

PROPOSED MEMORANDUM OF ASSOCIATION

THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)

(Incorporated under the Companies Act, 1956)

MEMORANDUM OF ASSOCIATION Of PREMIER SYNTHETICS LIMITED

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| I. | The name of the Company is PREMIER SYNTHETICS LIMITED | Name of the Company |
| II. | Registered Office of the Company will be situated in the State of Gujarat | Registered Office |
| III. | The Objects for which the Company is established are, | Objects |

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

1. To carry on the business of dyeing, printing, bleaching, finishing, chemical processing of grey fabrics, synthetic & man-made fibre, yarn, fabric, silk, artificial silk, cotton, wool, flax, hemp, jute and similar fabrics.
2. To carry on the business of merchants, importers, exporters and dealers in synthetic, man-made fibres and fabrics, silk, cotton, wool, flat, hemp jute and all products thereof and to work up, buy, sell or deal in linen cloth, cotton, silk satin, elte, flax, velvet, velveteen, yarn and other goods and fibres.
3. To develop and construct on all or any part of the property of the Company as building, structures, godowns, residential house, warehouse, industrial sheds and to use, sell, lease, mortgage said developed property and develop any land or building acquired by the company or in which the company may for the time being be interested for the purpose of its business.
4. To perform and undertake activities and carry on business pertaining to leasing and warehousing and to provide facilities for storage of commodities, articles and things, and for the purpose to act as C & F agent, custodian, warehouseman, transportation and distribution agent, stockist, financier, auctioneer, importer, exporter, or otherwise to do such activities.
5. To carry on the business of trading in all kind of agro products, industrial products, metals, textiles, chemicals, polymers, plastics, paper and other commodities.

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

6. To purchase take on lease or tenancy or in exchange, hire take options over otherwise acquire any estate or interest whatsoever and to hold, develop, work, cultivate, deal with and turn to account concession, grants, decrees, licenses, privileges claims, options, leases, property, real or personal or rights or powers of any kind which may appear to be necessary or convenient for the business of the Company and to purchase, charter, hire, or otherwise acquire vehicles of any or every sort of description for use on or under land or water or in the air and to employ the same in the carriage of articles of the Company.
7. To erect, construct, purchase, take on hire or lease or otherwise, establish factories, workshops, mills, dyeing and bleaching house and or other factories as may be necessary for carrying out the main objects of the Company.
8. To acquire and undertake the whole or any part of the business property, rights and liabilities of any person, firm or Company carrying on any business which the Company is authorized to carry on.
9. To apply for, purchase or otherwise acquire and obtain any patents, brevents a invention, licenses, permissions concessions, processes and the like conferring any exclusive or limited right either in point of time or otherwise, to use the same or any secret or other information as to invention which may seem capable of being used for any purposes of the Company or the acquisition of which may seem capable of being used for any 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 license in respect of or otherwise turn to account any such patents, inventions, licenses permissions, concessions, processes and the like and the information so acquired.
10. To take or otherwise acquire and hold shares in any other Company having objects altogether or in part similar to those of this Company or carrying on any business capable of being conducted so as directly or indirectly to benefit this Company.
11. To obtain any rights, concessions, privileges, permissions and the like, periodically or otherwise, which may be considered conducive to the interest or the business of the Company from Government, States, Municipalities, Local Boards, Museums, Libraries, or any authorities, supreme or otherwise and to carry out, use, exercise and comply with such rights, privileges, concessions, permissions and arrangements.
12. To pay out of the funds of the Company all expenses of and incidental to the formation, registration, advertisements and establishment of this

Company and the issue and subscription of the share or loan capital including brokerage and commission for obtaining applications for or placing or guaranteeing the placing of shares, debenture, debenture stocks and other securities of this Company and also all expenses attending the issue of any circular or notice and the printing, stamping, circulating of proxies and forms to be filled up by the members of the Company.

13. To procure registration or other recognition of the Company in any country, state, or place and to establish and regulate agencies for the purpose of the Company's business and to apply for or join in applying to any parliament or other legislative bodies, Government, Local, Municipal or other authority, or body and to obtain or in any way assist in obtaining through any acts, laws or decrees of parliament or other legislative bodies such concessions, orders, rights or privileges as may seem conducive to the Company's objects or any of them and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
14. To open and keep a register or registers in any countries (including any Indian State or States) where it may be deemed advisable to do so.
15. 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.
16. To sell, or improve, manage, develop, exchange, lease, mortgage, enfranchise, dispose of, turn to account, or otherwise deal in all or any part of the property and right of the Company.
17. To expend money in experimenting upon the testing and improving or Securing any processes, copy-rights, patent or patents or protecting any invention or inventions or copy-rights which the Company may acquire or propose to deal in.
18. To equip expeditions and commissions and to employ and remunerate exports and other agents in connection therewith with a view to securing any of the objects of the Company.
19. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined.
20. To lend money on such terms and conditions as may seem expedient to members of the staff, customers and others having dealings with the Company and to guarantee performance of the contract by any such persons, provided that the Company shall not carry on the business of banking.

21. To make advances of such sum or sums of money upon or in respect of or for the purpose of raw materials; goods, machinery, stores or any other property, articles and things required for the purposes of the Company upon such terms with or without security as the Company deem expedient.
22. To borrow or raise or secure payment of money or to receive money on deposit at interest for any of the purposes of the Company, and at such time or times and in such manner as may be thought fit and in particular, by the issue of debentures, or debenture-stocks, perpetual or otherwise, including debentures or debenture-stocks convertible in shares of this or any other company or perpetual annuities and as security for any such money so borrowed raised or received, or of any such debentures or debenture—stock so issued to mortgage, pledge or charge the whole or any part or the property assets or revenue and profits of the Company, present or future including its uncalled capital by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient, and to purchase, redeem, or payoff any such securities.
23. To draw, make, accept, endorse, discount, execute, and issue, negotiate, assign and otherwise deal in cheques, drafts, promissory notes, bills of lading, Railway receipts, warrants and all other negotiable or transferable instruments.
24. To open an account or accounts with any individual, firm or Company or with any Bank or Bankers or shroffs and to pay into and to withdraw money from such account or accounts.
25. To make donations to such person or institutions either of cash or any other assets as may be thought directly or indirectly conducive to any of the Company's Objects or otherwise expedient and in particular, to remunerate any person or corporation introducing business to this Company and to subscribe or guarantee money for any exhibition or for any public, general or other objects, and to establish and support or aid in the establishment and support of benefit of the employees or of persons having dealing with the Company or the dependents, relatives or connections of such persons and in partnership friendly or other benefit societies and to grant pensions, allowances, gratuities and bonuses either by way of annual payments or a lump sum, and to make payments towards insurance, and to form and contribute to provident and benefit funds, to or for such persons.
26. To remunerate any person or company for services rendered or to be rendered in placing or assisting in placing or guaranteeing the placing of the shares in the Company's capital, or any debentures, debenture-stocks, or other securities of the Company or in or about the formation or

promotion of the Company or the conduct of its business subject to Section 76 of the Companies Act, 1956.

27. To take into consideration and to approve and confirm all acts, deeds, or things that may be done or entered into with any persons, firm or body corporate by the promoters of the Company, and to enter into any arrangement, agreement or contract with the promoters and to reimburse them for all costs and expenses that may be incurred by them in or in connection with the formation or promotion of the Company.
28. To communicate with Chambers of Commerce and other mercantile public bodies throughout the world and concert and promote measures for the protection of trade, industry and persons engaged therein.
29. To amalgamate with any other company whose objects are or include objects similar to those of this Company.
30. To create any reserve, sinking fund, insurance fund or any other special fund whether for depreciation or repairing, improving, extending or maintaining any property of the Company or for any other purpose conducive to the interest of the Company.
31. To distribute as dividend or bonus among members or to place to reserve or otherwise to apply as the Company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares or from unclaimed dividends, subject to the provisions of the Companies Act, 1956.
32. To adopt such means of making known the goods and products of the Company, as may seem expedient and in particular by advertisements in the press, by circulars, by publication of books and periodicals, by granting prizes, rewards and donations.
33. To distribute in specie any property of the Company among the members, subject to Section 205 of the Companies Act, 1956.
34. To subscribe or contribute from time to time any charitable benevolent or useful object of a public character or for any exhibition.
35. To do all such other things that may seem to the Directors to be incidental or conducive to the attainment of the main objects.
36. To carry on all or any of the business in India or elsewhere in the world.

37. To receive monies on deposit from any person or Company for such periods as may be considered advisable and to pay interest on money so received at such rate as may be deemed expedient.
38. To enter into any arrangements with the Government of India or any State Government or with any authorities, municipal, local or otherwise, or with any other person that may seem conducive to the Company's object or any of them to obtain from such Government or authority, such concessions as the Company may think desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privilege and concessions.
39. To enter into any partnership or arrangement in the nature of a partnership for sharing profits, union of interest, co-operation, joint adventure, reciprocal concession or otherwise, with any person, firm, or company engaged or interested in or about to become engaged or interested in any business or transaction which this Company is authorized to become engaged or interested 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 or remunerate any such persons, firm or company and to take or otherwise acquire shares and securities of any such company, and to sell, hold, re-issue with or without guarantee or otherwise deal with the same.
40. To do all or any of the above things in any part of the world either alone or in conjunction with others and either as principals, agents, contractors, trustees or otherwise and either by or through agents, trustees or otherwise and to do all such other things as may appear to be incidental or conducive to the attainment of the main objects.

C. OTHER OBJECTS

41. To carry on the business of spinners, doublers, weavers and manufacturers of cotton, wool, silk, art silk, rayon, terene flax hemp, linen, jute and other fibrous material and man-made fabrics and to transact all manufacturing, curing, preparing, dyeing, colouring and bleaching processes and to purchase and trend the raw-materials and manufactured articles.
42. To carry on the business of yarn merchants, carpet, rug, linen and cloth manufacturers, worsted stuff manufacturers, bleachers, dyers and matters of vitriol, bleaching and dyeing materials and of dyeing, bleaching, printing, combing, preparing, weaving, selling, buying, importing, exporting, and otherwise dealing in yarn, linen, cloth and other goods and fabrics made from raw cotton, wool, silk, art-silk, rayon, flax, hemp, linen, jute and other fibrous substances.
43. To form, manage, supervise, control or take part in the formation, management, supervision, or control of the business, operations, property, investments or affairs of any persons, company or undertaking, and for

that person or in such company or undertaking by the purchase of its share or otherwise.

44. To establish, purchase, sell, take on lease, hire or otherwise acquire and work any textile mill, handlooms, power-looms or other mills, cotton ginning and pressing factory, jute presses, hemp or other fibre-presses, spinning mills, weaving mills and chemical factories, waste plants or presses for pressing merchandise into bales and to process, buy, sell, imports, exports, pledge, speculate, enter into forward transaction or otherwise deal in jute, cotton, kapas cotton seed, flax hemp wool, linen and silk and their various products.
45. To search, prospect, win, work, get raise, quarry, smelt, refine, dress, manufacture, produce, manipulate, convert, make merchantable, sell, buy or deal in mica manganese-ore, iron-ore, coal, lime stones and other minerals and metals, cement, glass, oil products, clays, bricks, tiles, pipes, pottery, earthen ware, china and terra cotta, and ceramic ware of all kinds.
46. To carry on in India or elsewhere, the business of iron steel, and metal founders manufacturers, processors drawers, rollers and re-rollers of steel shaftings, bars, flats squares from scraps, billets, ingots, including wires, nails, screws, bolts, nuts, rivets expanded metal, hinges, plates, sheets, strips hoops, rounds, circles, angles, tools, implements, utensils and to manufacture any other products from steel brass copper, aluminum, zinc lead and any other ferrous and non-ferrous metals of all sizes, specifications and descriptions and to act as exporters and importers and dealers in all such merchandise.
47. To manufacture, import, export, buy, sell, exchange, prepare for market and otherwise deal in all kinds of paper and articles made from paper or pulp and materials used in the manufacture and treatment of paper including card boards and mill boards.
48. To manufacture, buy, sell, export, import and deal in tyres tubes, accessories and things used or capable of being used in connection with automobiles, lorries, by-cycles, motor cycles and vehicles of all kinds.
49. To carry on the business of importers, exporters, dealers, spinners, doublers, weavers, manufacturers, balers, pressers, combers, dyers, and bleachers of cotton, wool, silk, art-silk rayon, flax, hemp, synthetic fibres including acry conitrile, propylene, terylene, nylon, jute, gunny and other fibrous material, natural or chemical and to manufacture, purchase, sell treat or otherwise deal in vitriol, bleaching and dyeing materials and other textiles chemicals, water proofing materials, tarpaulins and American Cloths.
50. To manufacture, import, export, buy, sell or deal in photographic chemicals, photographic goods, raw films, photographic instruments, all

types of fertilizers, chemicals, paints, varnish and cosmetics and toilet preparations.

IV. The liability of the members is Limited

Limited Liability

V. The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten) each and 20,00,000 (Twenty Lacs) Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees One Hundred) each.

Capital

We, the several persons, whose names and addresses are subscribed below, 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:

Signature, Names, Father's Name, Addresses and Occupation of Subscribers.	Number of Equity Shares taken by each member.	Signature, Names, Father's Name, Addresses and Occupation of the Witness.
1) Sd/- B. K. Jhunjunwala Bimal Kumar Jhunjunwala S/o. Late Keshav Deo Jhunjunwala 14/IB, Ezra Street, Calcutta-1 Occupation: Business	1 (One) equity	
2) Sd/- P. N. Churiwala Parmanand Churiwala S/o. Prahladroy Churiwala 23/24, Radha Bazar Street, Calcutta-1 Occupation: Business	1 (One) equity	
3) Sd/- N. L. Surekha Nandlal Surakha S/o. Late Puranmal Surekha 16, India Exchange Place, Calcutta-1 Occupation: Business	1 (One) equity	
4) Sd/- S. J. Mehta Satish Jayantilal Mehta S/o. Jayantilal T. Mehta 12-B, IL Palazzo, Little Gibbs Road, Bombay-6 Occupation: Business	1 (One) equity	Sd/- S. K. Churiwala Suresh Kumar Churiwala S/o. Sitaram Churiwala 19, Amartolla Street, Calcutta-1
5) Sd/- B. M. Prasad Braj Mohan Prasad S/o. Kapil Deo Prasad 9/1/C, Nandram Sen Street, Calcutta-5 Occupation: Service	1 (One) equity	
6) Sd/- S. K. Lath Suresh Kumar Lath S/o. Late Dwarka Prasad Lath 132/1, Mahatma Gandhi Road, Calcutta-7 Occupation: Service	1 (One) equity	
7) Sd/- R. P. Jain Rajendra Prasad Jain S/o. Malchand Jain 87, B, Cossipore Road, Flat No. 23, Block 'A', Calcutta-2 Occupation: Service	1 (One) equity	
Total Equity Shares Taken:	7 (Seven) equity	

Place: Bombay; dated the 3rd day of October, 1970.