or otherwise, any trademarks, letters patent or patent rights or the like and to use, exercise, develop, grant licences in respect of, sell, dispose of or otherwise turn to account any trade mark, patents, patent or other rights, licences or other interests for the time being held or acquired by the Company;
- (20) To provide for the welfare of the employees and ex-employees of the Company including the directors and ex-Directors of the Company and the wives, widows and families of such persons by building or contributing to building or chawls or by payment of money, pensions, gratuity, allowances, bonus or other payments or by creating and from time to time subscribing to Provident and other Funds and by providing or subscribing towards schools, places of instruction and recreation and hospitals, dispensaries, medical and other attendances and other assistance as the Company shall think fit and to form, subscribe to and otherwise aid benevolent, religious scientific, national or other institutions or objects which shall have any moral or otherwise any claim to support or aid by the Company by reason of its operation or otherwise.

- (21) To subscribe or guarantee money for any national international, political, charitable, scientific, benevolent, educational, public, general or other useful object, association, activity, exhibition or trade show or for any purpose whatsoever which may be or may appear to be conducive directly or indirectly to the furtherance of the objects of the Company or the interests of its members. To become members of or to enter into any arrangements of or to enter into any agreements with any institution association or company (and in particular the Bombay Textile Research Association) carrying on or to be formed for the purpose of carrying on research and other scientific work or investigation in connection with the textile trade or industry or other traders or industries allied therewith or necessary thereto or any other work or investigation tending or likely to benefit the Company directly or indirectly and for such purpose to take or otherwise acquire shares in any such institution association or company and to contribute or subscribe towards the capital or funds of or otherwise aid and promote the interests of such interest of such institution association or company;;
- (22) To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, extending or maintaining any of the property of the Company or for any other purpose conducive to the interests of the Company;
- (23) To place to reserve or to distribute as dividend or bonus among the member or otherwise to apply as the Company may from time to time think fit any moneys received by way of premium on shares or debentures issued at a premium of the Company and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares or from unclaimed dividends.
- (24) To issue all or any part of the capital of the Company at par or premium or as fully or partly paid up and to distribute any of the property of the Company among the members in specie, but that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law;
- (25) To erect, maintain, alter, extend, purchase and sell factories, warehouses, engine-houses, tanks, chawls and other buildings in Sholapur and elsewhere in India;
- (26) To purchase or acquire the goodwill or any business or any interest in any mill or business of a similar nature or kindred in character to or with those of this Company and to

amalgamate in whole or in part effect any other arrangements with other companies partnerships or persons;

- (27) To borrow or raise money or loans for the purposes of the Company by promissory notes bills of exchange hundies and other negotiable or transferable instruments or by mortgage or by debentures or debenture-stock perpetual or otherwise charged upon all or any of the Company's properties (both present and future) including its uncalled capital or in such other manner as may be deemed expedient and to take money on deposit at interest or otherwise and to lend money to customers and other having dealings with the Company and to guarantee the performance of contract by any such person;
- (28) To open current or fixed accounts with any Bank or bankers, shroff or merchant and to pay into and draw money from such accounts;
- (29) To make advances upon or for the purchase of raw materials, goods, machinery, stores or other articles required for the purposes of the Company;
- (30) To invest surplus funds of the Company from time to time in Government securities or in other securities as may from time to time be determined by the Directors and from time to time to sell or vary all such investments and to execute all assignment transfers receipts and documents that may be necessary in that behalf;
- (31) To do anything by this Memorandum of Association authorised in any part of the world and as principal, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others;
- (32) And generally to do all and everything which is or may be in anyway considered incidental or conducive to the carrying into effect of all or any of the objects of the Company and to carry out the same or any of them either on account of the Company alone or in conjunction with any other company, corporation, person or persons.

C. THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE :

- (33) To carry on business as manufacturers of garments and dresses, bleachers and dryers, ginners and pressers and makers and manufacturers of vitriol, bleaching and dyeing materials and other chemicals;

- (34) To carry on the business of manufacturers of and dealers in chemicals, chemical compounds (organic and inorganic) in all forms and chemical products of any nature and kind whatsoever and all by products and joint products thereof;
- (35) To produce, manufacture, prepare, refine, treat, cure, refine or subject to any process, purchase, sell, export, import, or otherwise deal in chemicals of all kinds including acids, alkalis, salts, manures, fertilisers, dyes, vat and other dyestuffs, paints and intermediates, caustic soda, soda ash, dry ice and catchu;
- (36) To carry on business as chemical engineers, analytical chemists, imports, manufacturers of and dealers in heavy chemicals, acids, alkalis, petro chemicals, chemical compounds, chemicals of all kinds (solid, liquid and gaseous) dyestuffs, intermediaries, textile auxiliaries, cellophanes, colours, dyes, paints, varnishes, vat and other organic dyestuffs, chemicals, auxiliaries, disinfectants, insecticides, fungicides, deodorants, sizing and bleaching materials;
- (37) To exploit, refine, treat, and render merchantable and for use natural deposits of sulphur, salt, brine, natron, soda, kieselguhr, nitrates, fluoride and other chemical substances and to manufacture therefrom by electronic metallurgic and other forms of plant and process, every kind of chemical and other products and by products and deal in the same;
- (38) To manufacture, produce, refine, prepare, import, export, purchase sell and generally deal in all kinds of glass and fire glass, and all kinds of articles and things made or prepared of or from glass;
- (39) To manufacture produce and sell wide and unlimited range of appliances, for the commercial, industrial, domestic, defence and other uses such as electric irons, heaters, water geysers, electric ovens, cooking ranges, hot plates and other home and domestic appliances;
- (40) To subscribe absolutely and subject to any conditions of contingency for or purchase or acquire in any way shares, stock, debenture debenture-stock and other obligations of any other company;
- (41) To lend money with or without security and to subsidise, assist and guarantee the payment of money by or by the performance of any contract, engagement or obligation by any persons or companies, and in particular customers of the Company or any person or company with whom the Company may have or intend to have business relations.

(ix)

*42. To carry on business as importers, exporters, traders, representatives, dealers, stockists, distributors of industrial, commercial, agricultural, scientific and domestic goods, materials, articles and merchandise and plant, machinery and equipment of all kinds in connection therewith.

*43. To purchase, take or give on lease, or in exchange or otherwise acquire real estates, houses, buildings, hereditaments of any description and interest therein. Also to deal in the same and develop, construct, erect, improve, renovate, repair, alter, pull down, decorate, maintain, furnish any land/estate. To act as dealers, brokers, agents in real estates, either solely or jointly with others.

4. The liability of the shareholders is limited.

**5. The Authorized Share Capital of the company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 75,000 (Seventy Five Thousand) Equity Shares of Rs. 1000/- each and 2,50,000 (Two Lakhs Fifty Thousand) Preference Shares of Rs.100/- each.

The Company has power from time to time, to increase or reduce its capital and to divide shares in the capital for the time being into other classes and to attach thereto respectively such preferential, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf.”

*Altered by addition of new sub-clauses No.42 & 43 under Sub- Clause No.3 C as per the order dated 5th September 1985 of the Company Law Board Western Region Bench, Bombay under Section 17(1) of the Companies Act, 1956.

** The existing Clause 5 was substituted by a new Clause 5 pursuant to Consolidation of Equity Shares from Rs.10/- each to Rs.1000/- each w.e.f. 22nd February, 2019, the Record Date for the purpose of Consolidation, vide Special Resolution passed at the Annual General Meeting held on 28th September 2017 and Order of the National Company Law Tribunal dated 13th November 2018.

(X)

We the undersigned several persons whose names and addresses are subscribed are desirous of being formed 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.

Names of shareholders	Address	No. of shares	Witness
Naranji Dwarkadas by his constituted attorney Murarji Narotam.	Dariav Mahal, Bombay	Fifty	J. K. Parulker
(Chatrabhuj Morarji)	Malabar Hill	25	M. D. Oza
Morarji Narottam.	Whiteaway Laidlaw Bldg. Fort	50	Haridas Girdhar
Lalji Naranji	Cloth Market	50	M. D. Oza
Hirachand Ramchand Gandhi	Sholapur	40	N. V. Godbole
Harkisandas Ramji	Bombay	10	Narsey Narotam
Balkrishna Sitaram Kamat Servadkar	244 Rasta Peth, Poona	25	S. V. Dani
(Narayandas Topan)	Bazargate, Fort	10	Lalji Naranji
(Gopal Kalyanji)	"	8	M. D. Anuzha
(Narayandas Kalyanji)	"	7	M. D. Anuzha
Chunilal D. Saraiya	Indian Specie Bank Ltd.	5	Lalji Naranji
(Valchand Lalchand Gandhi)	Bombay	7	Illegible

Dated this day of 19

Cet