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THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES,  
MEMORANDUM OF ASSOCIATION  
OF  
\*RAJ RAYON INDUSTRIES LIMITED

\* Capital Clause amended as per NCLT order on 11/11/2021

# amended by the Shareholder at the 29<sup>th</sup> AGM held on 30.09.2022

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- I. The name of the Company is **RAJ RAYON INDUSTRIES LIMITED**
- II. The Registered Office of the Company will be situated in the State of Gujarat within the jurisdiction of Registrar of Companies, **Gujarat at Dadra and Nagar Haveli.**

**#III (A) The Objects to be pursued by the Company on its incorporation are:**

1. To carry on the business of whether by wholesale or retailer as, buyers, sellers, exporters, importers, merchandisers, traders, coordinators, distributors, agents, brokers, stockists, commission agents, auctioneers, trustees, forwarders, dealers, concessionaires, processors, reprocesses, tanners, dressers, weavers, dyers, jobbers, contractors, spinners, knitters, combers, manufacturers, producers, assemblers, finishers, packers, processors, texturisers, retailers, wholesalers, suppliers, representatives, sub agents, inquiry agents, publicity and advertising agents in India and abroad of all kinds of apparels, dresses, clothers, outfits, garments, textiles, fabrics, yarns, fibbers, silk, cotton, hemp, jute, linen, fibbers, woollens, acrylic, viscose, waste, silks, hemp, linen, suiting, shirting dress materials corduroy, carpet, blankets, curtains, ribbons, towels, handkerchiefs, scarves, tapestry, shawls, ready-made garments, leather wears, leather goods, shoes, wearing apparels, neck-ties, gloves, overcoats, rain coats, rugs, cosmetics, wigs, sweaters, knitwears, hosiery goods, under garments, dresses, embroideries, plastics, rubbers, canvas goods, village industries, cottage industries, home industries, handicrafts,

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**RAJKUMAR SATYANARAYAN AGARWAL**  
**MANAGING DIRECTOR**  
**DIN: 00395370**



brasswares, handlooms, antiques, decorators, knitwears, hosiery, shoes, wearing apparels, dress material, umbrellas, mufflers, chesters, nets, socks, hats, belts, caps, bags, purses, sports goods, variety bags, buttons, zips, fasteners, buckles, cuff-links, pipings, borders, lining, supports, attachments, pads, hooks, accessories and tools, trims, synthetic polyester, polyethylene, polypropylene, silk, artificial silk, wool silk and other material and all fibres, synthetic artificial & natural fibbers, nylon, rayon, jute and any other fibbers or fibrous materials textiles 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 and blends and mix thereof and to deal in all kinds of natural/manmade fibres and manmade fibre yarns of all kinds, manmade fibre cords of all kinds and manmade fibre fabrics of all kinds, mixed with or without mixing, synthetic blends with natural or manmade materials fibres like woolen, cotton, metallic or any other fibres of vegetable, mineral or animal origin, manufacturing such manmade fibres and manmade fibre products of all description and kinds with or without mixing fibres of other origin as described above, by any process using petrochemicals of all description or by using vegetable or mineral oils or products of all description required to produce such natural or manmade fibres, polysters, polimide, acrylic, polynestic, polyacrylic, or any other substance, suiting, shirtings, Home Decor Fabric Furnishing such as Muslin, Linen and Khadi -Textured, Viscose Crepe Silk, Satin, Bagh Cotton or Maheshwari Silk, Cotton Ikat, Chanderi etc. and dress materials including the preparation of dyeing or coloring of any of the said substances and artificial silk, rayon, nylon or any similar substance, composite textile mills handlooms or power looms.

2. To carry on the trades or business of spinner, knitters, doubling, weavers, ginner, pressers, balers of silk, combing, scouring, sizing, bleaching, coloring, dyeing, printing, texurising, twisting, and finishing, working or manufacturing in whatever way, linen manufacturers of cotton, synthetic, wool, silk, flax, hemp, jute, artificial silk, rayon, terylene, doubling of yarns, nylon, terene, decron, staple fibres and other suitable fabrics, fibers or textile substances, whether animal, vegetable or mineral in any state and whether similar to the foregoing substances or not and to treat and utilize and deal in any waste arising from any such operations, whether carried out by the company or otherwise and also of makers of vitriol and of bleaching, dyeing and finishing materials and the buying, selling and dealing in all or any of the aforesaid substances. To do embroidery weather by machine or handmade on all types of embroidery fabrics as per the customers' requirements and fabrics, garments & made ups basis on demand.

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3. To buy, contract for, sell or send for sale in the whole world, cotton, waste, droppings, fly, silk, wool, jute, hemp and other fibrous articles; to deal in all materials and things necessary or useful for dyeing, printing and bleaching purposes and generally to deal in all or any of the fabrics, articles and things and to generate, consume, purchase, sell, supply and distribute electricity by erection/installation of wind or hydel or thermal or solar or atomic or any other sources in India or elsewhere; to deal with and manufacture PTA, MEG, ANTIMONY, TIO<sub>2</sub>, spin Finish Oil, coal & Other Fuel's, dye's chemicals & petro chemical products, Bio Gas and its by-products and any kind of raw material as required for production.

*#Clause III (B) - Matters which are necessary for furtherance of the objects specified in Clause III (A) are:*

1. To attain the main Object, to purchase such thing or articles as may be required.
2. To negotiate and/or enter into agreements and contracts with individuals, companies, corporations, and other organizations, foreign or Indian for obtaining or providing technical, financial, or any other assistance for carrying out all or any of the objects of the Company, and also for the purpose of activating research, development of manufacturing projects on the basis of know how and/or financial participation and for technical collaboration and to acquire or provide necessary formulas, patent rights etc. for furthering the objects of the Company.
3. To register, apply for purchase or otherwise acquire, sell, let or grant or true to account any patents, trade marks, designs, letters or patents, concessions, licenses, invention, rights and privileges, subject to royalty or otherwise and whether exclusive or non exclusive or limited, or any part interest therein, and to manufacture and produce and trade and in all machinery, plant, articles appliances and things capable of being manufactured, produced or traded in by virtue of or in connection with any such patents, trade marks, designs, letter patents, licenses inventions, rights or privileges, as aforesaid for the attainment of the main objects.
4. To amalgamate with any Company or Companies having objects altogether or in part similar to those of this Company or any other company, subject to the provisions of Section 391 to 394 of the Companies Act, 1956.

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5. To construct, purchase, hire, let, acquire, maintain, alter enlarge, buy or sell any lands, buildings, workshops, offices, mills, plants, machinery, furniture and fixtures, godowns, laboratories and other property assets (movable and/or immovable), rights and effects of any description for the main objects.
6. To acquire or enter into any arrangement with from any Government, State or Authority, license, concessions, grants, decree, rights, powers and privileges or other form of statutory or official authority whatsoever, which may seem to the Company capable of being turned to account for its purposes and to hold, use, explore, survey, cultivate, work manage, improve develop and turn to account the same and to lease, mortgage, sell abandon, deal with or otherwise dispose of any part thereof.
7. To grant annuities, persons allowances, donations, provident fund, stock options, gratuities and bonus to any employees (including Directors and ex- Directors) of the Company or the relations, connections or dependents of any such persons and to establish or support associations, institutions or non political bodies, clubs, schools, funds, schemes and trusts, (religious, scientific, educational, provident or otherwise) which may be considered and calculated to benefit any such persons or otherwise advance the interests of the Company or of its members and to establish and contribute any scheme for the purpose by trustees of shares in the Company to be held for the benefit of the Company's employees and to lend money to the Company's employees and to support or subscribe to any charitable objects and institutions and to clubs, societies of funds.
8. To employ experts and consultants to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, property or rights for the attainment of the main objects to remunerate any person Consultant or Company for services rendered or promotion of the Company or the conduct of its business.
9. To borrow or raise or secure moneys for the purpose of financing the business of the Company in such manner as the Company shall think fit and in particular by the creation, execution grant or issue of any mortgage debenture stocks or bonds (perpetual or otherwise) either at par, premium or discount and either redeemable or irredeemable, secured upon all or any part of the undertaking rights and properties of the Company, Present and future, including its uncalled capital of the called but unpaid

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capital of the Company and to purchase, redeem, pay off or satisfy such securities subject to the Act and Banking Regulation Act, 1949 and directives issued by Reserve Bank of India.

10. To acquire by purchase lease, concession, grant, licence or otherwise such lands, buildings, minerals, mines, waterworks, plant, machinery, stock-in-trade, stores, rights, privileges, easements and other property as may from time to time be deemed necessary for carrying on the business of the Company, and to build or erect upon any land of Company how-so-ever acquired such factories, workshops, warehouses, offices, residences and other buildings, and to erect such machinery and construct such roads, ways, branches or sidings, bridges, reservoirs, water courses, hydraulic works and other works and conveniences.
11. To make any loan to any person, to receive money, securities or valuable on deposit at interest or otherwise from persons having dealing with the company or not on any terms whatsoever, and provided the Company shall not carry on the business of banking as defined under the Banking (Regulations) Act, 1949, and the granting of such loans shall not tantamount to carry on of banking business, subject to the provision of the Act, and Direction issued by the R.B.I.
12. To finance, enter into partnership or into any arrangement including the promotion of companies or establishment of firms either in India or in any other country abroad for sharing profits, interests, co-operation, joint venture or reciprocal concession, with any person, firm or company in India or in any other country abroad, carrying on or about to carry on or engage in any business or transaction which the company is authorised to carry or on engage in.
13. To open any kind of account in any Bank and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, warrants, debentures and other negotiable or transferable instruments.
14. To establish, provide, maintain and conduct or otherwise subsidise research laboratories, and experimental workshops, for scientific and technical researches, experiments and tests of all kinds, to promote studies and researches, both scientific and technical, investigations and inventions, by providing, subsidising, and endowing or assisting laboratories, workshops, libraries, lecture, meetings, and conferences and

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by providing or contributing to the award of scholarships, prizes and grants to students or otherwise generally to encourage, promote and reward studies, researches, investigations, experiments, texts and inventions of any kind that may be considered likely to assist any business which the Company is authorised to carry on.

15. To support, donate, contribute or subscribe to any charitable, benevolent or public object or any other general or useful object or any institution, society or club or any other body or to any other object which may be for the benefit of the Company or its employees or may be connected with any town or place where the Company has business connection and to give or award pensions, annuities, gratuities and super annuities or other allowances or benefits or charitable aid to any persons who are have been Directors of or who are or have been employed by or who are serving or have served the company and to the wives, children and other relatives and dependents of such persons or to make payment towards insurances and to set up, establish, support and maintain super annulation and other funds or schemes (whether contributory or non-contributory) for the benefit of any such person or persons, and their wives, widows, children and other relatives and dependents, but not intended to serve any political Cause or purpose.
16. To send out to foreign countries, Directors, employees or any other persons for investigating the possibilities of any business or trade, for procuring and buying any machinery or establishing trade connections or in promoting the interest of the company and to pay all expenses incurred in this connection and to establish branches, local register or to establish any firm or firms or promote any company or companies at places in or outside India as may be thought fit by the Company.
17. To sell or dispose of the undertaking of the Company or any part there of in such manner and for such considerations as the Company may think fit, and in particular for shares (fully or paid up), debentures, debenture shock or securities of any other company, whether promoted by this Company for the purpose or not and to improve, manage, develop, exchange, lease, dispose of turn to account or otherwise deal with all or any part of the property and rights of the Company.
18. Subject to the provisions of Section 52 of the Companies Act, 2013 to place, to reserve or to distribute as dividend or bonus among the members or otherwise to apply as the Company may from time to time think fit, any money's belonging to the Company

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including those received by way of premium on shares or debentures issued by the Company at a premium and moneys arising from the reissue of the Company's forfeited shares.

19. To act as agents, subagents, commission agents, representatives, merchants, traders, stockists, sales, organisers for any person, firm or corporation as deemed necessary for fulfillment or any of the objects specified herein above.
20. To appoint trustees (whether a person, firm or a Company) to hold securities on behalf of and to protect the interest of the Company and to establish trusts.
21. To give publicity to the business and products of the company and its constituents and associates, and popularise brands in India and foreign markets by means of advertisements in the press, pamphlets, handbills, circulars advertisement real, posters, cinema slides, on radio or television, by publication of books, periodicals and magazines, by purchase and exhibition of works of art, by granting rewards, prize and donations and by other suitable means.
22. To institute and to defend any suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements, to refer to arbitration and to enforce and where need be to contest any award and for all such purposes to engage or retain counsels, attorneys and agents and when necessary to remove them.
23. To appoint Directors and Managers in the company and in any subsidiary Company or any other Company in which this Company is or may be interested. To pay the remuneration, sitting fees as per the applicable laws and regulation.
24. To enter into arrangement, to take all necessary or proper steps with Governments or with other Authorities Imperial, Supreme, National and Local Municipal or otherwise of any place to which the company may have interests and to carry on any negotiation or operations for the purpose of directly or Indirectly carrying out the objects of the company or effecting any modification in the constitution of the company or furthering the interest of its members and to make representations against any such steps taken by any other company firm or person which may be considered likely directly or Indirectly to prejudice the interests of the company or its members and to assist the

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promotion of, whether directly or indirectly any legislation which may appear to be in the interest of the company and to make representation against and resist whether directly or indirectly, any legislation which may seem disadvantageous to the Company, any charters, contracts, decrees rights, loans privileges or concessions which the company may think desirable to obtain and carry out or exercise and comply with the same.

25. To do all or any of the above things directly or indirectly to enhance the value of any of the company's property and rights for the time being, and/or as may appear to the directors to incidental or conducive to the attainment of the above objects or any of them in any part of the world as principal, agents, contractors, or trustees or otherwise and by or through trustees, agents, or otherwise either alone or in conjunction with others.

IV The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.

V. \$ #(a) The Authorised share capital of the Company is Rs. 86,00,00,000/- (Rupees Eighty Six Crore only) divided into 60,00,00,000 (Sixty Crore Equity Shares of Re. 1/- (Rupee One only) each ; 1,00,000 Compulsory Convertible Preference Shares (CCPS) – Class – A of Rs. 100/- each and 25,00,000 Compulsory Convertible Preference Shares (CCPS) – Class – B of Rs. 100/- each.

b) The minimum paid up Capital of the Company shall be Rs.1,00,000/-.

C) Any shares of the original or increased capital may from time to time be issued with any rights or preferences whether in respect of dividend or of repayment of capital or both or any other specific privilege or advantage over any shares previously issued or than about to issued or with deferred or qualified rights as compared with the shares previously issued or subject to any provisions or conditions and with any special right or limited rights or without any rights or voting and generally on such terms as the Company may from time to time determine.

The rights of the shareholders of any class of shares for the time being forming part of the capital of the company, be modified, affected, varied, extended or surrendered either with the consent in writing of the holders of three- fourths of the issued shares of

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the class or with the sanction of a special resolution passed at a spate meeting of the holders of those shares.

\$ Authorised capital restructures as per NCLT order dated 5.10.2021 and approved by Board on 11.11.2021

#Authorised capital restructures as approved by Members at the 29<sup>th</sup> AGM held on 30.09.2022

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We, the several persons, whose names and addresses are hereundersubscribed are desirous of being formed into a Company in pursuance of this 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, and occupation Of each subscriber	Number of Equity Shares taken by each subscriber	Signature of each subscriber	Signature, Name, address, description & occupation of witness
<b>GOURISHANKAR R. PODDAR</b> S/O SHRI RATANLAL PODDAR D/24-303 YOGINAGAR, BORIWALI WEST, MUMBAI: 400092. OCCUPATION: INDUSTRIALIST	100 (ONE HUNDRED ONLY)	SD/-	WITNESS FOR ALL SD/- <b>ASHOK KUMAR LADHA</b> <b>S/O SHRI JAMNALAL LADHA</b> 401, Rewa chambers, 31, New Marine Lines, Mumbai: 400020. Chartered accountant
<b>RATANCHAND D. JAIN</b> S/O LATE SHRI DESHMALJI JAIN 17-A, RATAN NAGAR, BORIVALI EAST, MUMBAI: 400068. OCCUPATION: INDUSTRIALIST	100 (ONE HUNDRED ONLY)	SD/-	
<b>SHASHIDEVI PODDAR</b> W/O GOURISHANKAR PODDAR D/24 FLAT NO. 303, YOGINAGAR, BORIWALI WEST, MUMBAI: 400092. OCCUPATION: HOUSE WIFE	100 (ONE HUNDRED ONLY)	SD/-	
<b>NARPAT KUMAR D. JAIN</b> S/O LATE SHRI DESHMALJI JAIN 17-A, RATAN NAGAR, BORIVALI EAST, MUMBAI: 400068. OCCUPATION: BUSINESS	100 (ONE HUNDRED ONLY)	SD/-	
<b>RAMESHKUMAR D. JAIN</b> S/O LATE SHRI DESHMALJI JAIN 17-A, RATAN NAGAR, BORIVALI EAST, MUMBAI: 400068. OCCUPATION: BUSINESS	100 (ONE HUNDRED ONLY)	SD/-	
<b>ALKA N. JAIN</b> W/O NARPAT KUMAR D. JAIN 17-A, RATAN NAGAR, BORIVALI EAST, MUMBAI: 400068. OCCUPATION: HOUSE WIFE	100 (ONE HUNDRED ONLY)	SD/-	

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<b>SURJADEVI R. JAIN</b> W/O RATANCHAND D. JAIN 17-A, RATAN NAGAR, BORIVALI EAST, MUMBAI: 400068. OCCUPATION: HOUSE WIFE	100 (ONE HUNDRED ONLY)	SD/-	
TOTAL	700 (SEVEN HUNDRED)		

Bombay, Dated this 3<sup>rd</sup> day of August, 1993

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