

The Companies Act, 2013
(Company Limited by Shares)
***Memorandum of Association**

Of
MADHUR KNIT CRAFTS LIMITED

- (i) #The Name of the Company is: **MADHUR KNIT CRAFTS LIMITED.**
- (ii) The Registered Office of the Company shall be situated in the State of Punjab
- (iii) The objects for which the company is established are:

A. THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED ON ITS INCORPORATION ARE:

1. To carry on the business of spinners, weavers, knitters, combers, manufacturers, producers processors importers exporters buyers sellers of and dealers in all kinds to yarns and fibers, whether synthetic artificial or natural, doublers, nylon acrylic, polyester rayon, silk, artificial silk, linen, cotton, wool jute and any other fiber or fibrous material whether synthetic artificial or natural, textile substance, allied product by-products and substitutes for all or any of them and to treat and utilize any waste arising from any such manufacture production or process whether carried on by the Company or otherwise.
2. To carry on the business of machine combers and recompress of all types offers and materials whether artificial or synthetic and to sort blend prepare scour scribble, comb dye, carbonize, spin, twist, double, wind, wrap, weave mind, finish, make up, buy, sell, import, export and deal in fibers, whether natural artificial or synthetic tops, yarn, woven, fabrics arid textile fabrics and to carry on the trade or business of combers, recompress, top makers, spinners/eaver5- doublers, manufacturers, printers dyers and finishers, bleachers, carbonizes, water roofers of textile materials and fabrics of all kinds, merchants, agents importers exporters factor sell out of and dealers in wool, worsted shoddy woolen, silk, hair, alpaca, mohair, cotton, flax, jute hemp, artificial and synthetic fibers and all or any fibrous substances tops, wasters arid by-products or any textile products.
3. To undertake ginning, spinning weaving, knitting, bleaching, dyeing, combing and pressing of all varieties of fibers and yarns, natural, artificial or synthetic, such as Cotton, Rayon, Nylon, polyester, acrylic, their products and waste of every description whether on the company's own account or for any person firm or company.
4. To carry on the business of manufacturers importers and exporters, agents, wholesale and retail dealers of and in Jeans, Pants, Textile Goods Hosiery Goods, Cloth, Cotton Goods and Readymade Goods of every kind, nature and description for men, women, and children including Blankets, Shawls, Saris, Lois, Mufflers, Scares, Shirts, Trousers, Vests, underwear's, socks, panties, nighties, stockings. sweaters, brasseries coats, costumes, gloves laces and all other hosiery and textile goods.

*Adoption of new set of Memorandum w.e.f. 04th June, 2024
Alteration of name clause w.e.f. 22nd January, 2025

For MADHUR KNIT CRAFTS LIMITED


DIRECTOR

5. To carry on the business of manufacturers, producers processors importers exporters buyers, sellers of and dealers in all kinds of fabrics and textiles prepared or manufactured from nylon, polyester acrylic rayon silk linen, cotton wool, Jute, or any other synthetic artificial or natural yarn and fibers and converters of synthetic artificial and natural fibers including fiber glass into materials like cloth lapse ropes, yams twins hosiers dress makers furriers clothiers and others, and such other articles as may be conveniently produced or manufactured.
6. To buy, sell, import, export or deal in any kind of goods or services either as manufacturer, trader, agents, consultants, service providers or otherwise in India or abroad.
7. To carry on the business of manufacturing machinery or providing consultancy or to render designing and engineering services and provide technical know-how to run and maintain plants and machinery for manufacture of all or any of the above types of goods materials, raw materials thereof.

B. THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

1. To import, purchase or otherwise acquire, install, work, alter, improve, prepare for market, hold, use or develop and sell on hire purchase or on any other basis and on such terms and conditions as the Directors of the Company may deem necessary and desirable, all types of machinery and plants, patented or otherwise, apparatus, appliances, tools and components, spares and accessories which may be used for all or any of the objects of the Company which may in the opinion of the Directors be conveniently combined with any or all objects of the Company.
2. To do all or any of the acts or things as mentioned in the main objects either as principals, contractors or otherwise and either alone or in conjunction with others.
3. To remunerate any firm, person or body corporate rendering services to the Company, including without limitation, in relation to the promotion or formation of the Company, either by cash payment or by allotment to him or them of shares and securities of the Company as paid -up in full or in part or otherwise.
4. To pay all costs, charges and expenses incurred or sustained in or about the formation, registration, promotion, incorporation, establishment and advertisement of the Company or which the Company shall consider to be preliminary including contracts entered into by the Company.
5. To enter into contracts or arrangements or other dealings for more efficient conduct of the business of the Company or any part thereof and also to enter into any arrangement with any Government or Authorities or any persons or companies that may seem conducive to the main objects of the Company.
6. To buy, sell, repair, alter, improve, exchange, let on hire, import, export and deal in all

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works, plant, machinery, tools, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business which the Company is competent to carry on, or which may be required by any customer or person having dealings with the Company or which may seem capable of being profitably dealt with in connection therewith and to manufacture, experiment with, render marketable and otherwise deal in all products and services incidental to any of the businesses carried on by the Company.

7. To enter into, undertake and execute contracts or other arrangements with any parties for any transactions, including the provision and supply or use of materials, machinery, equipment, articles or other products and/or services necessary for or otherwise required for or incidental to carrying out the objectives of the Company.
8. To lease, sub-lease, hire, purchase, license or otherwise acquire and/or sell, dispose of, construct, alter, modify, develop or otherwise deal in any properties, factories, shades, offices, guest houses, employee accommodation, godowns, warehouses, or other structures for housing and carrying on the businesses of the Company or for its employees, clients or other persons or for any other persons or for any other purpose as the Board of Directors may think expedient for the benefit of the Company.
9. To recruit, train and develop staff, organize seminars, training programs and conferences for employees, customers and the general public.
10. To recruit, train and develop a pool of technical, managerial and administrative personnel including staff, employees, agents, for the Company or any subsidiary, affiliate or group companies or any other company, firm or other person, particularly where such companies, firms or persons are engaged in any business related to the business of the Company.
11. To employ, engage, appoint, retain or otherwise procure, suspend or terminate the services of professionals, consultants, engineers, design consultants, technicians, legal and financial advisors, or other experts and to imbibe innovation and modern management techniques in the functioning and businesses of the Company.
12. To receipt of contract amount in foreign currencies & repatriate the amount outside India.
13. To retrench, lay-off, suspend, terminate the appointment of or dismiss executives, managers, assistants, support staff and other employees and to remunerate them at such rates as may be thought fit.
14. To adopt such means of making known the articles, goods, products, appliances manufactured or dealt in or processes and services provided by, or at the disposal of the Company, as well as properties, assets and effects of the Company as may seem

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expedient, in particular by advertising in the press and through billboards, hoardings, motion pictures, by broadcasting, telecasting or by publication of books, periodicals and any other material convenient to the Company, by participating in trade fairs, exhibitions and by granting prizes, rewards and donations.

15. To acquire, and possess the whole or part of the business assets, property, goodwill, rights and liabilities of any persons, society, association or company carrying on any business.
16. To appoint dealers, sub-dealers, agents, sub-agents, distributors, sole selling agents, sole concessionaries, either in India or any place in India, for the efficient conduct of the business of the Company, and remunerate them for their services.
17. To take and/or provide discounts or to approve other terms of payment or credit in relation to any sums owing to or due from the Company and to impose or agree to pay any interest thereon or to write off any such sums or parts thereof.
18. To create depreciation fund, reserve fund, sinking fund, provident fund or any special funds or other funds, whether for depreciation or for repairing, improving, extending, or maintaining any of the property of the company or for any other such purpose what so ever conducive to the interests of the Company.
19. To pay for any property or rights acquired, either in cash, against debentures, or in fully or partly paid shares, or by the issue of securities, or by providing services and generally in such terms as may be determined and agreed upon.
20. To carry on research and development activities on all aspects related to the business and objects of the Company.
21. To undertake all types of technical, economic, and financial investigations and aid or assist or enter into partnership with any institution, university, company, partnership, firm or person or persons conducting such research or study and to subsidize, endow and assist workshops, libraries, meetings, lectures, and conferences and do such other acts to generally encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered to assist any of the businesses of the Company.
22. To identify projects, project ideas, to prepare profiles, project reports, and undertake market research, feasibility studies, pre-investment studies and investigation of industries on a micro and/or macro level and to render appropriate services, to identify scope and potential for economic and industrial development in any particular geographical area or location whether in India or abroad.

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23. To share with any Company, firm, individual or any such other organizations, movable and immovable property of any description and any patents, trademarks, concessions, privileges, right, service, personnel and other necessary facilities and compensate or accept compensation at periodic intervals for such arrangements and to do all such other things, as may be deemed incidental or conducive to attainment and promotion of the above main objects or any one of them.
24. To borrow from any state financial corporations, banks or other financial institutions any terms loans or other sums on such securities and other charges as stipulated by the financial corporations or banks with mortgage on all or any property of the company whether present or future or both.
25. To lend money, either with or without securities and generally to such persons and upon such terms and conditions as the company may think fit in connection with its business and also invest the money of the company not immediately required in such manner as from time to time may be determined provided that the company shall not carry on the business of banking in such manner as defined under the Banking Regulations Act, 1949.
26. To acquire from any person, firm or body corporate, whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs and blue-prints useful for the design, manufacture, erection and operation of plant and machinery, required for any of the businesses of the Company and to pay remuneration thereof in any currency by way of lump-sum or instalments or fees or royalties.
27. To develop and/or furnish to any person, firm or body corporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay-outs and blue-prints useful for the design, manufacture, erection and operation of plant and machinery, required for any of the businesses of the Company and to obtain remuneration thereof in any currency by way of lump-sum or instalments or fees or royalties or through any other arrangement.
28. To apply for purchase or otherwise acquire and protect and renew in any part of the world, any design/trademark/copy rights, patents rights invention licenses, concessions and the like conferring any exclusive or non-exclusive or limited rights their use or any information such to any invention which may seem calculated directly or indirectly to benefit the company in connection with its business and to use, exercise develop or grant licenses in respect of the information so acquired and to spend money experimenting upon, testing or improving any such patents inventions or rights.
29. To apply for, purchase or otherwise acquire brand names/service marks for the products manufactured and the services rendered by the Company, from any company, firm, or

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other person anywhere in the world, particularly international brand names/ service marks of the Company's holding or group companies.

30. To expend money for improving or seeking to improve any patents, rights, inventions, discoveries, or information and/or systems, processes of the Company or which the Company may develop or may acquire or propose to develop or acquire.
31. To use, exercise, develop, sell, assign, grant licenses or otherwise turn to account the property, rights and information so acquired.
32. To carry on the business any business or branch of a business which this company is authorized to carry on by means of or through the agency of any subsidiary or ancillary company or companies and to enter into any arrangement with any such subsidiary company/companies for taking the profits or losses of any other 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 other business or branch so carried on, and to appoint Directors and managers of any such company.
33. To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension, superannuation, provident, welfare and education funds and trusts for the benefit of any person who is or was at any time in the employment or service of the Company or any subsidiary or affiliate of the Company, or who is or was at any time a director of the Company or of any such other company as aforesaid and the spouse, family and dependants of any such person.
34. To provide for the welfare of employees or ex-employees of the Company and their spouses or the dependants of such persons by grant of money, pensions, allowances, bonus or other payments or by contributing to other associations, institutions, funds or trusts and by providing or subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other assistance as the Company may think fit.
35. To purchase, hire or use all kinds of vehicles including cars, heavy transport vehicles, and aircraft, for the purpose of transportation of equipment, materials, employees and managerial personnel or for any other purpose.
36. To acquire and hold one or more memberships or membership privileges in stock/security exchanges, commodity exchanges, clearing houses in any other trade or service associations which memberships, or membership privileges are likely in any manner to facilitate the conduct of the Company's business.

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37. To purchase, take on lease, exchange, mortgage, charge, hypothecate, encumber, hire or otherwise acquire or dispose of any moveable or immoveable property including lands, buildings, and flats of any description in India or elsewhere or any other rights and privileges which the company may think fit, and in particular of shares, debentures, or securities of any other companies and to give warranties in connection therewith as the company shall think it.
38. To sell, lease, mortgage or otherwise dispose of property, assets or undertaking of the company or any part thereof for such consideration as the company may think fit and in particular for shares, stocks, debentures or securities or any other such company having objects altogether or in part similar to those of this company.
39. To promote, invest or assist any companies for the purpose of acquiring all or any of the property, rights and liabilities of such companies, which may seem beneficial to the Company.
40. To enter into joint venture, partnership, or any other arrangement for joint working in business, sharing profits or for co-operation or for mutual assistance or form, promote, subsidize and assist companies and partnerships of all kinds with any person, firm or company or to acquire or carry on any other business (whether manufacturing or otherwise) auxiliary to the business of the Company or connected therewith or which may seem to the Company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the value of or render more profitable any of the Company's property or to amalgamate with any person, firm or company carrying on or about to carry on any business or transaction included in the objects of the Company or any other similar business, in India or abroad.
41. To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein before set forth.
- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.**
- 5V. The Authorized Share Capital of the Company is Rs.24,00,00,000 /- (Rupees Twenty Four Crore Only) divided into 2,40,00,000 (Two Crore Forty Lakh Only) Equity shares of Rs. 10/- (Rupees Ten Only) each.**

For MADHUR KNIT CRAFTS LIMITED


DIRECTOR

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 against our respective names:-

Sr. No.	Names, Description Occupation Subscribers	Address, and of	Number of shares taken by each subscriber	Signature of Subscribers	Witnesses (along with names, addresses, descriptions and occupations)
1.	RAJESH GUPTA S/o Sh. Kastoor Chand Gupta A-59, Sunder Nagar, Ludhiana. (Business)		100	Sd/-	
2.	VISHNU GUPTA S/o Sh. Kastoor Chand Gupta A-59, Sunder Nagar, Ludhiana. (Business)		100	Sd/-	
3.	ARUN GUPTA S/o Sh. Kastoor Chand Gupta A-59, Sunder Nagar, Ludhiana. (Business)		100	Sd/-	Sd/- Lalit Kumar Chartered Accountant 506-A, Bank Colony Khanna-14140.
4.	RAVI GUPTA S/o Sh. Kastoor Chand Gupta A-59, Sunder Nagar, Ludhiana. (Business)		100	Sd/-	

For MADHUR KNIT CRAFTS LIMITED

Place: - Ludhiana

Date: - 19.08.1997


DIRECTOR