

**MEMORANDUM OF ASSOCIATION
OF
ARVIND LIMITED
WITH
ARTICLES OF ASSOCIATION**

ARVIND

Registered under Act VII 1913 on the 1st day of June 1931

**Regd. Office :
Naroda Road,
Ahmedabad - 380 025**

2022



GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies,

Gujarat, Dadra and Nagar Haveli

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L17119GJ1931PLC000093

IN THE MATTER OF M/s. THE ARVIND MILLS LTD.

I hereby certify that THE ARVIND MILLS LTD. which was originally incorporated on First day of June, Nineteen Hundred Thirty One being an existing company as per Section 3 of the Companies Act, 1956 as THE ARVIND MILLS LIMITED having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of the Central Government signified in writing having been accorded thereto under Section 21 of the Companies, 1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G. S. R. 507 (E) dated 24-06-1985 vide SRN A35366897 dated 15/04/2008 the name of the said Company is this day changed to ARVIND LIMITED and this certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Ahmedabad this Fifteenth day of April Two Thousand Eight.



Sd/-
[KAMAL HARJANI]
Asst. Registrar of Companies,
Gujarat,
Dadra & Nagar Haveli

CERTIFICATE OF INCORPORATION

No. 1720 of 1931-1932

I hereby certify that THE ARVIND MILLS LIMITED

is this day incorporated under the Indian Companies Act, VII of 1913 and that the Company is Limited.

Given under my hand at **BOMBAY** this **FIRST** day of **JUNE**, One Thousand Nine Hundred and **THIRTY ONE**



Sd/-
[H.C.B. MITCHELL]
Registrar of Companies

Certificate under Section 103 (2) of the Indian Companies Act,
VII of 1913, that a Company is entitled to commence business.

I hereby Certify, That the

The Arvind Mills Limited

which was incorporated under the Indian Companies Act, VII of 1913, on the
First day of **June 1931**, and which has this day filed a
statutory declaration in the prescribed form that the conditions of Section 103 [1 (a) to (d)] of the
said Act have been complied with, is entitled to commence business.

Given under my hand at Bombay this **Thirtieth** day of **July**
One Thousand Nine Hundred and **Thirty-one**.



Registrar of Companies.

MEMORANDUM OF ASSOCIATION
OF
ARVIND LIMITED

- I. The Name of the Company is “ **ARVIND LIMITED.**”
- II. The Registered Office of the Company will be situated in Ahmedabad.
- III. The objects for which the Company is established are:-
 - (1) To carry on the business of spinning, weaving or manufacturing or dealing in cotton or other fibrous substances and the preparation, dyeing or colouring of any of the said substances and the sale of yarn, cloth or other manufactured fibrous products.
 - (2) To carry on all or any of the business following, namely, cotton spinners and doublers flax, hemp and jute spinners, linen manufacturers, flax, hemp, jute and wool merchants, wool combers, worsted spinners, woolen spinners, 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 and other fibrous substances, and to weave or otherwise manufacture, buy and sell and deal in linen, cloth and other goods and fabrics, whether textile, fribled, knitted or looped and to supply power, and to carry on or be interested in the businesses of flour mill proprietors, pressing and ginning mill proprietors and oil mill proprietors, paper mill proprietors and ice manufacturers in all their branches and either in Ahmedabad or other parts of India.
 - *(a) To purchase or otherwise acquire, manufacture refine, treat, reduce, distill, smelt, store, hold, transport, use, experiment with, prospect for, mine, bore, extract, market, distribute, exchange, supply, sell and otherwise dispose of, import, export and trade and generally deal in any and all kinds of petroleum and petroleum products, oil gas and other volatile substances, asphalt, ozokerite, sulphur-clays, bitumen, bituminous substances, carbon, carbon black, hydro-carbon and mineral substances, phosphates, nitrates, coal ores, minerals and in general subsoil products and subsurface deposits of every nature and descriptions and the products or the bye-products which may be derived, produced, prepared, developed compounded, made or manufactured therefrom and substances obtained by mixing any of the foregoing with other substances.
 - (b) To produce, manufacture, use, buy, import, export or otherwise acquire, sell, distribute, deal in and dispose of, chemicals and chemical products of every nature and description and compounds, intermediates, derivatives and bye-products thereof and products to be made therefrom (hereafter for convenience referred to generally as chemicals and chemical products) including specifically but without limiting the generality of the foregoing, calcium carbide, calcium cyanamide, lime nitrogen, nitrogen, oxygen, nitrogenous compounds, fertilisers, acids, alkalies, sizes, oils, metallurgical reagents, floatation reagents, wetting agents, insecticides and fumigents, plastic and resins, dyestuffs, catalytic agents, goods, drugs, biologicals, pharmaceuticals, serums, vitamin products, hormones sutures, and ligatures and other products for use in prevention, treatment or cure of disease or disabilities in men or animals textiles auxiliaries, bleaching agents, pigments, insecticides, pesticides, tannis, essences, disinfectants, salts, colours, paints, glues, gums, mineral and other waters compositions, cements, oils, varnishes, compounds, dyestuffs organic or mineral intermediates, soap and washing materials, perfumes, toilet articles and cosmetics and proprietary articles of all kind, laboratory reagents, sizing, industrial and other preparations and generally products and articles of any nature and kind whatsoever, products derived from phosphates, mines, limestone, quarries, bauxite mines, petroleum, natural gas and other natural deposits, useful or suitable in the manufacture of chemical and other products as herein above defined and all substances, apparatus and things capable of being used in connection with any of the foregoing or required by customers dealing with the Company.

* The alterations in the Memorandum by addition of sub-clauses (a) to (o) were made by the Special Resolution passed at the General Meeting held on 19th May, 1967 and were confirmed by the High Court of Gujarat by its Order dated 3rd October, 1967 in Company Petition No. 14 of 1967.

- (c) To establish and carry on the business of manufacturers of and dealers in ceramics, procelain, china clay and cement products, high tension and low tension insulators and carry on the trade and business of potters, makers of porcelain, tiles, earthenware and cement and lime manufacturers and manufacturers of cement products like asbestos, cement sheets, pipes, precast products, lime bricks and plasters etc.
- (d) To establish and carry on the business of manufacturers and dealers in procelain enamelled or ceramic coated products, glass products made from raw materials, or of purchased glass pottery (whiteware) including dinner ware, electrical procelain (electronic and special ceramics), sanitary ware floor, and wall tiles, art pottery and other pottery, stoneware, terra cotta or other glazed products and abrasive, raw materials, equipment and machinery used in manufacture of glass, pottery or porcelain enamelled ware and to carry on the business of designers, decorators, ceramic sculptors, processors of ceramic products, retail and wholesale distributors of raw materials and equipments used in manufacture of finished ceramic products or of finished ceramic products, department stores or gift shop buyers (china and glass).
- (e) To carry on the business as manufacturers and exporters of and dealers in fire-clay, bricks, refractory goods, pottery and other products, insulating bricks, acid-proof bricks and shapes, refractories containing high alumina, basic refractories, high heat duty bricks, silica, siliminite and magnesite bricks of all sizes and shapes.
- (f) To carry on the business of manufactures and dealers in steel structurals, malleable iron castings, cast iron castings, steel forgings and to carry on the business of iron founders, mechanical, electrical, structural, civil, chemical, water supply and general engineers, and manufacturers of agricultural implements and other machinery, tool makers, iron, brass and other metal founders, boiler makers, millwrights, machinists, iron and steel converters, smiths, woodworkers, builders, painters, metal-lurgists, gas makers, saddlers, civil drawers, tube pipe and tube manufacturers, moulders, fitters, galvanisers, grinders, tool sharpeners and japenners, vulcanizers, enamellers, electroplaters, packing case makers and printers, framers, carriers and merchants, and to manufacture, produce, repair, alter, convert, recondition, prepare for sale, buy, sell, hire import, export, let out on hire trade, and deal in machine tools and implements, other machinery, plant, equipment, article, apparatus, appliances, component parts, accessories, fittings and things in any stage or degree of manufacture, process or refinement and to buy, sell, export, import, manufacture, repair, convert, alter let on hire and deal in electrical accumulators, lamps, meters, engines, motors, switchgears, switchboards, radios, heaters, irons, refrigerators, transformers, fans, aircoolers, or blowers, kettles, time-recorders, calculators, typewriters, plugs, switches, sockets, brackets, holders, reflectors, train and tramway coaches and buses, dynamoes, batteries and all other electrical goods, appliances contrivances and fittings.
- (g) To carry on all or any of the following businesses namely, manufacturers of starches and the by-products, manufacturers of modified starches and soluble starches, manufactures of glucose, dextrine and industrial adhesives, manufactures of flours, starches and other products for edible purposes, manufacturers of cattle foods, feeding and fattening preparations of every description, manufacturers of condensed milk and milk powders, tallow merchants and to buy, sell and deal in starches, modified starches, glucose, dextrines, industrial adhesives, starches and flours for edible purposes, cattlefoods, feeding and fattening preparations of every description, oils, milk powders and condensed milk, textile auxiliaries and manures and fertilisers and to supply power and be interested in paper mills, farms and dairies and in rearing of cattle either in Ahmedabad or other parts of India.
- (h) To carry on the business of stationers, printers, lithographers, stereo-typers, electro-typers, photographic printers, photolithographers, chromo litho, engravers, block-makers, diesinkers, envelope manufacturers, book-binders, designers, account-book manufacturers, machine rulers, numerical printers, type founders, photographers, manufacturers of and dealers in playing, visiting, railway, festive, complimentary and fancy cards and tickets and valentines, dealers in parchment, manufacturers and advertising agents, designers, draughtsmen, ink manufacturers, booksellers, publishers, paper manufacturers and dealers in materials used in the manufacture of ink and paper, photographic materials, engineers, cabinet makers, and dealers in or manufacturers of any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.
- (i) To carry on business as manufacturers and processors and dealers, in ferrous and non-ferrous metals, wood enamel, alluminium, all kinds of machine tools like lathes, milling machines, hobbing and pinion cutting machines, electroplating and all plating and polishing equipments, alloys and other

products, substances, articles and things of every description and kind.

- (j) To carry on all or any of the businesses of transport, cartage and haulage contractors, garage proprietors, owners and characters of road vehicles and ships tugs, barges and boats of every description, lightermen and carriage of goods and passengers by road, and water carmen, cartage contractors, and agents, forwarding, transport and commission agents, customs agents, stevedors, wharfingers, cargo superintendents, packets, hauliers, warehousemen, store-keeper, engineers, electrician and job masters.
- (k) To carry on the business of manufacturers of, buy, sell, or deal in chemical, pharmaceuticals, medicines, fine chemicals, dyes, paints starches and its bye-products plastics and resins, makers and manufacturers of textile auxiliaries, makers of soap and candles, magarin paint and varnish, manufacturers of manures and fertilisers, tallow merchants.
- (l) To carry on in India or elsewhere all or any one or more of the following businesses, namely the buying, selling, letting on hire, hire purchase, or easy payment system of, manufacturing and contractors of and dealers in household or office furniture and domestic or business appliances, installation fittings, machinery, motor cars, taxi-cabs, automobiles, tramcars, chars-a-bancs, motor lorries and wagons, and motor vehicles of all kinds and description, cycles, bicycles, coaches, carriages and all other vehicles of all kinds, whatsoever, whether moved, propelled or drawn by motor, steam, oil, petrol, electricity or any mechanical or other power or device, agricultural implements and machinery of all sorts, and all motors, machinery, mechanical and other parts, tools, plants, implements, utensils, appliances, apparatus, requisites and accessories for all the classes of the above mentioned vehicles or any parts thereof, and all other things of whatsoever nature or description capable of being used therewith or in the manufacture, maintenance and working thereof.
- (m) To carry on the business of manufacturers, buyers, sellers, importers, exporters of and dealers in all kinds and classes of paper, board and pulp including writing paper, printing paper, news printing paper, absorbent paper, wrapping paper, tissue paper, cover paper, blotting paper, filter paper, antique paper, ivory finish paper, coated paper, art paper, bank or bond paper, badami, brown or buff paper, bible paper, cartridge paper, clothlined paper, azure-laid paper, creamlaid, wove paper, glassine, waxed paper, grease-proof paper, gummed paper, hand-made paper, parchment paper, drawing paper, kraft paper, manila paper, envelope paper., tracing paper, vellum paper, waterproof paper, carbon paper, sensitised paper, chemically treated paper, litmus paper, photographic paper, glass paper, emery paper, pasteboard, cardboard, strawboard, pulp board, leather board, mill board, corrugated board, cartons, paper bags, paper boxes, post-cards, visiting cards, all other kinds of paper whatsoever, soda pulp, mechanical pulp, sulphite pulp, and all kinds of articles in the manufacture of which in any form, paper board of pulp is used and also to deal in or manufacture any other articles or things of a character similar or analogous to the foregoing or any of them or connected therewith.
- (n) To carry on all or any of the following businesses, namely, boot and shoe manufacturers, hide and leather merchants, leather manufacturers and factors, tanners and carrier, manufacturers of and dealers in all kinds of waterproof appliances, substances, things and preparations or solutions capable of being applied for water-proofing or other similar purposes, contractors for and manufacturers of and dealers in all kinds of Government stores, and dealers in all kinds of leather, hides, skins and all other articles produced or used by tanners and carriers, and manufacturers of and dealers in appliances for the above trades or any of them.
- (o) (i) To carry on the business of manufacturers of, and dealers in plastic moulding powders and compounds, flakes and polymers, plasticisers and dyestuffs of all kinds, specially cellulose acetate moulding powders, polyvinyl chloride compounds, cellulose acetate flakes and polyvinyl chloride polymers, and all such articles and things which can or may be conveniently manufactured from such moulding powders, compound, flakes and polymers and all other articles or things and machineries which can or may be conveniently used for the manufacture of or in connection with all such articles and things as aforesaid.
(ii) To manufacture rigid P.V.C. pipes, flexible hose P.V.C. sandals and other articles and things which can or may be conveniently manufactured from P.V.C. compounds.

- (p) To undertake, carry out, promote and sponsor programmes for rural development including any programme for promoting the social and economic welfare or the uplift of the people in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through any agency or in any other manner. Without prejudice to the generality of the foregoing, "Programme of rural development" shall also include any programme for promoting the social and economic welfare or the uplift of the people in any rural area which the Directors may consider likely to promote and assist rural development, and that the words 'rural area' shall include such areas as may be regarded as rural areas under Section 35CC of the Income-tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas, and in order to implement any of the above mentioned objects or purposes the Directors may at their discretion transfer without consideration or at such fair or concessional value as the Directors may think fit, and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institutions or Trusts or Funds or any other agency devoted to the work of rural development as the Directors may approve.
- (q) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social and moral responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may think fit and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any Public or Local Body or Authority or Central or State Government or any Public Institutions or Trusts or Funds or any other agency devoted to the work of rural development as the Directors may approve.
- (r) Without prejudice to the generality of the foregoing, to undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers, etc. or for organising lectures, conferences or seminars, workshops, training programmes, etc. likely to advance the aforesaid objects or for giving merit awards, scholarships, loans or any other assistance to institutes, deserving students or other scholars or consultants or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, fund, trust, etc. having any one of the aforesaid objects as one of its objects.
- (rr) To carry on business as builders, contractors, developers and to engage in development of land and/or building property of any tenure, nature or kind, and to engage in organization, purchase, trading, sale lease, exchange of property, and to construct, maintain, repair, renovate property, itself or through other agencies, and to hold property for development, construction, sale, lease, hire or exchange and to participate in joint ventures for development of property and to provide services for development of land and or building, property, and all other businesses or services related to above and to carry on any activity in connection therewith or incidental thereto other than the Real Estate business as defined under the foreign direct investment laws that may be updated from time to time.

* The alterations in the Memorandum by addition of sub-clauses (p) to (r) were made by the Special Resolution passed at the General Meeting held on 27th May, 1978 and were confirmed by the Company Law Board Western Region Bench by its Order dated 22nd December, 1978.

** The alteration in the Memorandum by addition of sub-clause 2(rr) of Clause III was made by the Special Resolution passed at the Annual General Meeting held on 25th September, 2020.

- (s) To carry on the activity and business of acquiring, buying, selling, hiring, letting land and property and developing the same by erecting and constructing houses, buildings, structures and works thereon and to demolish, reconstruct, repair and rebuild any existing structures thereon and to provide factory sheds and factory building offices, show rooms, godowns, warehouses, cold storages and sheds for persons generally including for persons engaged or connected with the manufacturing activities of any kind, theatres, other commercial buildings and housing facilities including those for people of weaker sections of the society, and to purchase, hold, sell, exchange, mortgage, rent, release, lease, sub-lease, transfer or retransfer the premises including factory sheds and factory buildings, godowns and shops erected, constructed or reconstructed on such land or property to any person or party subject to any terms or conditions and to carry on any activity in connection therewith or incidental thereto.
- *Deleted
- ** (t) To carry on business of skilling, education, consulting, training, testing and assessment services, train the trainer programmes, vocational training, businesses in the Ed-tech space and allied projects for segments viz. governments, corporates, retail customers, institutes engaged in formal education, schools, research and development, charitable organisations and to impart aforesaid training through online, offline and blended mode by setting up chain of training centres either owned or through franchise/channel models, to impart other allied and ancillary services viz. Facility Management, Boarding & Lodging, Catering, Manpower / Placement Consultancy, Infra development for setting up of education centres and related services, to develop content / curriculum, to publish books and E-books, to create digital platforms for learning and customer acquisition, and to set up and run centres of excellence.
- ** (u) To carry on the business of designing, manufacturing and selling a range of consumer and intermediate products made using natural indigo and other dyes and other substances and to establish design studios, manufacturing plants, supplier relationships, job-work and other services, arrangements, establish sales and marketing arrangements directly or through channels/ partners.
- #(v) "To provide all kinds of services including business transformation services and relating to back office whether in India or abroad, directly or indirectly through any other entity, including Finance & Accounts, Human Resources, Information Technology Services (ITS), Information Technology Enabled Services (ITeS), Digital Transformation Services (DTS), Data Entry, Processing, Mining & Analytics, Business Process Management, Services & Consulting, supply-chain, procurement, strategic sourcing, vendor management, contract management, supply chain planning, logistics coordination, administrative support, logistical and other support services of all kinds on shared basis or otherwise including those relating to accounting, treasury, pay roll processing, billing, invoicing, accounts receivable, accounts payable, statutory and regulatory payments, taxation (including direct and indirect taxes), fund flow management, banking, financial services, foreign exchange, Master Data Management, development and management of digital platforms, applications, communication systems, and integrated technology solutions, Marketing, Human resources management such as employee lifecycle management, compensation & benefits, learning & development, performance management, and HR operations, any other services by whatever name called including any business process, whether existing today or may become in-vogue in future, which may be a part of any business functioning today or in future and each and every sub process of those processes and computer related services including hardware, software, human-ware, networking, information systems development, information technology infrastructure, travel desk, inbound and outbound logistics, conferences, seminars, meetings and similar events management, facility maintenance, documents, records and information processing and to provide globally managed data networks and related services, including but not limited to business process management and outsourcing services, shared services, process re-engineering, transformation programs cloud services, cybersecurity, enterprise systems, infrastructure management, software development, application management, and related advisory services customer care centers, managed services, customer relationship management, back office processing, data entry, medical transcription, IT services, multimedia services, internet based services, interface services applications including all types of end to end integrated solutions involving information systems, developing, designing, marketing of communication platform(s), with features and functionality including those related to social, commerce, messaging, communication and to engage in all businesses as may be related or ancillary to the aforesaid business areas."

#The proposed alteration in the Memorandum by insertion of New Sub-clause 2(V) after existing sub-clause 2(U) under Clause III(2):

* The alteration in the Memorandum by deletion of sub-clause 2(s) of Clause III was made by the Special Resolution passed at the Extraordinary General Meeting held on 4th April, 1990 and was confirmed by the Company Law Board Bench, Western Region, Bombay, by its Order dated 26th June, 1992.

** The alterations in the Memorandum by insertion of sub-clause 2(t) and 2(u) of Clause III were made by the Special Resolution passed by the Members on 22nd December, 2022 through postal ballot by remote e-Voting only ("remote e-Voting").

- (3) Either in India or elsewhere to erect, purchase or take on lease or otherwise acquire any mills, works, machinery and any other real and personal property appertaining to the goodwill of and any interest in the business of spinning or manufacturing cotton or other fibrous substances.
- (4) To carry on any other business whether manufacturing or otherwise which may seem capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights.
- (5) To acquire and undertake the whole or any part of the business property and liabilities of any person or company, carrying on any business which this Company is authorised to carry on or possessed of property suitable for the purposes of this Company.
- (6) To extend the business of the Company by purchasing, acquiring, getting transferred or leasing any spinning or weaving mill or any other manufactory either private or belonging to joint stock companies for the time being situate in Ahmedabad or elsewhere in the world and the property, business and goodwill appertaining thereto respectively.
- (7) To extend the business of the Company by adding to, altering or enlarging, all or any of the buildings, mill factories, premises and machinery for the time being the property or in the possession of the Company; also by erecting new or additional buildings on all or any of the lands for the time being the property or in the possession of the Company, and also by expending from time to time such sums of money as may be necessary or expedient for the purpose of improving, adding to, altering, repairing and maintaining the buildings, machinery and property for the time being of the Company.
- (8) To enter into partnership or into an arrangement for sharing profits, amalgamation, union of interests, cooperation, joint adventures, reciprocal concession or otherwise with any person, 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 to engage in any business undertaking or transaction which may seem capable of being carried on or conducted so as directly or indirectly to benefit the Company, and to lend money to guarantee the contracts of or otherwise assist any such person, firm or company and to place, take or otherwise acquire and hold shares or securities of any such person, firm or company and to sell, hold, reissue with or without guarantee or otherwise deal with the same.
- (9) To be interested in, promote and undertake the formation and establishment of such institutions, business and companies (industrial, agricultural, trading, manufacturing or other and particularly cotton mills, flour mills, oil mills, paper mills, and other factories) as may be considered to be conducive to the profit and interest of the Company, and also to acquire, promote, aid, foster, subsidise or acquire interests in any industry or undertaking in any country or countries whatsoever.
- (10) To pay all costs, charges and expenses incurred or sustained in or about the promotion and establishment of the Company or which the Company shall construe to be preliminary, including therein the cost of the advertising, commission for the under-writing brokerage, printing and stationery and the expenses attendant upon the formation of agencies.
- (11) Upon any issue of shares, debentures or any other securities of the Company to employ brokers, commission agents and under-writers and to provide for the remuneration of such persons for their services by payment in cash or by issue of shares, debentures or other securities of the Company by the granting of options to take the same or in any other manner allowed by law.
- (12) To procure the incorporation, registration or other recognition of the Company in any country, state or place, and to establish and regulate agencies for the purposes of the Company's business, and to apply or join in applying to any parliament, Government, Local, Municipal or other authority or body, British colonial or foreign, for any acts of Parliament, laws, decrees, concessions, orders, rights or privileges that may seem conducive to the Company's objects or any of them, and to oppose any proceedings or applications which may seem calculated or indirectly to prejudice the Company's interests.
- (13) To open and keep a register or registers in any country or countries where it may be deemed advisable to do so and to allocate any number of the shares in the Company to such register or registers.
- (14) To purchase, take on lease or otherwise acquire for the purposes of the Company any estates, lands, buildings, easements or other interests in real estate and to sell, let on lease or otherwise dispose of or grant rights over any real property belonging to the Company.
- (15) To purchase or otherwise acquire, erect, maintain, reconstruct and adopt any buildings, offices, workshop, mills, plant, machinery, accessories and other things found necessary or convenient for the purposes of the Company and also to extend the business of the Company by adding to, altering, enlarging all or any of the

buildings, mill premises and machinery for the time being the property of the Company, on all or any of the lands for the time being the property or in possession of the Company; and by expending from time to time such sums of money as may be necessary or expedient for the purpose of improving, adding to, altering, repairing and maintaining the buildings and machinery and property for the time being of the Company.

- (16) To apply for and take out, purchase or otherwise acquire any patents, patent rights or inventions, copyright or secret processes which may be useful for the Company's objects and to grant licences to use the same.
- (17) To manufacture, buy, sell and generally deal in any plant, machinery, tools, goods or thing of any description which, in the opinion of the Company may be conveniently dealt in by the Company in connection with any of its objects.
- (18) To let on lease or on hire the whole or any part of the real and personal property of the Company on such terms as the Company shall determine. To enter into such arrangements as the Company may think proper with any public authority for building chawls and tenements on the property of the Company or on the property of others and to let the same either to the employees of the Company or to others and upon such terms as the Company may think proper.
- (19) To draw, accept and make and to endorse, discount and negotiate bills of exchange and promissory notes and other negotiable instruments.
- (20) To borrow or raise money by the issue of debentures, debenture stock (perpetual or terminable) bonds, mortgages or any other securities founded or based upon all or any of the property and rights of the Company including its uncalled capital or without any such security and upon such terms as to priority or otherwise as the Company shall think fit and to purchase, redeem of, pay off any such securities.
- (21) To receive money on deposit with or without allowance of interest thereon.
- (22) To advance and lend money to such person or persons or company or companies and on such terms as may seem expedient with or without taking any security and in particular to customers and other having dealings with the Company and to guarantee the performance of contracts by any such persons or Companies.
- (23) To invest any moneys of the Company in any form of investment which may be considered desirable and from time to time vary any such investment.
- (24) To acquire by subscription, purchase or otherwise, and to accept and take hold or sell shares or stock in any company, society or undertaking which does among other things the business of spinning, weaving or manufacturing or dealing in cotton or other fibrous substances and the manufacturing preparation, dyeing or colouring of any of the said substances, or of manufacturing dye stuffs or the object of which shall either in whole or in part be similar to those of this Company, or such as may be likely to promote or advance the interests of this Company.
- (25) To establish agencies in India and elsewhere for sales and purchases and to regulate and discontinue the same.
- (26) *To provide for the welfare of employees (including directors) or ex-employees of the Company or its predecessors in business and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses or dwelling or quarters or by grants of money, pensions, gratuities, allowances, bonuses, profit sharing bonuses or benefits or any other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds, profit sharing or other schemes or trusts and by providing or subscribing or contributing towards places of instructions and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit.
- (27) *To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, political or any other useful institutions, objects or purposes or for any exhibition.

* The alteration of these Sub-clauses was confirmed by the Court of the District Judge, Ahmedabad, in C. M. A. No. 136 of 1957, on the terms and conditions mentioned in the order dated 28-11-1957. This order has been varied by the order dated 29th April, 1968 passed by the Gujarat High Court in Company application No.43 of 1967.

- (28) To sell, dispose of, mortgage, exchange, lease or transfer the business, property and undertaking of the Company or any part thereof for any consideration which the Company may deem fit to accept and in particular for shares, debentures, debenture stock, bonds or securities of any other Company having objects altogether or in part similar to those of this Company, to promote any other Company or Companies for the purpose of its or their acquiring all or any of the property, rights or liabilities of this Company or for any other purpose which may seem calculated to benefit this Company.
- (29) To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the property of the Company or for any other purposes conducive to the interests of the Company.
- (30) 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 moneys received by way of premium on shares or debentures issued at a 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.
- (31) To distribute any of the property of Company amongst the members in specie or kind.
- (32) To do all or any of the matters hereby authorised as principals, agents, contractors, trustees or otherwise and either alone or in conjunction with others.
- (33) To indemnify members, officers, directors, agents and servants of the Company against proceedings, costs, damages, claims and demands in respect of anything done, or ordered to be done by them for and in the interests of the Company or for any loss damages or misfortune whatever, which shall happen in execution of the duties of their office or in relation thereto.
- (34) To authorise the Board of Directors on behalf of the Company to enter into, execute and carry into effect the arrangements made from time to time between the Company and the Agents' firm as per Schedule 'A' or otherwise. The said Board is further authorised to modify and consent to the terms and conditions as may be agreed upon from time to time between the Company and the said Agent's firm in connection with this schedule.
- (35) Generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the intention is that the object or objects specified in each paragraph of this clause shall have the widest possible construction and shall be in no wise limited or restricted by reference to or reference from the terms of any other paragraph of this clause or the name of the Company.

IV. The Liability of the members is limited.

*V. The Authorised Share Capital of the Company is Rs. 674,50,00,000/- (Rupees Six Hundred Seventy Four Crores Fifty lacs only) divided into 57,45,00,000 (Fifty Seven Crores Forty Five Lacs Only) Equity Shares of Rs. 10/- (Rupees Ten only) each, 1,00,00,000 (One Crore Only) Preference Shares of Rs. 100/- each with such rights, privileges and conditions attached thereto as may be determined by the General Meetings at the time of issue. The Company has and shall always have the power to divide the Share Capital from time to time and to vary, modify and abrogate any rights, privileges, conditions attached to the Share in such a manner as may from the time being provided in the regulations of the Company.

VI. Deleted

*Notes to Authorised Capital :

1. The Authorised Capital was reduced from Rs. 25,25,000/- to Rs. 15,25,000/- being confirmed by the District Court, Ahmedabad, by its Order dated 22nd March, 1935.
2. The Authorised Capital was reduced from Rs. 15,25,000/- to Rs. 5,25,000/- being confirmed by the District Court, Ahmedabad, by its order dated 1st September, 1937.

3. The Authorised Capital was increased from Rs. 5,25,000/- to Rs. 15,75,000/- at the Extraordinary General Meeting of the Company held on 17th June, 1940.
4. The Authorised Capital was increased from Rs. 15,75,000/- to Rs. 21,00,000/- at the Extraordinary General Meeting of the Company held on 4th June, 1943.
5. The Authorised Capital was increased from Rs 21,00,000/- to Rs. 26,25,000/- at the Extraordinary General Meeting of the Company held on 15th March, 1945.
6. The Authorised Capital was increased from Rs. 26,25,000/- to Rs. 1,05,00,000/- at the Extraordinary General Meeting of the Company held on 10th May, 1948.
7. The Authorised Capital was increased from Rs. 1,05,00,000/- to Rs 2,10,00,000/- at the Extraordinary General Meeting of the Company held on 10th September, 1951.
8. The Authorised Capital was increased from Rs. 2,10,00,000/- to Rs. 3,00,00,000/- at the Extraordinary General Meeting of the Company held on 26th August, 1967.
9. The Authorised Capital was increased from Rs. 3,00,00,000/- to Rs. 5,00,00,000/- at the Annual General Meeting of the Company held on 28th May, 1974.
10. The division of Authorised Capital was altered and approved at Annual General Meeting held on 27th May, 1986.
11. The Authorised Capital was increased from Rs. 5,00,00,000/- to Rs. 8,00,00,000/- at the Extraordinary General Meeting of the Company held on 7th December, 1987.
12. The Authorised Capital was increased from Rs. 8,00,00,000/- to Rs 20,00,00,000/- at the Extraordinary General Meeting of the Company held on 9th March, 1989.
13. The Authorised Capital was increased from Rs. 20,00,00,000/- to Rs 40,00,00,000/ at the Extraordinary General Meeting of the Company held on 8th November, 1990
14. The Authorised Capital was increased from Rs. 40,00,00,000/- to Rs. 60,00,00,000/ at the Extraordinary General Meeting of the Company held on 9th March, 1992.
15. The Authorised Capital was increased from Rs. 60,00,00,000/- to Rs. 100,00,00,000/ at the Extraordinary General Meeting of the Company held on 20th June, 1992.
16. The Authorised Capital was increased from Rs. 100,00,00,000/- to Rs. 150,00,00,000/ at the Extraordinary General Meeting of the Company held on 4th December, 1993.
17. Reclassification of Authorised Capital of Rs. 150,00,00,000/- was approved at the Extraordinary General Meeting held on 15 June, 1995.
18. Reclassification of Authorised Capital of Rs. 150,00,00,000/- was approved at Annual General Meeting held on 23rd September, 1995.
19. Reclassification of Authorised Capital of Rs. 150,00,00,000/- was approved at Annual General Meeting held on 20th September, 1996.
20. Reclassification of Authorised Capital of Rs.150,00,00,000/- was approved at Annual General Meeting held on 10th September, 1997.
21. The Authorised Capital was increased from Rs. 150,00,00,000/- to Rs. 260,00,00,000/ at the Annual General Meeting of the Company held on 22nd September, 1998.
22. The Authorised Capital was increased from Rs. 260,00,00,000/- to Rs. 320,00,00,000/ and reclassified at the Extraordinary General Meeting of the Company held on 12th June, 2001.
23. The Authorised Capital was increased from Rs. 320,00,00,000/- to Rs. 450,00,00,000/- at the Extraordinary General Meeting of the Company held on 23rd October, 2007.
24. The Authorised Capital was increased from Rs.450,00,00,000/- to Rs. 665,00,00,000/- pursuant to the Scheme of Arrangement in the nature of de-merger and transfer of Investment Division of Asman Investment Limited to Arvind Limited and amalgamation of Arvind Products Limited with Arvind Limited approved by the High Court of Gujarat, Ahmedabad, by its order dated 29th December, 2011.
25. The Authorised Capital was increased from Rs.665,00,00,000/- to Rs.774,50,00,000/- pursuant to Scheme of Arrangement in the nature of Amalgamation of Arvind Brands & Retail Limited, Arvind Garments Park Private Limited and Dholka Textile Park Private Limited with Arvind Limited and their respective shareholders and creditors approved by NCLT, Ahmedabad Bench by its order dated 24th August, 2017.
26. The Authorised Capital was decreased from Rs.774,50,00,000/- to Rs.674,50,00,000/- pursuant to Composite Scheme of Arrangement involving De-merger, amalgamation and restructure of Capital amongst Arvind Limited, Arvind Fashion Limited, Anveshan Heavy Engineering Limited and The Anup Engineering Limited and their respective shareholders and creditors approved by NCLT, Ahmedabad Bench by its order dated 26th October, 2018.

We, the several persons whose names and addresses are subscribed hereto, 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.

Dated this 1st day of June In the year of Christ One Thousand Nine Hundred and Thirty one.

| Names and Occupations of subscribers | Address | Equity Shares subscribed | Witness |
|--|-----------------------------------|--------------------------|-----------|
| Chimanbhai Lalbhai Mill Agent | Pankore Naka, Ahmedabad. | 60 | -----Sd/- |
| Dhanjisha Edalji Anklesarea Doctor | Kalupur, Ahmedabad. | 20 | |
| Kasturbhai Lalbhai Mill Agent | Shahibag Ahmedabad. | 60 | |
| Ganesh Vasudeo Mavlankar Lawyer | Bhadra, Ahmedabad. | 20 | |
| Narottam Lalbhai Mill Agent | Shahibag, Ahmedabad. | 60 | |
| Narottam P. Hutheesing Mill Agent | Gheekanta Vadi Ahmedabad. | 20 | |
| Narottam Chandulal | Near Civil Hospital Ahmedabad. | 10 | |