

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**MAFATLAL INDUSTRIES LIMITED**

- I. The name of the Company is 'Mafatlal Industries Limited'.
- II. The Registered Office of the Company will be situated in Ahmedabad, India.
- III. The objects for which the Company is established are :-
  - (1) To carry on all or any of the business following :-Cotton spinners and doublers, wool silk, flax, jute and hemp spinner and doublers, linen manufacturers, cotton flax, hemp, jute and wool merchants, wool combers, worsted spinners, woolen spinners, and yarn merchants, worsted stuff manufacturers, bleachers, and dyers and makers of vitriol, bleaching and dyeing materials and to purchase and sell, comb, prepare, spin, dye and deal in flax, hemp, jute, wool, cotton, silk and other fibrous substances and to weave or otherwise manufacture, buy and sell and deal in linen, cloth and other goods and fabrics whether textile, fringed, knitted or looped add to supply power.
  - (2) To work spinning and weaving mills, cotton mills, jute mills and mills of any other description and for any other purpose and to maintain, erect and work, ginning factories, founderies and manufacturers of every kind of goods and merchandise and to erect, maintain and work presses for pressing merchandise into bales. To erect warehouses, tanks, chawls, or other buildings and to erect such machinery, engines, apparatus, and works thereon as may be necessary for the purposes of the Company and to sell or mortgage all or any portion of the same as. may be thought desirable.
  - (3) ~~To buy or contract for or sell in Nadiad, Ahmedabad, Bombay, and the whole of British Dominions or the Native States of India or Egypt or America or elsewhere in the whole world raw cotton, waste droppings, fly, silk, wool, Jute, hemp and other fibrous articles (necessary or useful for dyeing).~~
  - (3) *(a) Providing to assist the individuals, companies, bodies corporate, firms or Public Sector Undertakings or local government bodies or State Governments or Central Government including Defense Department or Local Bodies or any other government services related to Information Technology (IT), Information Technology Enabled Services (ITES) and non-Information Technology (Non-IT) areas including production, supply, services, system integration of products and development, business consultancy, application (App) development, tele call support, all type of marketing services including social media marketing, digital media marketing, mobile marketing, video conferencing, video creation, and training services, training and execution in computer hardware, software, networking services and facilitate the rural development department by providing services and consultancy in executing smart governance projects, establishing strong and smart governance, smart city projects, mobile governance services, citizen services, solid or any other waste management services, taxation support services.*

- (b) *To carry on the business in and out of Indian of providing Data Center centric mission-critical infrastructure management solutions, network connectivity and information technology (IT) services, colocation, hosting services, cloud computing infrastructure, regular backup, server load balancing, remote backup, managed IT services like messaging, shared Hosting, network and security, Storage, virtualization, managed voice services, telecom services, technology integration services and applications integration services, public, private and hybrid cloud platforms, data center operations & management and infrastructure as a service (IaaS), Platform as a Service (Paas) and disaster recovery (DR) as services, to carry on the business of design, implementation and maintenance of IT services across data centers, network and security, service desks, command centers, hosted contact centers or in any other form and to conduct, sponsor or otherwise participate in training & development programs in respect of any of the objects of the Company and for spreading or imparting the knowledge and use of data centers, & IT services including the publication of books, journals, bulletins, study / course materials, circulars and news-letters; and to undertake the business as principal, partners, agents, distributors, franchise holders, through franchisees or otherwise for trading or dealing in data center, IT product and render related services.*
- (c) *To manufacture, purchase, sell, develop or otherwise transfer, lease, import, export, hire, license, use, dispose of, operate, fabricate, construct, distribute, assemble, design, charter, acquire, market, recondition, work upon or otherwise, generally deal in any electronic, electrical, mechanical and electromechanical product, machine, apparatus, appliance, custom products, merchandise, systems, software procedure, peripheral products, computers, tabulators, data processing machines and systems and components thereof, web based applications, tracking devices, tracking applications, geofencing, geotagging, surveillance products, artificial intelligence based hardware and software, electronic calculators, electric and electromechanical accounting systems, terminal products and systems, machines for registering, data preparation, recording, perforation, tabulating, sorting printing, typewriting, products which possess an internal intelligence for recognition and correlating any type of data or information to be processed, recognition and memory systems, optical scanning machine, transmission lines, transmission equipment, terminals, copying, reproducing and distributing machines, digital signing, protecting and disbursing equipment, machines for facsimile reproduction, facsimile transmission and word processing, facilities and accessories and devices of all kinds to deal in manufacturing and service machines, devices, software and goods of all kinds.*
- (d) *To carry business of advisory, consultancy, staff augmentation, call centers, customer contact centers and to provide voice, email and chat-based customer contact service centers.”*
- (4) *To gin Kapas, and to spin, weave, manufacture, dye, print and bleach raw cotton, waste, droppings, fly, silk, wool, Jute, hemp and other fibrous articles and all materials and things*

necessary or useful for dyeing, printing and bleaching purposes, and prepare yarn cloth bleached or unbleached and other fabrics and thinning of what nature or kindsoever and to sell in Ahmedabad or send for sale to any part of India or elsewhere to any country whatever all or any of the above mentioned fabrics, articles and things and also to sell the same and on credit and for future delivery.

(5) To extend the business of the Company by purchasing, acquiring or leasing any private spinning or weaving mill or any other manufacture either private or belonging to Joint Stock Companies for the time being, situate in Ahmedabad or elsewhere in India and the property, business and goodwill appertaining thereto respectively.

~~(6) To extend the business of the Company by adding to, altering or enlarging, all or any of the buildings, Mill factories, premises and machinery for the time being the property or in the possession of the Company; also by erecting new or additional buildings on all or any of the lands for the time being the property or in the possession of the Company, and also by expanding from time to time such sums of money as may be necessary or expedient for the purposes of improving, adding to, altering, repairing and maintaining the buildings, machinery and property for the time being of the Company:~~

*“(6) To extend the business of the Company by adding to, altering or enlarging, all or any of the buildings, Mill factories, premises and machinery for the time being the property or in the possession of the Company; also by erecting new or additional buildings on all or any of the lands for the time being the property or in the possession of the Company, and also by expanding from time to time such sums of money as may be necessary or expedient for the purposes of improving, adding to, altering, repairing and maintaining the buildings, machinery and property for the time being of the Company. To Purchase in any part of India or elsewhere from any country whatever any machinery, plant, stores and other articles for the use of the Company for all or any of the purposes of the Company and to remove all or any of the machinery, plant and stores of the Company for the time being in or upon any lands, buildings or premises of the Company to other lands, buildings or premises wheresoever situate of the Company and-from time to time to sell and dispose of all or any portion of the machinery, plant and stores of the Company.”*

~~(7) To purchase in Ahmedabad or in any other part of India or elsewhere from any country whatever any machinery, plant, stores and other articles for the use of the Company for all or any of the purposes of the Company and to remove all or any of the machinery, plant and stores of the Company for the time being in or upon any lands, buildings or premises of the Company to other lands, buildings or premises wheresoever situate of the Company and from time to time to sell and dispose of all or any portion of the machinery, plant and stores of the Company.~~

*“(7) To carry on the business of marketing, advertising, promoting, manufacturing, trading, importing, exporting technical textiles made of all materials, consumer healthcare products, hygiene products, healthcare equipment, home care products, sanitizer, medical consumables, glycerine based products, personal care products, baby care products, feminine care products, adult care products and Incontinence, animal care products, surgical products including disposables, hospital furniture, hospital uniforms, surgical drapes and all kind of hospital drapes and consumables.”*

- (8) To undertake the payment of all rent and the performance of covenants, conditions and agreements contained in and reserved by any lease that may be granted or assigned to or be otherwise acquired by the Company and to purchase the reversion and eversions or otherwise acquire the freehold or fee simple of all or any part of the lease-hold land and buildings for the time being the property or in the possession of the Company.
- (9) To sell, lease, mortgage or exchange the whole or any part of the property whether movable or immovable of the Company for the time being.
- (10) To make advances for the purchase of raw materials, goods, machinery, stores and other articles required for the purposes of the Company in such manner as may be deemed expedient with or without security of what nature or kindsoever.
- (11) To lease, let or assign all or any part of any of the lands, buildings, property and effects of the Company as may from time to time be deemed expedient or conducive to the interests of the Company.
- (12) To carry on the business of iron-founders, mechanical engineers and manufacturers of agricultural implements and other machinery implements, tool-makers, brass founders, metal workers, mill wrights, machinists, iron and steel converters, smiths, woodworkers, buildings, gas-makers, farmers, printers, to buy, sell, manufacture, repair, convert, alter, let on hire, and deal in machinery implements, rolling stock, and hardware of all kinds and to carry on all other business (manufactured by or otherwise) which may seem to the Agent Sheth Mafatlal Gagalbhai or the Company capable of being conveniently carried on in connection with the above or otherwise calculated directly or indirectly to enhance the value of the Company's property and rights for the time being.
- (13) To carry on at Nadiad or Ahmedabad and elsewhere the business of a steam and general laundry and to wash, clean, purify, scour, bleach, wring, dry, iron, colour, dye, disinfect, renovate and prepare for use of articles of wearing apparel household, domestic and other linen and cotton, silk and woollen goods and manufacturers and clothing and fabrics of all kinds and to buy, sell, hire, manufacture, repair, let on hire, alter, improve, treat and deal in all apparatus, machines, materials and articles of all kinds which are capable of being used for any such purposes.
- (14) To carry on the business of manufacturers of bricks, tilespipes, pottery earthenware, china and tera cotta and ceramicware of all kinds and to carry on the business of and manufacturers of and dealers in artificial stone whether for building, paving or other purposes.
- (15) To provide clean, comfortable and inexpensive accommodation to workmen and others and in connection therewith to afford to such persons facilities and convenienceat cheap rates for washing, bathing, cooking and to open kitchens etc. at the expense of the Company for the said purpose.
- (16) To carry on the business of mill and other kinds of store suppliers and keepersboth wholesale and retail and to transact all and every kind of Agency business.
- (17) To purchase, take on lease, or otherwise acquire, any mines, mining rights and metalliferous land in British India, or in the Native States of British India and elsewhere in the whole world and any interest therein and to explore, work, exercise, develop and turn to account the same and to crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate and

prepare for market or metal and mineral or chemical substances of all kinds, to buy and sell all things connected with the above objects and to construct all works needed for the same.

- (18) To carry on business as timber merchants, saw-mill proprietors and timber or cotton growers and to buy, sell, grow, prepare for market cotton and wool of all kinds to and to buy, lease or acquire in any way building and lands, plant trees, prepare crops, buy implements.
- (19) To start and provide from the insurance moneys to be set apart from the profits of and otherwise of the Company special fire insurance funds against injury or damage to or loss of property of the Company and to insure the property of the Company in any insurance Companies whatever.
- (20) To carry on business as proprietors of plots and lands and to let on lease or otherwise apartments or plots therein and to provide for the tenants and occupiersthereof all necessary conveniences.
- (21) To receive money, securities and valuable of all kinds on deposit at interest or for custody and generally to carry on the business of a safe deposit Company.
- (22) To accumulate capital from profits of the Company for any of the purposes of the Company and to appropriate the same or any of the Company's assets either conditionally or unconditionally to specific purpose at the instance of the Agent ShethMafatlal Galalbhai or the Company itself.
- (23) To indemnify the Members, Officers, Directors, Agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done or ordered or caused to be done by them for and in the interest of the Company.
- (24) To carry on in Nadiad, Ahmedabad and elsewhere wherever possible the business of an electric stores power or light Company in all its branches and in particular to construct, laydown, establish, fix and carry out all necessary cables, wires, lines accumulation lamp works, stores and to generate, accumulate, distribute and supply electricity and to light cities, towns, streets, markets, buildings and places both private and public and to carry on the business of electricians, electric engineers and contractors, mechanical engineers, suppliers of electricity for the purpose 'of light, heat; motive power or otherwise and manufacturers of and dealers in all apparatus and things required for or capable of being used in connection with the generation, distribution, supply accumulation and employment of electricity.
- (25) To supply the town or suburbs or buildings, etc., in the city and suburbs of Nadiad and the neighbourhood thereof with water and to carry on the business of a water works Company in all its branches, to sink well and shafts and to make, build and construct, lay down and maintain reservoirs, water-works, cisterns, culverts, filterbeds, main and other pipes and appliances and to execute and do all other works or things necessary or convenient for obtaining, storing, selling, delivering, measuring and distributing water or otherwise for the purposes of the Company.
- (26) To formally acquire and take over as a going concern the property in Nadiad and suburbs of the NadiadSwadeshi Mills Company (in compulsory liquidation) finally sold at public auction on the 5<sup>th</sup> September 1912 for Rs. 6,26,000 by the District Judge of Ahmed a bad to Sheth Mafatlal Galalbhai the prime shareholder and sole and exclusive manager of this Company, for and on behalf of this Company sale of which was confirmed on 7<sup>th</sup> September 1912, and all or any of the assets and liabilities of the said Sheth Mafatlal Galalbhai in connection with

the said sale and with a view thereto to enter into the agreement and documents of sale, etc, with the Official Liquidators and the Trustees of the Debentureholders of the said NadiadSwadeshi Mills in conformity with the conditions of sale under which the said Company's properties were purchased and any legal or proper orders passed thereunder by the District Judge of Ahmedabad and to carry the same into effect with or without modification.

(27) To appoint the firm of Messrs. Mafatlal Chandulal and Company of which the present Chief Member is Sheth Mafatlal Gagalbhai or whatever member or members that firm may for the time being, consist of and notwithstanding any change that may take place by addition of new partners or by the death or retirement of any partner from time to time the sole Managing Agents being all through Sheth Mafatlal Gagalbhai or his heirs or assigns during his and their respective life or lives or such nominees, or persons whom he or they should choose to appoint as Managing Agents and with such powers as they like, to be the Agents of the Company until they resign upon the terms of agreement annexed herewith or with all such modification as may be settled on between Sheth Mafatlal Gagalbhai and the Company.

(28) The said Sheth Mafatlal Gagalbhai, his heirs, executors, administrators and assigns or his or their nominees, etc., shall at all times be the sole Managing Agents of the Company the other partners and their heir, executors, administrators, and assigns being entitled to only their respective shares to the commission as may be fixed upon by their partnership agreements entered or to be entered into with them.

(29) To enter into, execute and carry into effect the arrangement made between the Company and Sheth Mafatlal Gagalbhai, Mr. C. Shorroch, Sheth Chandulal Acharatlal and Sheth Manilal Gagalbhai their respective heirs, executors, administrators and assigns for securing to each of them severally and independently of each other direct from the Company, their respective shares in the Agency Commission ,in consideration of Sheth Mafatlal Gagalbhai floating and working the Companies as Agent and the remaining three in floating and otherwise assisting the Company into coming into existence, etc., and to purchase the property of the NadiadSwadeshi Mills Company (in liquidation) and to execute agreements with each of the above said four persons in the form set forth in Annexures A and B hereto with such modifications as may be agreed to between the Company and the above-named four persons.

**1. Sheth Mafatlal Gagalbhai**

**2. Mr. C. Shorroch**

**3. Sheth Chandulal Acharatlal**

**4. Sheth Manilal Gagalbhai**

(30) To enter into, execute and carry into effect the arrangement made between the Company and each of the depositors hereinafter mentioned for securing to them their respective heirs, executors, administrators and assigns their respective shares in the Agency Commission in consideration of the monetary assistance rendered by the said depositors for floating the Company to enable the Company to purchase the property of the NadiadSwadeshi Mills Company (in liquidation) and to execute agreements with each of the said depositors agreements in the form set forth in Annexure C hereto with such modifications as may be agreed to between the Company and the said depositors.

Name	Shares Commissions
Parikh Jeshingbhai Ujamshi	1/16
Momna Chandbhai Mahomadbhai	1/32
BaiMathuri widow of Parikh Chunilal Vrajbhukhandas	3/64
Patel Chandulal Madhavlal	3/128
Parikh Govindlal Maganlal	1/64
Vakil Mulchandbhai Asharam	1/64
Shah Mohanlal Khemchand	1/64
Parikh Jethalal Premanand	1/64
Gordhandas Hargovandas	1/64
Parikh Ratilal Ujamshi minor by his Parikh Govindlal Maganlal	1/128
Patel Natvarlal Bapalal minor by his maternal grand father Shivilal Kahandas	1/128
Soni Chhotalal Chunilal	1/128
Soni Pitamberdas Chunilal	1/128
Desai Jeshangbhai Nathubhai	1/128
Parikh Ratilal Chandulal Jeshangbhai minor by his mother Sobhagvahu	1/128
Patel Kalidas Jethabhai	1/128
Patel Chunilal Laldas	1/128
Parikh Chhotalal Damodardas	1/128
Parikh Amratlal Dalsukhbhai	1/128
Dalal Vadilal Acharatlal	1/128
Shah Nanshah Mansukhram	1/128
Shah Nathalal Kalidas	1/128
Tarkas Girdhardas Nathubhai	1/128
Shah Nansha Kalidas	1/128
Patel Dalsukhram Hemchand	1/128
Shah Vadilal Sarabhai	1/128
Patel Bhogilal Chhagulal	1/128
Patel Bhogilal Malukchand	1/128
Patel Ramdas Bhagawandas	1/128
Parikh Jethabhai Girdhar (Umreth)	1/128
Selat Vrajlal Bhaishanker	1/128
Patel Narotamdas Lallubhai	1/128
Parikh Jekishandas Ishwardas	1/128
Parikh Premanand Narandas	1/128
Parikh Bapalal Pitamberdas	1/128
Shah Motilal Nanabhai	1/128
Desai Dunganbhai Jijibhai	1/128
Patel Chandulal Balakhidas	1/128
Patel Vrijbhukhandas Sankalchand	1/128
Parikh Vrijvalvdas Umedram	1/128
Patel Harikishandas Sankalchand	1/128
Mr. H. Harwood	1/128
Mr. F. B. Straton Patel	1/128
Maneklal Chamanlal	1/128
Minor Parmukhlal Gebilal by his next friend his Mother BaiDhiraj	1/128
Girdharlal Uttamram	1/128
Chandulal Chamanlal	1/128
Jeshangbhai Kalidas	1/128

- (31) To pay Sheth Mafatlal Gagalbhai as preliminary expenses all expenses incurred by him for the purchase of the NadiadSwadeshi Mills Company Limited from the District Court and for the formation of this Company as well as its documents, deeds, agreements etc. including all the necessary legal expenses already incurred or to be hereby and hereafter likely to be incurred in connection with the preservation, establishment, etc., of the rights of the Company as well as all the expenses incurred or likely to be incurred in and for its working till the date of registration.
- (32) To carry on any other concern or business whether manufacturing, selling, purchasing etc., or otherwise, which may seem to the Agent Sheth Mafatlal Gagalbhai or to the Company capable of being conveniently carried on in connection with the above or caiculated directly or indirectly, remotely or proximately to enhance the value of or render profitable any of the Company's business, rights or dividend earning powers.
- (32A) To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare, or the uplift of the public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "Programme of rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural .area which the Directors consider it likely to promote and assist rural development, and that the words "rural area" shall include such areas as may be regarded as rural areas under Section 35CC' of the Income-tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion in order to implement, any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any public Institutions or Trusts or Funds as the Directors may approve.
- (32B) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing, undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers, etc. or for organising lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting, or assisting any institution, fund, trust, etc, having any one of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the. Company to or in favour of any Public or Local Body or Authority or Central or State Government or any public Institutions or Trusts or Funds as the Directors may approve.



~~(33) To acquire and undertake the whole or any part of the business, property and liabilities of any Company, firm or person carrying on any business or businesses which the Company is authorised to carry on or possessed of property suitable for the purpose of the Company.~~

*“(33) To acquire and undertake the whole or any part of the business, property and liability of any company, firm or person carrying on any business or businesses which the Company is authorised to carry on or possessed of property suitable for the purpose of the Company. To enter into any type of scheme for reorganising the business and structure of the Company including merger, demerger, any other scheme of arrangement for reorganising.”*

(34) To apply for, purchase, or otherwise acquire, any patents, brevets, inventions, licenses, concessions and the like conferring any exclusive or non-exclusive or limited rights to use or 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, exercise, develop or grant licenses in respect of or otherwise to account the property, rights or information so acquired.

(35) To enter into partnership or agreement for sharing profits, union of interests, co-operation, joint adventure, reciprocal concession or otherwise, with any person or Company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit this Company and to lend money to, guarantee the contracts of or otherwise assist, any such Company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.

(36) To take or otherwise acquire and hold shares in any other person, firm or Company having objects altogether or in part similar to those of this Company or capable of being conducted so as directly or indirectly to benefit this Company.

(37) To enter into any arrangements with any authorities local boards, municipalities, State, Native and Foreign, Governments, British or Foreign or any authorities, supreme or otherwise that may seem conducive to the Company's objects or any of them, and to obtain from any such State, Governments or Authorities any rights, privileges and the concessions which the Agent Sheth Mafatlal Gagalbhai or the Company may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(38) To establish and support or aid in the establishment and support of association, 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 pensions, donations, grants 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.

(39) To promote any Company or Companies for the purpose of acquiring all or any of the property and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit the Company.

(40) Generally to purchase, take on lease, or in exchange, hire, or otherwise acquire, any real or personal property and any rights or privileges which the Agent sheth Mafatlal Gagalbhai or the

Company may think necessary or convenient for the purpose of its business and in particular any land, buildings, easements, machinery, plant and stock in trade.

- (41) To construct, maintain and alter any buildings or work necessary or beneficial for the purposes of the Company and to lay out land for building purposes and to build' on, improve, let on building leases, advance money to persons building on, and otherwise develop the same, in such manner as may seem expedient to Agent Sheth Mafatlal Gagalbhai for the advancement of the Company's interests.
- (42) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be thought fit by Sheth Mafatlal Gagalbhai or by the Company.
- (43) To lend, deposit or advance money, securities and property to such persons, firms or Companies, limited or otherwise and on such terms as may seem expedient and in particular to customers, sellers and other persons dealing with the Company and to guarantee the performance of contracts by any such persons.
- (44) To amalgamate with any other Company having objects altogether or in part similar to those of this Company.
- (45) To distribute any of the property of the Company in specie among the members.
- (46) 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 debenture or debenture-stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future) including its uncalled capital, and to purchase, mortgage, redeem or pay off any such debentures or securities.
- (47) To purchase or otherwise acquire, on such terms and in such manner as the regulations of the Company from time to time provide any shares in the Company's capital.
- (48) To remunerate any person, firm 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 debenture, debenture-stock or other securities of the Company or in or about the formation or promotion of the Company or the conduct of its business or any Company or Companies under the objects herein before or hereinafter mentioned.
- (49) To draw, make, accept, endorse, discount, execute, issue, deal in promissory notes, bills of exchange, bonds, debentures, bills of lading, warrants, debentures and other negotiable or transferable instruments securities or documents.
- (50) To transact all kinds of agency business.
- (51) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, debentures or securities of any other Company having objects altogether or in part similar to those of this company.
- (52) To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of interest and by granting prizes, rewards and donations.
- (53) To sell, improve, manage, develop, exchange, lease, mortgage, enfranchise, disposeoff, turn to account or otherwise deal with all or any part of the property and rights of the Company.

- (54) To do all or any of the above things in any part of the world as principal, Agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with other persons, firm or Companies, either independent or of the ownership or partnership of the Agent Sheth Mafatlal Gagalbhai.
- (55) To do all such other things as are incidental or conducive to the attainment of the above objects.
- (56) And it is hereby declared that the word Company in this clause shall be deemed to include any partnership or other body of persons, whether incorporated or not and domiciled in British India, the United Kingdom of Great Britain, Ireland and Scotland or the rest of the British Dominions or elsewhere and the intention is. that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph be in no wise limited or restricted by or in reference to or inference from the terms of any other paragraph of the name of the Company.
- \* (57) To carry on business of manufacturing, producing, assembling, dealing in or trading in (including import & export of) all types of clothing and fashion accessories and articles including rain wear, winter wear, footwear, sanitary wear, sportswear, all types of student accessories and useful articles, all types of stationery including books, all types of paper, plastic & fabrics products, all types of things, material and accessories, related to education, sports, medicinal services or other usages, made of any materials.
- \* (58) To carry on business of manufacturing, producing, assembling, dealing in or trading in (including import and export of) all types of Commodities including agro and metal commodities, home and other furnishings, furniture articles made of any type of materials including studded, carved, antiques, man made or otherwise, all types of instruments, equipment and materials useful for hospital and/or medical services, hardware products and materials including building materials, and all other components and metal and wooden products and for that purpose to buy and any such products or articles and to manufacture and any components, products or articles as may be necessary for the said purpose.
- \* (59) To deal in all types of forward contracts and derivative products in commodities, domestic and foreign currencies including cross currency and interest swaps allowed for trading in domestic and international market, dealings/trading in/of all types of commodities including physical delivery and trading.

IV. The liability of the members is limited.

V. "The Authorised Capital of the Company is Rs. 100,00,00,000 {Rupees One Hundred Crores} divided into 1,00,00,000 {One Crore} Shares of Rs. 100 {Rupees one hundred} each with power to increase or decrease the capital of the Company or to decrease the number of shares or to increase or decrease the face value of the shares in accordance with the Act in force from time to time. The shares in the capital for the time being whether original or increased may be divided into several classes with any preferential, special qualified or deferred rights, privileges or conditions attached thereto.

Amendments made in terms of the Ordinary Resolution passed at the Annual General Meeting of the Company held on 8th August, 1992 as per the provisions of Section 97 of the Companies Act, 1956.

The original Capital of the Company was Rs. 3,25,000/- divided into 1,300 Ordinary Shares of Rs. 250/-each. Thereafter by a Resolution passed at the Extra Ordinary General Meeting held on 9th August, 1940, the Capital was subdivided into 2,600 Ordinary Shares of Rs. 125/-each. At the same Meeting a sum of Rs. 16,25,000 was capitalised out of Undivided profits of the Company standing to the credit of Reserve Fund and the capital was raised to Rs. 19,50,000/- divided into 15,600 Ordinary Shares of Rs. 125/- each. By a Resolution passed at the Extra Ordinary General Meeting of the Company held on 15th August, 1948, a sum of Rs. 19,50,000/- being a part of the Undivided profits of the Company standing to the credit of Reserve Fund was further capitalised by the creation of 15,600 Ordinary Shares of Rs. 125/-each and thus the Capital of the Company was raised to Rs. 39,00,000/- divided into 31,200 Ordinary Shares of Rs. 125/- each .

By a Resolution passed at the Extra Ordinary General Meeting of the Company held on 27th December, 1957, a sum of Rs. 13,00,000/- being part of the Undivided profits of the Company standing to the credit of General Reserve was further capitalised by the creation of 10,400 Ordinary Shares of Rs. 125/- each and thus the Capital was raised to Rs. 52,00,000/- divided into 41,600 Ordinary Shares of Rs. 125/-each. By a Resolution passed at the Extra Ordinary General Meeting of the Company held on 27th October, 1960, the Scheme of Amalgamation between the ShorrockSpg. & Mfg. Co. Ltd. and the Company was sanctioned by the High Court of Gujarat and in view of the said Scheme of Amalgamation the Authorised and Subscribed Capital of the Company was increased from Rs.52,00,000/-to Rs.70,28,125/-by the creation of 14,625 Ordinary Shares of Rs. 125/-each. And these shares were allotted to the holders of the Ordinary Shares in the ShorrockSpg. & Mfg. Co. Ltd, in the proportion,of one such share for every two shares held in the said Shorrock Spg. & Mfg. Co. Ltd.

\* Amendments made in terms of the Special Resolution passed on 14th August, 2015, passed by the shareholders through postal ballot, with requisite majority.

By a Resolution passed at the Extra Ordinary General Meeting of the Company held on 13th October, 1961, a sum of Rs. 28,11,250/- was capitalised out of the amount standing to the credit of Share Premium Account' by the creation of 22,490 Ordinary Shares of Rs, 125/- each and thus the Capital of the Company was raised to Rs. 98,39,375/- divided into 78,715 Ordinary Shares of Rs. 125/- each.

By a Resolution passed at the Extra Ordinary General Meeting held on 23rd September 1963, a sum of Rs. 14,05,625/-was capitalised out of the amount standing to the credit of Share Premium Account by creating 11,245 Ordinary Shares of Rs. 125/- each. At the same Meeting it was decided to issue 40 shares for cash consideration to round off the Capital of the Company to Rs. 1,12,50,000/- and number of Shares to 90,000. These 40 Shares were sold through Stock Exchange, Ahmedabad, at best available market price. By a Resolution passed at the Fifty-fourth Annual General Meeting held on 30th April 1966 a sum of Rs. 12,50,000/- was capitalised out of the amount standing to the credit of 'Share Premium Account' by the creation of 10,000 Ordinary Shares of Rs. 125/- each and thus the Capital of the Company was raised to Rs. 1,25,00,000/- divided into 1,00,000 Ordinary Shares of Rs. 125/- each.

By a Resolution passed at the Extra Ordinary General Meeting held on 30th September 1967 a sum of Rs. 1,25,00,000/- representing the aggregate of the balance standing to the credit of the Share Premium Account a sum of Rs. 38.93,000.89 P. and an amount of Rs. 86,06,999.11 P. out of the balance standing to the credit of General Reserve No. 1, was capitalised by the creation of 1,00,000 Ordinary Shares of Rs. 125/ - each and thus the Capital of the Company was raised to Rs. 2,50,00,000/- divided into 2,00,000 Ordinary Shares of Rs. 125/- each.

As per Resolution passed by the Shareholders at their Meeting held on 23rd January, 1971; the Scheme of Amalgamation of M.G. Investment&Industrial Co. Ltd. with this Company was sanctioned by the High Court of Gujarat and in view of the said Scheme of Amalgamation 4,020 Ordinary Shares of Rs. 125/- each of the Company credited. as fully paid-up were allotted to the holders of the Ordinary Shares of Rs. 100/- each in M.G. Investment& Industrial Co. Ltd., in the proportion of two such Shares of Rs. 125/- each in the Company for every five Shares of Rs. 100/- each held by them in M. G. Investment & Industrial Co. Ltd. and the Issued, Subscribed and Paid-up Capital was increased to Rs. 2,55,02,500/- divided into 2,04,020 Ordinary Shares of Rs. 125/- each.

As per Resolution passed by the Shareholders at their Meeting held on 28th March, 1973, the Scheme of Amalgamation of Mafatlal Gagalbhai& Co. Pvt. Ltd., with this Company was sanctioned by the High Court of Gujarat and in view of the said Scheme of Amalgamation, 2,02,100 Ordinary Shares of Rs. 125/- each of the Company credited as fully Paid-up were allotted to the holders of the Ordinary Shares of Rs. 100/- each in Mafatlal Gagalbhai& Co. Pvt. Ltd., in the proportion of one such Share of Rs. 125/- in the Company for every one share of Rs. 100/- held by them in Mafatlal Gagalbhai& Co. Pvt. Ltd., and the Issued, Subscribed and Paid-up Capital was increased to Rs. 5,07,65,000/- divided into 4,06,120 Ordinary Shares of Rs. 125/- each. Further in terms of the said Scheme of Amalgamation and as per the Order of the High Court of Gujarat, the Issued, Subscribed and Paid-up Capital of the Company was reduced from Rs. 5,07,65,000/-divided into 4,06,120 Ordinary Shares of Rs. 125/- each to Rs. 3,78,80,375/- divided into 3,03,043 Ordinary Shares of Rs. 125/- each by cancellation of 1,03,077 Ordinary Shares of Rs. 125/- each of the Company held by the said Mafatlal Gagalbhai& Co. Pvt. Ltd.

By Resolution passed at the 62nd Annual General Meeting of the Company held on 14th August, 1974, a sum of Rs. 1,89,40,125/- (Rs.75,75,000/- out of the Capital Redemption Reserve and Rs. 1,13,65,125/- out of General Reserve No. 1) was capitalised by the creation of 1,51,521 Equity Shares of Rs. 125/- each credited as fully paid Bonus Shares and thus the Issued, Subscribed and Paid-up Capital of the Company was increased to Rs. 5,68,20,500/- divided into 4,54,564 Equity Shares of Rs; 125/- each.

As per the Resolution passed at the Extra Ordinary General meeting of the Company held on 17th November, 1975 and the consent of the Controller of Capital Issues, the Issued, Subscribed and Paid-up Capital of the Company was increased to Rs. 6,75,00,000/- divided into 5,40,000 Equity Shares of the Company of Rs. 125/- each by the Issue of 85,436 Equity Shares of Rs. 125/- each at a premium of Rs. 125/- per Share (37,730 Shares were offered as Right Shares and 47,706 Shares were offered to Public by Prospectus).

By Resolution passed at the 66th Annual General Meeting of the Company held on 12th August, 1978, a sum of Rs. 1,35,00,000/- (Rs. 1,06,79,500/- from Share Premium Account and Rs. 28,20,500/- from General Reserve) was capitalised by the creation of 1,08,000 Equity Shares of Rs. 125/- each credited as fully paid Bonus Shares issued in the ratio of 1:5. Thus, the Issued, Subscribed and Paid-up Capital of the Company was increased to Rs. 8,10,00,000/- divided into 6,48,000 Equity Shares of Rs. 125/- each.

By Resolution passed at the 74th Annual Genera/ Meeting of the Company held on 23rd August, 1986, the face value of the Equity Shares of the Company was converted from Rs. 125/-to Rs. 100/- per share. In view of this, the Issued, Subscribed and Paid-up Capital of the Company stood at Rs. 8,10,00,000/- divided into 8,10,000 Equity Shares of Rs. 100/- each. At

the said Meeting Resolution was passed for increase of Authorised Capital of the Company from Rs. 10 Crores to Rs. 50 Crores divided into 50 Lacs Shares of Rs. 100/- each.

As per Board Resolution dated 13th November, 1986 and as per Resolution passed at the Extra Ordinary General Meeting held on 24th June, 1987, and the Consent of the Controller of Capital Issues, New Delhi, vide letter No. R. 891/CCI/86 dated 27th February, 1987, 8,10,000 Equity Shares and 40,500 Equity Shares of Rs. 100/- each with a premium of Rs. 200/- per Share were offered to Shareholders as Right Shares in the ratio of 1:1 and employees of the Company, respectively. As per Board Resolution dated 14th December 1987, 5,34,839 Equity Shares were allotted as Right Shares to Shareholders and 161 Equity Shares were allotted to employees of the Company on which Rs. 50/- per Share are paid. Thus the total Paid-up Capital is increased from Rs. 8,10,00,000/- to Rs. 10,77,50,000/-.

As per Board Resolution dated 11th June. 1992 and as per the resolution passed at the 80th Annual General Meeting held on 8th August, 1992, 13,45,000 Equity Shares and 67,250 Equity Shares of Rs. 100/- each with a Premium of Rs. 400/- per Share were offered to the Shareholders in the ratio of 1:1 and the employees of the Company, respectively. As per Board Resolution dated 10-1 2-1 992 and 23-1 2-1 992 13,26,258 and 18,742 Equity Shares were allotted as Right Shares to Shareholders and by a Board Resolution dt. 21-2-94 50,556 Equity Shares were allotted to employees of the Company. Thus the issued, subscribed & Paid up Capital is increased from Rs. 13,45,00,000/- to Rs. 27,40,55,600/-

- As per the Board Resolution dated 14th July, 1994, 14,82,500 Equity Shares allotted to FIIS, NRIs, OCBs. Fis & MFs and Promoters' Group on conversion of 14,82,500 fully Convertible Debentures allotted to them. Thus the Subscribed & Paid-up Capital was increased from 17,40,55,600/- divided into 27,40,556 equity Shares to Rs.42,23,05,600/-divided into 42,23,056 Equity Shares of Rs.100/- each.

- As per Resolution passed at the Board Meeting of the Company held on 31st October, 1996, 7,76,944 Equity Shares allotted to the Shareholders of Mafatlal Fine Spg. & Mfg. Company Limited pursuant to the Scheme of Amalgamation of Mafatlal Fine Spg. & Mfg. Co. Ltd., with the Company fully paid-up. Thus the Subscribed & Paid-up Capital was increased from Rs.42,23;05,600/- divided into 42,23,056 Equity Shares of Rs.100/- each.to Rs.50,00,00,000/- divided into 5,00,000 Equity Shares of Rs.100/- each.

- As per the BIFR Order dated 30th October, 2002, sanctioning the Rehabilitation Scheme of the Company the face value of the Equity Shares of the Company was reduced from RS.100/- to Rs.10/- per Equity Share. Balance face value of Rs.90/- per Equity Share were adjusted against the losses incurred by the Company. Thus the Subscribed and Paid-up Capital stood at Rs. 5,00,00,000/- divided into 50,00,000 Equity Shares of Rs.10/- each.

- As per Board Resolution dated 12th November, 2009 and in terms of Modified Scheme sanctioned by BIFR 3,00,00,000 Optionally Convertible Fully Redeemable Non-cumulative Preference Shares of RS.10/- each were converted into 48,13,860 Equity Shares of Rs.10/- each at a premium ofRs.52.32 per Equity Share Thus the Subscribed and Paid-up Capital increased from Rs. 5,00,00,000/- divided into 50,00,000 Equity Shares of Rs.10/- each.to Rs.9,81,38,600/- divided into 98,13,860 Equity Shares of Rs.10/- each -Less: Allotment Money / Calls in arrears Rs.6,000/- Thus the Subscribed and Paid-up Capital is reduced from Rs.9,81,32,600/- divided into 98,13,859 Equity Shares.

- Pursuant to the Scheme of Amalgamation of Mafatlal Denim Limited with the Company sanctioned by Hon'ble High Court of Gujarat vide Order dated 8th April,2013, and as per the Resolution passed by the Board of Directors of the Company at its Meeting held on 30th May, 2013, the Company allotted 40,99,415 Equity Shares of Rs.10/- each to the Shareholders of Mafatlal Denim Limited in the ratio of one such Share for every 10 Equity Shares held in Mafatlal Denim Limited. Further, pursuant to the said Order Mishapar Investments Limited (wholly owned Subsidiary of the Company also amalgamated with the Company. Mishapar Investments Ltd., held 338 Equity Shares of the Company. As the Company cannot hold its own shares the said 338 Equity Shares were cancelled pursuant to the said Board Resolution dated 30.05.2013. Thus the Subscribed and Paid-up Capital of the Company increased from Rs.9,81,38,590/- divided into 98,13,859 Equity Shares of Rs.10/- each to Rs.13,91,28,860/- less Rs.6,120/- being allotment money/ Calls In arrears= Rs.13,91,22,740/- divided into 1,39,12,886 Equity Shares of Rs.10/- each.

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 we-respectively agree to take the number of. Shares in the Capital of the Company set opposite to our respective names.

\* The Authorized Share Capital of the Company is INR :1.00,00100,000/- (Indian Rupees One Hundred Crore only), divided into

(I) 35,00,00,000 (Thirty-Five Crore Only) equity shares of INR 2/- (Indian Rupees Two only) each.

(II) 3,00,00,000 (Three Crore Only) preference shares of INR 10/- (Indian Rupees Ten only) each.

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 we respectively agree ' to take the number of Shares in the Capital of the "Company set opposite to our respective names.

No,	Name, address and Description of Subscriber		Number of Shares taken by each subscriber
1.	Colinson Shorrock	Ahmedabad	100 One hundred
2.	Mafatlal Gagalbhai	Ahmedabad	1001 One thousand and One
3.	Patel Gagalbhai Nathubhai	Ahmedabad	5 Five
4.	Patel Manilal Gagalbhai	Ahmedabad	5 Five
5.	Chandulal Acharatlal	Ahmedabad	100 One hundred
6.	Bapalal Pitamberdas	Ahmedabad	1 One
7.	Damodardas Amratlal	Ahmedabad	1 One

Total Shares taken

Dated the 16<sup>th</sup> day of January 1913

Witness to we above signatures :

Atmaram Kashinath

\* Amendment made in terms of the Ordinary Resolution passed on 7th November, 2022, passed by the shareholders through postal ballot, with requisite majority.