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**MEMORANDUM AND ARTICLES**

**OF**

**ASSOCIATION**

**OF**

**SUDHA APPARELS LIMITED**

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सत्यमेव जयते

FORM I. R.

## Certificate of Incorporation

NO. 33331 OF 1981

I hereby certificate that **SUDHA APPARELS LIMITED** is this day incorporated under the Companies Act, 1956 (No. 1 of 1956) and that the Company is Limited.

Given under my hand at Calcutta this Third day of February One thousand nine hundred and Eighty one.



Sd/-  
**S. C. BASU**  
Registrar of Companies  
West Bengal



सत्यमेव जयते

CO. NO. 33331

## Certificate For Commencement of Business

*Pursuant of Section 149(3) of the Companies Act, 1956*

I hereby certify that **SUDHA APPARELS LIMITED** which was incorporated under the Companies Act, 1956, on the Third day of February 1981, and which has this day filed a duly verified declaration in the prescribed form that the conditions of section 149(1)(a) to (d) 149(2)(a) to (c) of the said Act, have been complied with, is entitled to commence business.

Given under my hand at Calcutta this Tenth day of April One thousand nine hundred and Eighty one.



Sd/-  
**S. C. BASU**  
Registrar of Companies  
West Bengal

(5/8)

THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**SUDHA APPARELS LIMITED**

- I. The Name of the Company is **SUDHA APPARELS LIMITED**.
- II. The Registered Office of the Company will be situated in the State of West Bengal.
- III. The objects for which the Company is established are:

**A) OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-**

1. To carry on the business of manufacturing, buying, selling, importing, exporting, distributing of or to undertake the business as dealers, contractors, stockists, commission agents and otherwise deal in all sorts and categories of textiles, cotton, yarn, wool, woolen goods, hosiery goods, synthetic yarn, silk, fabrics and garments.
2. To carry on all or any of the business as traders, exporters, brokers, agents, representatives, dealers, producers, stockists, importers, purchasers, sellers, suppliers, assemblers, packers and distributors of industrial, commercial, agricultural, scientific, household, domestic, farm and forest products, goods, plants, machineries, equipments, apparatus, gadgets, appliances, accessories, spare parts or other merchandise, including tea, coffee, jute and jute goods, laminated and H.D. Bags, handicrafts, piece of arts, jewellery, ornaments, steel, plastic, rubber, chemicals, engineering goods, minerals, metals, brass, brass parts, electronic, musical and sports goods, transport vehicles, food products, live stocks, books, reading and educative materials, paper and paper products.
3. To acquire by purchase, lease, exchange or otherwise to construct, reconstruct, alter, develop, manage, improve, decorate, maintain, consolidate, connect, subdivide, and to sell, dispose of, turn to account, exchange, let, lease or sublet on rent, royalty, share of profit, ownership basis or otherwise to mortgage, grant licences, easements, options and other rights to invest in or in any other manner deal with land or buildings and hereditaments of any tenure of description any real estate or interest therein including all other property movable or immovable, which the company may from time to time think proper and to acquire any right over connected with the same in India or elsewhere.

4. To act as investors by way of acquiring, holding, selling, buying, transferring, subscribing any shares, bonds, stocks, debentures, debenture stocks and other securities issued by any company or companies or guaranteed by any government or authority whether in India or elsewhere and to act as guarantors, underwriters, financiers, and to lend or deal with the money either with or without interest or security to such individuals, firms, bodies corporate and institutions upon such terms, conditions and manner as may from time to time determined by the company and to receive money on deposits or loan upon such terms and conditions as the company may approve subject to the provisions of Companies Act. Provided the company shall not do any banking business as defined under Banking Regulation Act, 1949.

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

1. To enter into partnership or into any arrangements of sharing profits, union of interests, cartels, co-operation, joint venture, reciprocal concessions with any person, partnership firm or company carrying on or engaged in or about to carry on or engage in any business or transaction which this Company is authorised to carry on or engage in any business or transaction capable of being carried on or conducted so as directly or indirectly to benefit this company and to lend money, to guarantee the contracts of or otherwise assist or subsidise any such company or persons and to take or otherwise acquire shares and securities of any such company and to sell, hold, reissue with or without guarantee or otherwise deal with the same and to give to any person or company special rights or privileges in connection with control over such company.
2. To purchase or otherwise acquire and to takeover by any method, competent in law the whole or any part of the goodwill, business, undertaking, property, assets, and liabilities of any company, society, partnership or persons and to conduct, develop and carry on or liquidate and wind up any such business and purchase and take steps for acquisition of existing and new licence in connection with any such business.
3. To apply for, purchase, or otherwise, acquire any patents trade name, trademarks, brevets, invention, licences, concessions, protections, rights, privileges, and the like conferring any exclusive or non-exclusive as to any invention which may seem capable of being used for any of the purpose 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 licence in respect of, or otherwise turn to account the property, right or information so acquired and to assist, encourage, and spend moneys in making experiments, tests, improvements, of inventions patents and right etc. which the company may acquire or propose to acquire.
4. To acquire from or collaborate with any person, firm or body, whether corporate or not, whether in India or elsewhere, technical information, services, know how, processes, engineering, manufacturing and operating data, plans, 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.
5. To amalgamate with any other company having objects altogether or in part similar to those of this Company subject to provisions of the Companies Act, 2013.
6. To acquire any moveable or immovable property which the Company may think it desirable to acquire by way of investment or with a view to resale or otherwise.

7. To invest any moneys of the Company in such investments as may be thought proper and to hold, sell or otherwise deal with such investment.
8. To pay for any property or rights acquired by the Company either in cash or by the allotment of fully or partly paid up shares of this Company with or without preferred rights in respect or dividends or repayment of capital or otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.
9. To sell, lease, surrender, hypothecate, mortgage, pledge, underlet, redeem, dispose, exchange, or otherwise deal with all or any part of the property, assets, rights or undertaking of the Company on any terms and conditions which may be considered expedient or desirable and 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, and to hold, deal with or dispose of any consideration so received.
10. To establish or promote or concur in establishing or promoting any company or companies.
11.
  - a) To guarantee or become liable for the payment of money due and date may become due by or for the performance of any obligations and in particular of any company of which this Company is the agent and severally to carry on and transact every kind of guarantee and indemnity business and to undertake and execute all kinds of trust and obligations only in connection with the business of the company.
  - b) To guarantee the performance of contracts by members or of persons having dealings with the Company.
  - c) To issue or guarantee the issue of or the payment of interest on the shares, debentures, or other securities or obligations of any subsidiary company and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
12.
  - a) To borrow or take loans from individuals, firms, companies, corporations, financing houses, government and semi-government institutions and to secure repayment thereof in such manner as may be thought fit subject to the provisions of the Companies Act, 2013.
  - b) To receive money or deposit in any shape on interest or otherwise and borrow or raise or secure the payment of money in such manner as the Company shall think fit and also by the issue of or upon bonds, shares, stocks, promissory notes, bills of exchange etc. and debentures perpetual or otherwise charged or not charged upon all or any of the Company's property, stock-in-trade and other movable or immovable assets and book-debts and claims in action both present and future including its uncalled capital, if any and to apply the same or any part thereof, for the purposes of Company and to purchase, redeem, exchange, value extend or pay off, and from time to time re-issue such securities subject to the provisions of the Act.
  - c) To issue and deposit any securities which the Company has power to issue by way of mortgage or charge to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company.

13. To establish and support, or aid in the establishment and support of hospitals, schools, colleges, associations, clubs institutions provident funds and trust and conveniences calculated to assist the Company in the conduct of its business or to benefit Directors agents employees or ex-employees of the Company or in predecessors in business or the dependants or connections of such persons and to grant annuities, bonuses, pensions and allowances, and to make payments towards insurance and to subscribe, donate or guarantee money for charitable religious or benevolent or any other objects beneficial to Company or public or for any exhibition or for any general or useful objects or for any other purpose which the Director may consider reasonable.
14. To undertake and execute either gratuitously or otherwise any trust, the undertaking of which may seem to the Company desirable.
15. To support, donate, contribute, subscribe, to give and to pay in cash or in kind for any charitable, religious, educational or other public institutions, trust funds, clubs, societies or individual or body of individuals, but not intended to serve any political cause or purpose.
16. To aid peculiarly or otherwise, any association, body or movement having an object for the solution, settlement or surmounting of an industrial or labour problem or troubles in the promotion of industry or trade.
17. To obtain or assist in obtaining any provisional or other order or licence or any Act of Parliament or law, order or charter of any Legislature or Government for enabling the Company, to carry on its objects into effect, and to oppose any steps by any person or company which may be considered likely directly or indirectly to prejudice the interest of the Company or its members.
18. To adopt such means of making known the business and products of the company as may expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest by publication of books and periodicals and by granting prizes rewards and donation.
19. To pay the costs, charges and expenses (or to repay the same if the same shall have been paid by any other person or company) of and incidental to the promotion, formation, registration and establishment of the Company and the issue of the capital including any other commissions, brokers fees and charges in connection therewith and to remunerate or make donations to (by cash or other assets or by the allotment of fully or partly paid shares, debenture, 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 of company for services rendered or to be rendered in introducing any property or business of the Company.
20. To do business as manufacturers of and dealers in all types of components, raw materials, parts and instrument use in or in connection with any of the business of the Company.
21. To procure the Company to be registered or recognised in any foreign place or country.
22. To do all such other things as are incidental or as the Company may think conducive to the attainment of the above objects or any of them.

- IV. The Liability of the Members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorised Share Capital of the Company is Rs. 1,00,00,000 divided into 10,00,000 Equity Shares of Rs. 10/- each with power to increase or reduce, consolidate or sub-divide the Capital for the time being into several classes and to attach thereto respectively such preferential, or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and with power to issue Redeemable Preference Shares, and to vary or modify in such manner as may for the time being provided by the regulation of the Company.



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

Name, addresses, Occupations, and Father's Husband's name of subscribers.	No. of Shares taken by each subscriber.	Name, addresses, Occupation and Father's Name of witnesses
SURESH GUPTA S/o. Sri Ramji Dass Gupta 62, Burtolla Street, Calcutta-7 Occ : Business	100 (One Hundred)	<p style="text-align: center;">Witness of All The Above Signatories</p> <p style="text-align: center;">Ghamshyam Das Agrawal S/o. Sri Badri Prasad Agrawal 29, Shakespeare Sarani Calcutta - 700017 Business</p>
NATHMAL LOHIA S/o. Sri Ginni Lal Lohia 178, M. G. Road, Calcutta-700007 Occ : Business	100 (One Hundred)	
RAMAKANT BERIWALA S/o. Late Bakhtawar Lal 161/1, M. G. Road, Room-63E 3rd. Floor, Calcutta - 7 Occ : Business	100 (One Hundred)	
RADHA DEVI LOHIA W/o. Sri Ginni Lal Lohia 263 Rabindra Sarani Calcutta - 700007 Occ : Housewife	100 (One Hundred)	
DEBI DUTT LOHIA S/o. Late Dwarka Das Lohia 25A, Kisto Das Pal Lane Calcutta - 700006 Occ : Business	100 (One Hundred)	
GOVIND RAM GUPTA S/o. Sri Bhimraj Gupta 62 Burtolla Street, Calcutta-7 Occ : Business	100 (One Hundred)	
SATISH KUMAR SARAF S/o. Late Ganga Seran Saraf Friend's Transport 5, Baimukund macker Road Calcutta - 700007 Occ : Business	100 (One Hundred)	
TOTAL	700 (Seven Hundred)	

Dated this 8th Day of January 1981