

THE COMPANIES ACT, 2013

MEMORANDUM OF ASSOCIATION OF CANDOUR TECHTEX LIMITED

- I. ¹The name of the Company is “**CANDOUR TECHTEX LIMITED**”
- II. The Registered Office of the Company will be situated in the State of MAHARASHTRA
- III. The objects for which the Company is established are:-

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

1. To carry on the business of manufacturing, assembling, repairing, buying, selling, reselling, exchanging, altering, importing, exporting, hiring, or letting on hire or distributing, or dealing in all types of textile machines, hydraulic equipments, packaging, and tableting machines, and their attachments and their accessories
2. ²To carry on all or any of the business of cotton and silk mercers, velvet makers, cotton and silk weaver, manufacturers of cloth of all kinds, hosiers, carpet makers, importers, exporters and wholesale and retail dealers of and in textile fabrics, materials and articles of all kinds.
3. ²To wash, clean, purify, scour, bleach, wring, dry, icon, colour, dye, disinfect, renovate, and prepare for use all articles of wearing apparel, household, domestic and other velvet, silk, linen, cotton and woolen goods, clothing fabrics, materials and articles of all kinds.
4. ²To carry on all or any of the following businesses, namely, velvet makers, cotton, woolen and silk manufacturers, cotton spinners and doublers, flax, hemp, jute and woolen spinners linen manufacturers, cotton, flax, hemp, jute and woolen merchants, wool combers worsted spinners, woolen spinners, cotton ginners, yarn merchants, worsted stuff manufacturers, bleachers and dyers and makers of vitriol, bleaching and dyeing materials, and to purchase comb, prepare, spin, dye and deal in flax, hemp, jute wool, cotton silk, artificial silk and other fibrous substances and allied materials and to weave or otherwise manufacture, import, export, buy, sell and deal in linen, clothing and other goods and fabrics, materials and articles, whether textile, felted netted or looped or otherwise.”
5. ³To Carry on business of manufacturing, processing, extrusioning, moulding, colouring, dipping, processing, exporting, importing, buying, selling, dealing as agents, distributors, and dealers in plastic materials, articles, goods, products, crates, pallets, appliances, containers, packing materials, toys, bottles, footwears, plastic, furniture, pipe, and fittings bangles, storage tanks, made from plastic materials, resins, rubber materials including polythelene, cellulose acetate, moulding powder, polystrence, cellulose acetate, moulding powder, polstyrence, PET, polyvinyl, chloride, polypropytene, and copolymer epoxy resins composites, thermosetting, thermoplastics materials, polyol, isocyanate to be used by consumers, industrial, house hold, government, commercial, railway or for defence needs and purposes.
6. ³To carry on the business of manufacturers of and dealers in all kinds of moulds and of plastic material, injection moulding, extrusion moulding, stretch moulding, blow mouldings.

¹ Amended vide Board Resolution dated 13th August, 2021 and Special Resolution passed by the company in its 35th Annual General Meeting held on 20th September, 2021

² Clauses inserted vide Special Resolution passed in the Extra Ordinary General meeting held on 24th February, 1998

³ Clauses inserted vide Special Resolution passed by means of Postal Ballot on 8th October, 2015.

7. ⁴To carry on the business of manufacturers, assembling, repairing, buying, selling, reselling, exchanging, altering, importing, exporting, hiring or letting on hire or distributing or dealing in all kinds injection moulding
8. ⁴To carry on the business of manufacturers, assembling, repairing, buying, selling, reselling, exchanging, altering, importing, exporting, hiring or letting on hire or distributing or dealing in all kinds of engineering components and used machines.
9. ⁵To Carry Out weaving of fabrics and the process of coating, lamination and printing on all types of textile fabrics and dyeing and finishing of fabrics.

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

10. To carry on business as manufacturers, dealers, importers, exporters in all kinds of Textiles Equipment and accessories required to manufacture textile machinery.
11. To manufacture, acquire and/or purchase plant and machinery and all accessories for establishing a factory for the aforesaid purposes.
12. To erect and/or purchase or acquire or take on lease building or land for the purposes aforesaid.
13. To pay out of the Company's fund, the costs and expenses incurred in connection with all matters, preliminary and to the formation, promotion and incorporation of the Company, and the cost and expenses incurred in connection with all matters preliminary and incidental to the formation and incorporation of any company which may be promoted by this Company.
14. To receive on deposit at interest on otherwise and to lend money on property on mortgage of immovable property or on hypothecation or pledge of movable property or without security to such person and on such terms as may deem expedient and in particular to customers of and person having dealings with the company subject to the provision of section 58A and directives of R.B.I.
15. To Borrow or raise or secure the payment of money by mortgage hypothecation of stocks or by the issue of debenture or debenture-stock, perpetual or otherwise or in such other manner as the directors shall think fit and for the purposes aforesaid to charges to all or any of the company's property or as its, present or future to secure any securities of the company by a trust deed or other assurance subject to the provision of section 58A and directives of R.B.I.
16. To make draw, accept, endorse, discount, buy, sell and deal in bills, promissory notes, Government Securities and other negotiable or transferable instruments.
17. To appoint representatives or agents and constitute agencies of the Company in any part of the world.
18. To promote, establish or acquire and carry on trading stations, offices, factories stores depots in India or elsewhere and to purchase, take on lease or otherwise acquire, carry on, develop and improve business in
19. To enter into any arrangements with Government, state or Authority, Municipal, Local, Military or otherwise or any corporation, company, firm or person or persons that may seem conducive to the attainment of the Company's objects or any of them and to obtain from any such Government Authority or any Company or persons any contracts, rights, privileges and concession which the

⁴ Clauses inserted vide Special Resolution passed by means of Postal Ballot on 8th October, 2015.

⁵ Clause inserted vide Special resolution passed in the Annual general Meeting on 29th September, 2022.

Company may think fit, desirable, to obtain and to carry out, exercise, and comply with any such arrangements, rights, privileges or concessions.

20. To purchase, take on lease or otherwise acquire and hold and maintain any lands, rights over or connected with land or in exchange, hire, subscribe for any otherwise acquire and to hold and deal with any property real or personal including patents, a patent rights, inventions, licences, concessions and shares stocks, debentures or obligations of any Company, and upon a distribution of assets or division of profits to distribute any such property amongst the members of this Company in specie or kind.
21. To enter into partnership or into any arrangement for sharing or joint venture or for amalgamation with any person or persons or company carrying on or about to carry on any business and to acquire or join in acquiring any such business.
22. To amalgamate with any other company or companies having objects altogether or in part similar to this.
23. To invest and deal with the money of the company not immediately required upon such securities and shares of companies and in such manner as may from time to time be determined by the directors.
24. To sell, exchange, let, develop, dispose off or otherwise deal with the undertaking or all or any part of the property of this company, upon the terms and for such price or other consideration of any kind as determined by the company in general Meeting.
25. To pay all expenses of and incidental to the formation and registration of the Company and the issue of its capital, including any underwriting, or other commissions, broker's fees and charges in connection herewith, and to remunerate or make donations to (by cash or other assets or by the allotment of fully or partly paid shares, or by a call or option on shares, debentures, debenture stocks or securities of this or any other company or in any other manner whether out of the company's capital or profits or otherwise) any person or the persons for service rendered or to be rendered in introducing any property or business of the company, or placing or asserting to place or guaranteeing the subscription of any shares, debenture stocks or other securities of the company or for any other reason which the Company may think proper.
26. To give guarantee for the performance or discharge of any obligation liabilities or duties of or the payment of money by any persons, firms or companies or Government or State and to give indemnities of all kinds.
27. To procure the incorporation, registration of other recognition and regulate agencies for the purposes of the Company's business and to apply or joint in applying to any Parliament, Government, local Municipal or other authorities or body, British colonial or foreign for any acts of Parliament laws, decrees, concessions, orders, rights of privileges that may seem conducive to the Company's object and any proceedings or applications which may seem calculated directly or indirectly to prejudice the company's interest.
28. To place, to reserve or to distribute as bonus shares amongst the members or otherwise to apply as the Company may from time to time think fit any money received by way of premium on shares or debentures issued at premium by the Company and any money received in respect of forfeited shares and money arising from the sale by the company of forfeited shares or from any other reserves.
29. To establish and support funds or institutions calculated to benefit employees or ex-employees of the company or its predecessors, and to grant pensions and allowances and to subscribe or guarantee money

- 30.** To contribute to the funds of any other associations or to any individual, firm or body corporate which in the opinion of the directors is beneficial to the company.
- 31.** To engage, employ suspend and dismiss agents, managers, superintendents, assistants, clerks, coolies and other servants and labourers and to remunerate such persons at such rate as shall be thought fit.
- 32.** To sell or sub-let any concession or licenses obtained or contracts entered into and to sell the whole or any part of the property and business of the company for cash or for shares or obligation of any person or persons.
- 33.** To ensure all or any of the properties, assets or obligation of the company of whatever nature against any risk whatsoever.
- 34.** To establish and maintain local registers, agencies and branches, place of business and carry on business in any part or parts of the world.
- 35.** To do the above acts, matters and things in any part of parts of the world whatsoever either as principal, agents, sub-agents, trustees, contractors, sub-contractors or otherwise and either by or through agents, sub agents, sub-contractors, trustees or otherwise and either alone or in conjunction with any person, firm, company or body corporate.
- 36.** To enter into partnership or into any arrangement for sharing of profits, amalgamation, union of interest, co- operation, joint venture, reciprocal concession or otherwise or amalgamate with any person or company carrying on or engaged in or about to carry on or engage in or any business or transaction which this company is authorized to carry on.
- 37.** To apply for, purchase, or otherwise acquire, and protect and renew in any part of the world any patents, patent rights brevets like, conferring an exclusive, or non-exclusive or limited right to their 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, and to use, exercise, develop, or grant licenses in respect of, or otherwise turn to account the property, rights or information so acquire and to expend money in experimenting upon, testing or improving any such patents, invention or rights and without prejudice to the generality of the above any contracts or concessions for or in relation to the supply and sale of any minerals, metals, products, or other substances, materials, articles, or things or equipment for or in relation to the construction, execution, out, improvement, management, administration or control of any works and conveniences required for the purposes of carrying out any of the aforesaid business and to undertake, execute, carry out, dispose of or otherwise turn to account such contracts or concessions.
- 38.** To provide, clean, comfortable, and inexpensive residential and/or sleeping accommodation for directors, ex directors, staff, workmen and others, and in connection therewith to afford to such persons facilities and conveniences for washing, bathing, cooking, reading, writing and finding employment, and for the purchase, sale and consumption of provisions, both liquid and solid, and for the safe custody of goods.
- 39.** To make or cause to be made studies, reports, and tests to determine the desirability and feasibility of establishing plants, factories, mines and other facilities at various locations to serve such an industry.
- 40.** To improve, manage, develop, grant rights or privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Company.
- 41.** To promote and form and to be interested in and take hold and dispose of shares in other

companies and to transfer to any such Company property of this Company, and to take or otherwise acquire, hold and dispose of shares, debentures and other securities in or of any such company and to subsidise or otherwise.

42. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert or minimize financial disturbances which might affect the Company
43. To establish, provide, maintain and conduct research and other laboratories training colleges, schools and other institutions for the training, education and instruction of students and other who may desire to avail themselves of the same and to provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meeting and conferences in connection therewith.
44. To accumulate capital for any of the purposes of the Company and to appropriate the Company's assets for specific purposes and to hold shares and securities of any other firms, Companies or corporate body or Government.
45. ⁶To undertake the business as general traders and merchants, and buy, sell, export, import, deal in commodities, goods, things, contracts of all types, to deal in any commodity market, commodity exchange, spot exchange, for itself or for others, transaction in the nature of hedging, spot trading, forward commodity contracts, rate swaps, commodity future/swaps, commodity options, futures and options and in derivatives of all the commodities, whether for the purpose of trading, investment, hedging, arbitrage, or any other purpose, whether in India or abroad and to undertake the activity of warehousing and processing as may be required for the aforesaid purpose(s).
46. ⁶To invest, acquire, subscribe, purchase, hold, sell, divest or otherwise deal in securities, financial instruments, financial products, shares, scrips, stocks, equity/ index linked securities, units, bonds, commercial papers, acknowledgements, deposits, notes, obligations, warrants, government securities, loans, loan certificates, all kinds of derivatives including interest derivatives, futures, forwards, options, calls, swaps, rights or interest in securities, foreign currencies, carbon credits, financial securities and any other securities issued by any entity whether for the purpose of hedging, arbitrage, or for any other purpose.
47. ⁶To carry on in India or elsewhere the business of builders, contractors, designers, developers, infrastructure developers, constructions, financiers and brokers of all types of building and structures including houses, flats, apartments, offices, godowns, warehouses, shops, factories, sheds, hospitals, hotels, holiday resorts, convention centre, amusement parks, shopping cum residential complexes and to develop, erect, install, alter, improve, add, establish, renovate, recondition, protect, participate, enlarge, repair, demolish, remove, replace, maintain, manage, buy, sell, lease, let on hire, commercialize turn to account, fabricate, handle and control all such buildings and structures, and to purchase, sale or deal in all types of moveable or immovable properties for development, investment, or to resale and to act as buyer, seller, importer, exporter, agent, distributor, stockiest or otherwise to deal in all types of raw materials, goods, fittings, parts, accessories, know how, consumables, plants and machineries, tools and tackles used for the foregoing purposes.
48. ⁷
49. ⁸

⁶ Clauses inserted vide Special Resolution passed by means of Postal Ballot on 8th October, 2015.

⁷ In Clause III (C) 53 inserted in the Other Objects Clause of the Memorandum of Association of the Company vide Special Resolution passed through Postal Ballot on 15th March, 2008.

⁸ Omission of the Other Objects Clause of the Memorandum of Association of the Company be altered by completely deleting all the existing Clauses III (C) 37 to III (C) 53 Special Resolution passed by means of Postal Ballot on 8th

IV. The Liability of the Members is Limited.

V. ⁹ The Authorised Share Capital of the Company is Rs. 23,70,00,000/- (Rupees Twenty Three Crores Seventy Lakhs Only) consisting of 23,70,00,000 (Twenty Three Crores Seventy Lakhs Only) Equity Shares of Rs.1/- (Rupees One only) each.

October, 2015.

⁹ Amended from Rs. 5,50,000/- (Rupees Five Crores Fifty Lacs) divided into 55,00,000 (Fifty-Five Lacs) Equity Shares of Re. 10/-each to Rs. 5,50,00,000/- (Rupees Five Crores Fifty Lacs) divided into 5,50,00,000 (Five Crore Fifty Lacs) Equity Shares of Re. 1/- each vide Special Resolution passed at Extra-Ordinary General Meeting held on 17th August, 2005. Amended as Rs. 10,00,00,000/- (Rupees Ten Crores) divided into 9,89,00,000 (Nine Crore Eighty Nine Lacs) Equity Shares of Re. 1/- each and 11,00,000 Unclassified shares of Re. 1/- each vide Special Resolution passed at Extra-Ordinary General Meeting held on 13th June, 2006.

Amended as Rs. 10,00,00,000/- (Ten Crores) divided into 98,90,000 Equity Shares of Rs. 10/- and 11,00,000 Unclassified Shares of Rs. 1/- each vide Special Resolution passed at General Meeting held on 29th September, 2007.

Amended as Rs. 15,00,00,000/- (Fifteen Crores) divided into 1,50,00,000 Equity Shares of Rs. 10/- each vide Special Resolution passed through Postal Ballot on 10th March, 2008.

Amended as Rs. 20,00,00,000/- (Twenty Crores) divided into 2,00,00,000 Equity Shares of Rs.10/- each vide Special Resolution passed through Postal Ballot on 19th January, 2009.

Amended to be present vide Ordinary Resolution passed through Postal Ballot on 23rd May, 2011.

Amended as Rs. 20,00,00,000/- (Twenty Crores) divided into 2,00,00,000 Equity Shares of Rs. 10/- each vide Ordinary Resolution passed at the Annual General Meeting held on 30th September, 2016.

Authorised Share Capital of the company is amended by addition of 37,00,000 Equity Shares of Rs. 10 each vide Special Resolution passed in Extraordinary General Meeting held on February 10, 2025.

Authorised Share Capital of the company is amended by virtue of split/sub division of Equity Shares from Rs. 10 each to Rs. 1 each vide Special Resolution passed in Extraordinary General Meeting held on February 10, 2025.

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

Name, address, description & occupation of subscribers.	No. of Equity shares taken by each subscriber.	Signatures of the subscribers	Signature, name, address description & occupation of the witness.
MR. JAYESH R. MEHTA S/o. Ramniklal P. Mehta 42-B, Maimoon Apartments, 119, Palkhi Gully Road, Prabhadevi, Bombay 400025 Age : 24 years BUSINESS	5 (Five)	Sd/-	
MRS. AMITA J. MEHTA W/o. Mr. Jayesh R. Mehta 42-B Maimoon Apartments, 119, Palkhi Road, Prabhadevi, Bombay 400025 Age : 23 years BUSINESS	5 (Five)	Sd/-	sd/- MR. B.M. GUPTA S/o. M.L. Gupta 311, Sheetalkunj, Bhayander (W) CHARTERED ACCOUNTANT
TOTAL	10 (Ten)		

Bombay : Dated 26th May 1986.