

THE COMPANIES ACT 2013
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
GINNI FILAMENTS LIMITED

- I. The Name of the Company is **GINNI FILAMENTS LIMITED**.
- II. The Registered Office of the Company will be situated in Uttar Pradesh.
- III. The objects for which the Company established are as follows :

(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE :

1. To carry on business as exporters, manufacturers, processor, importers, dealers, buyers, and sellers of polymide, polyester, rayon, polypropylene multifilament yarn, Acrylic fibre. Acetate curpramonium fibres, blends, synthetic fibres, man-made fibres, or in general of any fibres, filaments, yarns and fabrics (whether textiles, felted, looped or otherwise) manufactured and/or processed from any base whether organic, inorganic, or compounds or mixtures thereof by physical, chemical or other process of treatment now prevalent or as may be devised in future, and of spinning, blending, combing, weaving, knitting, bleaching, processing, dyeing, printing making or otherwise turning to account any other finished articles thereof.
2. To acquire by purchase, lease exchange or otherwise, lands, buildings and hereditaments of any tenure or description and any estate or interest therein any rights over or connected therewith, and to develop and turn to account the same and in particular by preparing and laying out buildings sites, and by constructing, reconstructing, buildings, garages, bungalows, flats, factory premises, selling the same on ownership basis or otherwise pulling down, altering improving, decorating, furnishing, fitting up and maintaining residential premises, flats, houses, bungalows, cottages , hotels, lodging and boarding houses, guest houses, cinema and opera houses, factories warehouses, shops, sheds and other structures and by consolidating or connecting or sub-dividing properties, and by leasing, subleasing, mortgaging, renting out and disposing of the same and to manage the lands,



buildings and other property , whether belonging to the Company or not and collect rents and other income and to supply to tenants, occupiers light, waiting rooms, reading rooms, meeting rooms, lavatories, refreshment rooms and other conveniences, amenities and advantages.

3. To design, develop, manufacture, purchase, sale, distribute, import, export or otherwise deal in all kinds of hardwares, software, equipment systems, machinery and services in the area of electronics, computers, hardware, software, their applications and all related items used in information Technology, Telecommunications etc.
4. To establish and run Computer centres either directly or indirectly through licensees or franchisees both in India and outside India, to set up Software Technology parks and other establishments relating to Information Technology to offer consultancy, data processing and other services in the area of electronics, computers and their applications especially for internet, Multimedia, e-commerce, Telecommunications etc. to industrial business and other customers.
5. To set up and run schools, colleges and institutions for imparting education or training in Computers, Management, Engineering, Hardware, Software and other areas relating to information Technology, Electronics, Telecommunications etc.
6. To carry on the business of manufacturers, processors, producers, purchasers, sellers, blenders, makers, researchers and dealers in cosmetics ,Hygiene and health care products, non prescribed drugs, wet and dry wipes, face masks, coverall, masks, Abdominal pads, bath towels. Bandages, Gauzes, Gowns. Mits and other textile products for hospital, patient care, medical and surgical applications, food preservative and additives, perfumes, scents, gels, sprays, nail polish, fragrances, powders, lavenders, tooth pastes, tooth powder, hair oils, herbals, creams, Gel, ayurvedic and intermediates, toilet preparations, soaps their raw materials & all allied items.



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

1. To borrow or raise money and to secure their payment in such manner as the Company shall think fit and to issue debentures or debenture stocks, bonds, obligations, and their securities of all kinds and to frame, constitute and secure the same, as may seem expedient, with full power to make the same transferable by the delivery or by instrument of transfer or otherwise and either perpetual, terminable and either redeemable or otherwise and to change to secure the same by trust deed or otherwise, on undertaking to the Company or upon any specific property and rights, present and future of the Company (including if thought fit, uncalled capital) or otherwise howsoever.

(a) To borrow or raise money with or without security and / or by the issue or sale of any bonds, mortgages, debentures, or debenture stocks of the Company, whether perpetual or otherwise and to devote any money so raised to any of the objects of the Company and to advance and lend money and assets of all kinds upon such terms as may be arranged.

(b) Manufacturing the chemicals, dyestuff, equipments, washing, bleaching and dyeing materials, raw-materials, packing materials and all other requisites needed for all or any of the above purposes and of the by-products which can be conveniently produced therefrom and to buy, sell, import, export, distribute, trade, stock, barter, exchange, pledge, make advances upon speculate, enter into forward transactions or otherwise deal in all or any of the foregoing.

(2) To acquire and undertake the whole or any part of the business, goodwill, property and liabilities of any person of Company carrying on any business which this company is authorized to carry on or possessed of property suitable for the purpose of the Company.

(3) To build, acquire by concession; grant, purchase, barter, lease, licence or otherwise, either absolutely or conditionally and either alone or jointly with others as contractors or otherwise any lands, buildings, machinery, plant, works, conveniences and other movable and immovable property of any

description, patents, trade marks, concessions, privileges and other rights for the objects and business of the Company and to construct maintain and alter any buildings or works necessary or convenient for the purpose of the Company and to pay for such lands, buildings, works, property or rights or any other property and rights, purchased or acquired by or for the Company either by shares, debentures, or debenture stocks, bonds or other securities of the Company or by case or otherwise and to manage, develop, sell, let on lease or for hire or otherwise dispose of or turn to account the same at such time or times and in such manner and for such consideration as may be deemed proper or expedient and to reclaim, cultivate lands and develop the resources thereof by draining, clearing, planting or manuring or otherwise

- (4) To establish and support or aid in the establishment and support of associations, institutions, funds trusts and conveniences calculated to benefit employees or ex-employees of the Company or the dependents or connections of such persons and to grant pension and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or Benevolent objects or for any public, general or useful object, but not intended to save any political cause or purpose.
- (5) To establish or promote or concur in establishing or promoting any Company or Companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or any other purpose of which may seem to benefit this Company and to underwrite, subscribe for otherwise acquire all or any part of the shares, debentures or other Securities of any such other Company.
- (6) To pay for any rights or property acquired by the Company, to remunerate any person or Company by cash payment or by allotment of shares, debentures or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business.

- (7) To lease, let out on hire, mortgage, pledge, sell or otherwise dispose of the whole or any part of the undertaking of the Company or land, business, property, rights or assets of any kind of the Company or any share or interest herein respectively in such manner and for such consideration as the Company may think fit and in particular for shares, debentures or securities or any other objects altogether or in part similar to those of the Company.
- (8) To land money and negotiate loans, to draw, accept, endorse, issue, discount, buy, sell and deal in bill of exchange, promissory notes, bonds, debentures, coupons and other negotiable instrument and securities to form, promote subscribe and assist Companies, syndicates and firms of all kinds, to give any guarantee for the payment of money or the performance of any obligation or undertaking, to undertake and execute any trust to acquire, improve, manage work, develop, exercise all rights in respect of lease and mortgages and to sell, dispose of, turn to account and otherwise deal with, property of all kinds and in particular land, building, concessions, patents, business concerns and undertakings and generally to carry on and undertake any business, undertaking transaction or operation commonly carried on or undertaken by promoters, financiers, commissionaires, contractors and merchants, provided that the Company shall not carry on the business of banking as defined under the Banking Regulation Act, 1949.
- (9) To acquire from any person, firm or body corporate whether in India or elsewhere, technical information, know how processes, engineering manufacturing and operating date plants, lay-outs and blue prints useful for the design, erection and operation of plant required for any of the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.
- (10) To amalgamate, enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint adventure or reciprocal concessions, or for limiting competition with any person or

Company carrying on or engaged in or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in, or which can be carried on in conjunction there with or which is capable of being conducted so as to benefit the Company.

- (11) As permissible under the Companies Act, 2013, to distribute in specie or otherwise if the Company shall be wound up, as may be resolved, any property or assets of the Company or any proceeds of sale or disposal of any property or assets of the Company including the shares, debentures or other securities of any other Company formed to take over the whole or any part of the assets or liability of the Company but so that no distribution amounting to a reduction of capital be made except with the sanction, if any, for the time being required by law.
- (12) To carry on any business or branch of a business which this Company is authorized to carry on by means or through the agency of any subsidiary Company or Companies, and to enter into any arrangement with any such subsidiary Company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary Company or guaranteeing its liabilities, or to make any other arrangements, which may seem desirable with reference to any business or branch so carried on, including power at any time either temporarily or permanently to close any such business or branch and to appoint directors or managers of any such subsidiary Company.
- (13.) To carry on the business or trade of stores suppliers, advertising agents, consultants, financiers, guarantors, representatives, insurance agents, Company promoters, merchants, exporters, "importers, hoteliers, agents, distributors, underwriters, landed proprietor, builders, contractors and suppliers of goods to government and other public and private bodies, shroffs department, store operators, publishers, guarantee brokers, carriers by land and. water, charterey, news paper owners, whar-fingers, warehousemen. commission agents, forwarding and other agents, marine, fire and other insurers, muccadums and brokers, painters, printers and cold storage keepers and to manage, supervise or control, or take part in the management, supervision, or control of the business or operation of any Company or undertaking, and for their purpose to appoint and remunerate any directors,

accountants, or other experts. or agents.

- (14.) To carry on the business of manufacturers of and dealers in plastic tubes and tyres, nylon tyre cords, Metallic cops and tubes, automobile tyre and tubes, cycle tyre and tubes 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, rubber containers and rubber lined vessel, tanks, equipments, electric products, shoe products and parts thereof ethyl rubber products and parts, toys, insulation materials and all other blown molded, formed, extruded calendered and dipped goods and articles.
- (15.) To export, import, buy, sell, barter, exchange, pledge, make advance upon, invest in otherwise deal in gold, silver, bullion, stocks, shares, securities, vanaspati, oil, food grains seeds and articles, produce and merchandise of all kinds and description either ready or for forward delivery as permissible by the objects of the Company.
- (16.) To own, work, erect, install and otherwise to handle or deal in spinning mills, or and other factories for pressing, ginning, carding, combing, scording, mixing, tap making, processing, twisting throwing, printing, bleaching, dyeing or finishing raw silk, waste silk, cotton, flax, jute hemp, wool, mohair hessian, linen or and other, textiles of any description and kind.
- (17.) To manufacture all kinds of electrical conductors and insulated wires for power generation transmission and distribution, to manufacture, deal, trade, export and import machines and plants, equipments and accessories for manufacture of electrical conductors and transformers, insulated wire and electrical equipments and to do all kinds of business in all varieties of electrical conductors, cables, insulated wire and other equipment.
- (18.) To carry on business as timber merchants, sawmill proprietors and timber growers and to buy, sell grow, prepare for market, manipulate import, export, and deal in timber and wood of all kinds and to manufacture and deal in veneers, veneer products, veneer for tea chests, packing cases and commercial boards, papers, decorative veneer, laminated boards, composite boards, compressed boards, pressed boards, hard boards, chip boards, bent wood, moulded wood and articles of all kinds in the manufacture of which timber or wood is used.
- (19.) To manufacture, brew, distill, process, dehydrate, can, package, buy, sell, and deal in confectionery, dry and preserved fruits, juice,

vegetables, packing materials, bread, flours, biscuits, backing materials, beer, wines, alcohol and molasses, vanaspati, ghee, vegetable oils, processed food products, ice, ice-cream, candy, milk and milk products, sweets and all other eatables and by-products including fish, prawns and other produce of water and to carry on the business of manufacturers and dealers in and operators of vessels, siphons, gas filters, bottles, apparatus, appliances, and receptacles of all kinds for manufacturing, improving, treating, preserving, fining, aerating, mineralising, bottling and discharging any liquid whatsoever.

(20.) To carry on business as exporters, manufacturers, importers, buyers and sellers of and dealers in all chemicals, basic, intermediate or otherwise.

(21.) To carry on the business of manufacturing, buying, selling, exchanging, converting, altering, importing, processing, twisting, or otherwise handling or dealing in rayon yarn, namely viscose, filament rayon, continuous filament rayon or artificial silk yarn, acrylic fibre, polyvinyl alcohol fibre including all synthetic fibre or fibres whatsoever.

(22.) To carry on the business of manufacturers or dealers in hirers, repairers, cleaners, runners, charterers, stores and warehousemen, of motor cycles, cars, motors, scooters, cycle, tractors, trucks, three wheelers, bicycles, ships, and carriages, lifts, forklifts and handling equipment, launches, boats, vans, aeroplanes, helicopters, hydroplanes, hovercrafts and other conveyance of all descriptions.

(23.) To cultivate, plant, bring, buy, sell, prepare, convert, treat or manipulate in any manner all kinds of tobacco leaves, jute, cotton, hemp, tea, lac, coffee, rubber, sugarcane, dal, oilseeds vegetable products, foodgrains, plants and all other products of the soil.

(24.) To search for, crush, wind get, quarry, reduce, smelt, calcine, refine, dress, amalgamate, manipulate, and prepare for market, ferrous and nonferrous metal, ore, quartz, metal and mineral substance of all kinds including oil and to carry on any other prospecting, mining and metallurgical operations and to work mines or quarries and to search for, get work, process calcine, raise, crush, smelt, manufacture, make merchantable, sell or otherwise deal in iron, coal, coal tar, stone, cement, lime, lime stone, chalk, clay, bauxite, soap stone, ores, metals, mineral oil, precious and other stones deposits, products and all other kinds of by-products thereof and generally to carry on the business of mining in all its branches.

(25.) To carry on in India or elsewhere the business of mechanical engineers,

iron masters and manufacturers, processors, fabricators, drawers, rollers and re-rollers of steel and non-ferrous metals, shaftings, bars, rods, flats squares from scrap, billets and ingots.

(IV) THE LIABILITY OF MEMBERS IS LIMITED.

(V) The Authorised Share Capital of the Company is Rs. 94,28,50,000 (Rupees Ninety Four Crore Twenty Eight lakh Fifty Thousand only) comprising of 9,42,85,000 (Nine Crore Fourty Two lakh Eighty Five Thousand) Equity Shares of Rs. 10 (Rupee Ten) each, with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the Capital of the Company and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company and the Companies Act, 2013."

*(Amended vide Special Resolution passed by the members of the Company on 18th December, 2020 by means of Postal Ballot.)

** (Amended vide special resolution passed by the members of the Company in 38th AGM on September 28, 2021)

We, the several persons whose names and addresses are subscribed below are desirous of being formed into Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Equity Shares in the Capital of the Company set opposite our respective names.

Names Addresses, descriptions and occupations of subscribers	Number of Equity Shares taken by each subscriber	Name, Addresses, Descriptions and occupations of witnesses
<p>JUGAL KISHORE BHAGAT S/o Shri Kalicharan Bhagat 12/1, Pritoria Street, Calcutta Occupation : Business</p>	<p>100 (One Hundred)</p>	
<p>GAJANAND BHAGAT S/o Late Gouri Shankar Bhagat 15, Shib Thakur lane, Calcutta Occupation : Business</p>	<p>100 (One Hundred)</p>	
<p>RAJ KUMAR SHARMA S/o Late Prabhodayal Joshi 11, Shib Thakur lane, Calcutta Occupation : Business</p>	<p>100 (One Hundred)</p>	<p>Witnesses for all the Signatories RAMESH CHANDRA GARG S/o Shri B.L Garg 1/2/5, Talpubur Road Calcutta :700010 Occupation : Service</p>
<p>PRAMOD KUMAR KOTHARI S/o Shri Sumermal Kothari 7, Hare Street (4th Floor), Calcutta Occupation : Serivce</p>	<p>100 (One Hundred)</p>	
<p>SUMIT NARAYAN GHOSAL S/o Shri B.L. Ghosal 31, Dr. Sarat Banerjee Road, Calcutta Occupation : Serivce</p>	<p>100 (One Hundred)</p>	
<p>SURENDRA NATH BANERJEE S/o Late Sarat Chandra Banerjee 143A, Vivakananda Road, Calcutta</p>	<p>100</p>	

Occupation : Service VISHWAMBHARLAL JOSHI S/o Shri Brahmanand Joshi 20/A, Braunfeld Row, Calcutta Occupation : Service	(One Hundred) 100 (One Hundred)	
Total	700 (Seven Hundred)	

Calcutta, Dated the 8th day of July, 1982




