

(THE COMPANIES ACT, 2013)
(COMPANY LIMITED BY SHARES)
**MEMORANDUM OF ASSOCIATION
OF
MARAL OVERSEAS LIMITED**

- I. The **Name** of the Company is “**MARAL OVERSEAS LIMITED**”.
- II. The Registered Office of the Company will be situated in the **State of Madhya Pradesh***.
- III. The objects for which the Company is established are:
 - A. **THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
 1. To carry on the business of Importing, Exporting, Trading, Marketing, dealing, getting spinned and weaved on jobs of all kinds of man made fibres, cellulosic fibres, non cellulosic, fibres, mineral fibres, man made filament yarn, texturised yarn, cellulosic spun yarn, nylon yarn, wool yarn, acrylic yarn, jute yarn, silk yarn, flex yarn, polyester yarn, staple fibre yarn, acrylic fibre yarn, viscose yarn, worsted yarn, ramie yarn, hemp silk, mesta, terelene and all other items of allied nature and all sorts of products and by products and substitutes of all or any of them.
 2. To carry on the business of importers, exporters, buyers, sellers and dealers, and as agents, stockists, distributors and suppliers of all kinds of readymade garments, coverings, coated fabrics, textiles, hosiery and other production goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other such kinds of fibre by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other such products of allied nature made thereof.
 3. To carry on the business as importers and exporters of goods and merchandise of any description and to act as shippers, commission agents, forwarding and clearing agents thereof.
 4. To carry on the business of trading, purchasing, storing, marketing, selling, distribution, dealing, importing, exporting, warehousing, pressing and dealing in all kinds of marketable items and all sorts of their products, by products, spares, accessories and materials on retail basis as well as on wholesale.
 5. To carry on the business of Manufacturing, producing, combing, bleaching, finishing, dyeing, knitting, laminating, bailing and pressing, spinning & weaving of all kinds of man made fibres, cellulosic fibres, non cellulosic fibres, mineral fibres, man made filament yarn, texturised yarn, cellulosic spun yarn, nylon yarn, cotton yarn, wool yarn, acrylic yarn, jute yarn, silk yarn, flex yarn,

* *Special Resolution dated 23.7.93 and confirmed by court.*

polyester yarn, staple fibre yarn, terelene and all other items of allied nature and all sorts of products and substitutes of all or any of them. Approved by Board 4-1-90 and General Body 30-1-90.

6. To carry on the business of manufacturers, producers, processors, converters, coated fabrics, textiles, hosiery and other products, goods, articles and things as are made from or with cotton, nylon, silk, polyester, acrylics, wool, jute and other kinds of fibre by whatever name called or made under any process, whether natural or artificial and by mechanical or other means and all other products of allied nature. Approved by Board 4-1-90 and General Body 30-1-90.
7. *To plan, promote, generate, acquire by purchase in bulk, develop, distribute and accumulate power by wind, solar, hydro, thermal, atomic, biomass, coal, lignite, gas, ocean energy, geothermal or any other form by which energy, power can be produced and to transmit, distribute, sell and supply such power for captive consumption by the company and/or for consumption by the others**.*

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

1. To purchase, hire, rent, lease, funds on contract or lease or acquire in exchange or in amalgamations, licences or otherwise solely or jointly with others all such equipment, structures, cranes, vehicles and other such related equipments required for the purpose of the main business of the Company.
2. To negotiate and/or enter into agreements and contracts with individuals, companies, corporations and other such organization, in India, or abroad for obtaining or providing technical, financial or any other such assistance for carrying out all or any of the objects of the Company and also for the purpose of activating, research and development of manufacturing projects on the basis of know-how and/or financial participation and for technical collaboration and to acquire or provide necessary formulae and patent rights for furthering the objects of the Company.
3. Subject to provision of Section 73 to 76A of the Companies Act, 2013 and the regulations made thereunder and the direction issued by Reserve Bank of India, to receive money, securities, valuables of all kinds on deposit or safe custody (not amounting to the business of Banking as defined under the Banking Regulation Act, 1949) and to borrow or raise money in such manner as the Company shall think fit and in particular by issue of debenture or debenture stocks (perpetual or otherwise) and to Secure the repayment of any money borrowed or raised on owing by mortgage, charge or lien upon all or any of the Company's property (both present and future) including its uncalled capital and guarantee the performance by the Company or any other person or body corporate of and any obligation undertaken by the Company or any other such person or Company, as the case may be.

** Object Clause proposed to be added subject to approval of Members.

4. To subsidise, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any person or companies and in particular customers of the Company or any person or companies with whom the Company may have or intended to have business relations.
5. To adopt such means of making known the business of the Company as may seem expedient.
6. To acquire by purchase, subscription, or otherwise and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose off or deal in and with any of the shares of the capital stock, or any voting trust certificate in respect of the shares of the capital, stock, script, warrants, rights, bonds, debentures, notes, trust, receipts and other securities, obligations, in action and evidences of indebtedness or interest issued or created by any corporation, companies syndicates, associations, firms, trusts or persons, public or private or by mental agency and as owner thereof to possess and exercise all the rights, powers and privilege of ownership and the right to execute consent and vote thereon and to do any or all acts and things necessary or advisable for the preservation, protection, improvement or enhancement in value thereof.
7. To enter into partnership or into any arrangement for sharing profits or losses or any union of interest, joint ventures, reciprocal concessions or co-operation with any person or persons or Company or companies, carrying on or engaged in or about to carry on or engage in any business or transaction which the Company is authorised to carry on.
8. To acquire and take over either the whole or part of business, goodwill, trademarks, patents and property, assets and liabilities of any person or persons, firm or corporation carrying on any business which the Company is authorised to carry on.
9. To establish branches and agencies of the Company in India and elsewhere and to discontinue the same where ever necessary.
10. To pay for any property or rights acquired by the Company either in cash or fully or partly paid shares or by the issue of the securities or partly in one mode or partly in another and on such terms as may be determined.
11. To open Bank accounts with any Bank and to pay into and draw money from such accounts.
12. To payout of funds of the Company all costs, charges and expenses which the Company may lawfully pay for the promotion of any project of any nature and payment of technical fees or with respect to the promotion, formation, establishment and registration of any Company and/or the issue of its capital or which the Company shall consider to be preliminary, including therein the cost of printing and stationery, brokers fees and lawyers or any other expert's fees and expenses attendant upon the formation of agencies branches and local boards.

13. To procure the registration of the Company in or under the law of any foreign country.
14. Subject to the provisions of Section 230 to 232 of the Companies Act, 2013, to amalgamate or merge or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture of reciprocal concession with any person or persons, partnership firm/firms, or Company or companies carrying on or engaged in any business or transaction which this Company is authorised to carry on or engage in.
15. To obtain any secret or other information as to any invention which may seem capable or being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company or may develop or grant licences privileges in respect or otherwise turn to account the property rights or information so acquired and to assist, encourage and spend money in making experiments of all inventions Patents and rights which the Company may acquire or proposes to acquire.
16. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.
17. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
18. To remunerate any person or Company for services rendered or to be rendered in acting as trustees for debentures, debenture stock holders or placing or assisting to place guarantee the placing of any of the shares in the Company's capital or debentures, debenture-stock or other securities of the Company, or in or about the formation or promotion of the Company or the conduct of its business or for guaranteeing payment of such debentures or other debenture Stock and interest.
19. To appoint attorneys and agents whether on commission or otherwise and constitute agencies and sub-agencies of the Company in India or elsewhere.
20. To distribute any of the property of the Company in specie or in kind among the members, in the event of winding up and subject to provisions of Section 272 of the Companies Act, 2013 and Insolvency and Bankruptcy Code, 2016.
21. To enter into any arrangements with any Government or any authority, Supreme, Municipal, Local or otherwise that may seem beneficial to any of the company's object and to apply for, promote and obtain any act of Parliament privilege, concessions licences, or authorisation of the Government or any other authority local or otherwise for enabling the Company to carry on its objects into affect or for extending any of the powers of the Company and to carry out, exercise and comply with any such act, privilege, concession, licence or authorisation.

22. To lease, let out on hire, mortgage, pledge, hypothecate, sell or otherwise dispose off the whole or any part of the undertaking of the Company or any land, business property, rights or assets of any kind of the Company or any share or interest therein respectively, in such manner and for such consideration as the Company may think fit, and in particular for shares, debentures, 'or securities of any other body corporate having objects altogether or in part similar to those of the Company.
23. To establish and maintain or procure the establishment and maintenance of any provident fund or any contributory or non-contributory pension or superannuation fund and to give or procure the giving of donations, gratuities, pensions, allowances, emoluments, bonuses, profit sharing bonus, benefits or any other payment to persons who are or were at any time in the employment or service of the Company, its predecessors in business or of any Company, which is a subsidiary of the Company or is allied to or associated, with the Company or with any such subsidiary, or who are or were any time Directors or officers of the Company or any of such other Company as aforesaid and the wives, widows, families, dependents or connection of any such person and to provide for the welfare of all or any of the aforesaid persons, from time to time, by subscribing, subsidising or contributing to any institution, association, funds, clubs, trusts, profit sharing or other schemes and by building, contributing to the building or dwelling houses or quarters and by providing, subscribing or contributing towards recreation, hospitals and dispensaries, medical and other attendance and to make payment to or towards the insurance of aforesaid either alone or in conjunction with any such other Company as aforesaid.
24. To undertake, carry out, promote and sponsor any programme for promoting the social and economic welfare of the employees of the Company and to incur any expenditure on programme of welfare of the employees and their development and in order to implement any such programme or scheme of transfer without consideration or at such fair/concessional value any assets of the Company to the welfare body formed for the implementation of welfare programmes for the employees of the Company as the directors may deem fit.
25. 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, layouts and blue prints useful for the design, erection and operation of plant required for any of the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.
26. To enter into collaboration agreement, to acquire technical know-how and/or any financial assistance and/or to acquire any plant or machinery for the business of the Company.
27. To train or pay for training in India or abroad of any of the Company's employees or any candidate in the interest of or for furtherance of the Company's objects.

28. To give credit to such persons or companies and on such basis as may seem expedient and in particular to customers and other having dealings with the Company and to guarantee the performance of any contract or obligation and the payment of money of or any such persons or companies and to give guarantee and indemnities.
29. To invest in other than investment in Company's own shares, the surplus funds of the Company, from time to time, in Government securities or in other securities as may from time to time, be determined by the directors, and from time to time, to sell or vary all such investments and to execute all assignments, transfers, receipts and documents that may be necessary in that behalf.
30. To take or concur in taking all such steps and proceedings as may seem best calculated to uphold and support the credit of the Company and to obtain and justify public confidence and to avert or minimize financial disturbances which might affect the Company.
31. To confer upon any encumbrances of trustees for any encumbrances of uncalled capital, such powers of making and enforcing calls and voting the transfer of shares not fully paid up as may be thought fit.
32. To issue or guarantee the issue of or the payment of interest on the shares, debentures, debenture-stock or other security or obligations of any Company or association and to pay or provide for brokerage, commission and underwriting in respect of any such issue.
33. To purchase, take on lease of licence or in exchange, hire or otherwise, any real and or personal property and any rights or privileges and advantages of any kind whatsoever which the Company may think necessary or convenient for the purposes of its business or may enhance the value of any other property of the Company and in particular, the land (freehold, leasehold or other tenure) tenements, buildings, basements, machinery, plant and stock-in-trade and on any such lands to erect buildings, factory sheds, godowns, or other structures for the works and purpose of the Company and also for the residence and amenity of the employees, staff and other workmen and erect and instal machinery and plant and other equipments which may be deemed necessary or convenient or profitable for the purposes of the Company's and either to retain any property to be acquired for the purpose of the Company's business or to resell, mortgage, let on lease or otherwise deal with and to turn the same to account as may seem expedient.
34. To create any subscription fund, sinking fund, insurance fund or any other special funds whether for repairing, improving, extending, or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company, or the staff or labour or for any development fund.
35. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any person firm or Company, carrying on or proposing to carry on any business which this Company is authorised to carry on, or possessed of property or rights suitable for any of the purpose of the Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit the

Company and the purchase, acquire, sell and deal in property, shares, stocks or debenture stock of any such person, firm or Company and to conduct, make or to carry into effect any arrangements in regard to the winding up of the business of any such person, firm, or Company.

36. Subject to provision of Section 181 of the Companies Act 2013, to make donations, to any persons or institutions in such form or 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 also to subscribe, contribute or otherwise assist or grant money for charitable, scientific, religion or benevolent, national, public or other money for charitable, scientific, religion or benevolent, national, public or other institutional objects or for any exhibit or for any public, general or other objects.
37. To give to any director, officers, servants, or employees of the Company any share or interest in the profits of the Company's business by way of commission or otherwise or any branches thereof and whether carried on by own means or through the agency of, any subsidiary Company or not, and for that purpose to enter into any arrangements which the Company may think fit.
38. To refer or agree to refer any claim, demand, dispute or any other question, by or against the Company, or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representatives, or between the Company and the third parties, to arbitration in India, or at any place outside India and to observe and perform and to carry out or enforce the awards.
39. Subject to the provisions of the Companies Act, 2013 to vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or Company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
40. To carry on business which this Company is authorised to carry on by means or through the agency of any subsidiary Company or companies and enter into any arrangement with any such subsidiary Company for taking the profits and bearing the losses of any business or branch so carried on, or for financing any such subsidiary 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 power at any time either temporarily or permanently to close any such business or branch and or to appoint Directors or Managers of any such subsidiary Company.
41. To do all or any of the above things either, as principals, agents, brokers, trustees contractors or otherwise and either by or through agents, brokers, sub-contractors trustees or otherwise and either alone or in conjunction with other and to do all such things as are incidental or conducive to the attainment of the main object.
42. To do all event and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any of the objects of the Company.

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- 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.
- V. The Authorised Share Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy Five Crore only) divided into 4,40,00,000 Equity Shares of Rs.10/- (Rupees Ten only) each aggregating to Rs. 44,00,00,000/- (Rupees Forty Four Crore only) and 31,00,000 Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred only) each aggregating to Rs. 31,00,00,000/- (Rupees Thirty One Crore only). Approved by Ordinary resolution passed on 26.08.2009.

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*** (C) Other object Clause proposed to be deleted subject to approval of Members.