

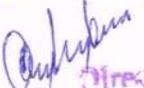
THE COMPANIES ACT, 2013
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
SUERYAA KNITWEAR LIMITED

- I. The name of the Company is **SUERYAA KNITWEAR LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Punjab.
- III. The objects for which the Company is established are:-

(A) The Objects to be pursued by the Company on its incorporation are as under:

1. To carry on the business as manufacturers, spinners, weavers, knitters, stichings, dyeing of cloths, combers, producers, fabricators, importers, dealers in all kinds of yarn, fabrics, worsted shoddy, cotton, synthetics, woollen, silk, jute, rayon, artificial silk, nylon, polyester acrylic or any other synthetic fibre or yarn, allied products, by products and to treat and utilize waste arising from any such manufacture, production and process and further to carry on or be interested in the business of ginning, balling of cotton, cotton waste, linen cotton, yarn waste, hemp, jute and the cultivation thereof.
2. To carry on the business as manufacturers, dealers, distributors, agents, buyers, sellers, exporters and importers and commission agents in worsted yarn, woollen yarn, shoddy yarn, cotton yarn, synthetic yarn, rayon yarn and other allied woolen and textile products, hosiery goods, Ready-made Garments and fabrics of all kinds.
3. To carry on the business of manufacturers, importers and exporters, agents, wholesale and retail dealers of and in Textile Goods, Hosiery Goods, Cloth, Cotton Goods and Readymade Goods of every kind, nature and description for men, women and children including Blankets, Shawls, Lohis, Mufflers, Scarfs, Shirts, Trousers, Vests, underwears, socks, panties, nighties, stockings, sweaters, brasseriers, coats, soctumes, gloves, laces and all other hosiery and textile goods.
4. To carry on the business as manufacturers, importers, exporters, processors and dealers in all kind of cloth, knitted cloth, woolen fabrics, synthetic fabrics, cotton fabrics, synthetic tops, worsted shoddy and all kinds of blankets, shawls hosiery and readymade garments.
5. To carry on the business of waste openers machine combers and recombers of all types of fibres and materials, whether artificial or synthetic, to sort, blend, prepare, scour, scribble, comb, dye, carbonize, spin, twist, double, wind, warp, weave, mind, finish make up, buy, sell, import, export and deal in fibres, whether natural, artificial or synthetic, tops, yarn, woven fabrics and textile fabrics and to carry on all the trade or businesses of combers, recombers, top makers, spinners, weavers, doublers, manufacturers printers, dyers and finishers, bleachers, carbonizers, waterproofers of textile materials and fabrics of all kinds, merchants, agents, importers, exporters,

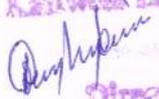
BY Suervaa Knitwear Ltd


Director

factor sellers of and dealers in wool, worsted, shoddy woolen, silk, hair, alpaca, mohair, cotton, flax, jute, hemp, artificial and synthetic fibres and all or any fibrous substances tops, wasters and by-products or any textile products.

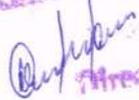
(B) Matters which are necessary for furtherance of the Objects specified in clause III (A) are as under:

1. To enter into any arrangement or agreements or contract with any Person, Association, Firm or Corporation, Government or other Authority whether in India or outside for technical collaboration, know how, training of technicians, or for such other purpose that may seem beneficial and conducive to the main objects of the Company.
2. To purchase, take on lease or otherwise acquire and undertake all or part of business, property, liabilities and right of any person, firm or company carrying on any business which this Company is authorized to carry on or be possessed of property suitable for the purpose of the Company.
3. To enter into any arrangements with any government or authority (supreme, local, municipal or otherwise) that may seem conducive to Company's objects or any of them and to obtain from any such Government or authority all rights, concession with its business and to carry out exercise and comply with any such arrangements rights, privileges and concession.
4. To design, develop, alter, exchange, either as principals or agents, let on hire, import the technical know-how, machinery, assemblies, components and other parts used in the manufacture of products specified above and ancillaries thereof.
5. To institute, conduct, defend, compound, compromise any legal proceeding against or by the Company.
6. To remunerate any person, firm or company for services rendered or to be rendered in the acquisition of property by the Company or the conducts of its business.
7. Generally to purchase or take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Company may think necessary or convenient with reference to any of these objects and capable of being profitably dealt with in connection with the Company's property or right, for the time being.
8. To employ expert to investigate and examine into the condition, prospect, value, character and circumstances of any business concern and undertaking and generally of any assets, property or rights proposed to be acquired by the Company.
9. To guarantee the performance of any contract or obligations of and the payment of money unsecured of or dividends and interest on any debentures, debenture stock,

Dr Saeryaa K. Lakshminarayana

 Director

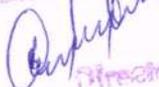
shares or securities of any company, corporation, firm or person in case in which such guarantee may be considered directly or indirectly to further the main objects of the Company.

10. To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to lend money on mortgage of immovable property or on hypothecation or pledge of movable property or without security.
11. To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities and also by way of security for the performance of any contracts or obligations of the Company or in whose business or corporations having dealings with the Company or in whose business or undertakings the company is interested, whether directly or indirectly.
12. To accumulate funds and to invest or otherwise employ moneys belonging to the Company upon any shares, securities or other investments whatsoever upon such terms as may be thought fit and proper and from time to time to vary such investments in such manner as the Company may think fit.
13. To improve, manage or develop, exchange, lease, mortgage or dispose off all or any part and rights of the Company.
14. To open current, cash credit, overdraft or other account with any individual, firm or company or with any bank or bankers or shroffs and to pay into accounts and to withdraw money from such account.
15. To distribute as dividend or bonus among the members or to place to reserve or otherwise to apply as the Company may from time to time think fit any money received by way of premium shares or debentures issued at a premium by the Company and money arising from the sale by the Company of forfeited shares.
16. To undertake the study of consumer or medical tastes in India or foreign markets and to co-operate with Trade Associations, Government Agencies and Medical Associations or manufacturers of medicines or drugs.
17. To establish, purchase and take on lease or otherwise acquire and run shops, showrooms, distributing centers, stores and depots and place in India or abroad.
18. To acquire, purchase and take on lease any of the fixed assets, machinery, furniture, stores of raw, finished materials, privileges, quota rights, goodwill pertaining to any business to achieve the aforesaid objects.
19. To acquire for the purpose of the Company by purchase, lease, exchange or otherwise any estates, lands, buildings and property of any nature or description and/or interest therein and any rights over or connected with land and to turn the

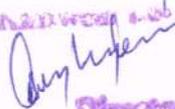
Dr Saeryaa Kainwani 1-10

 Director

same to account as may deem expedient in connection with business of the Company.

20. To lend money, either with or without security and generally to such persons and upon such terms and conditions as the Company may think fit in connection with its business and also invest the money of the Company not immediately required in such manner as from time to time may be determined, provided that the Company shall not carry on the business of banking in any such manner as defined under the Banking Regulation Act, 1949.
21. To promote any company or companies for the purpose of acquiring all or any property, rights and liabilities of this Company or for any other such purpose which may seem directly to indirectly calculated or benefit to this Company.
22. To take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of this Company.
23. To undertake and execute any trusts the undertaking of which may seem to the Company desirable and either gratuitous or otherwise.
24. To establish, provide, maintain, conduct or otherwise subsidize research laboratories and experimental workshops for scientific and technical research and experiments, to undertake and carry on scientific and technical researches, to promote studies and researches, both scientific and technical, investigation by providing, subsidizing, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences.
25. To adopt such means of making known the products of the Company as may deem expedient and in particular by advertising in the press, by circular, by purchase and exhibition of works of art of interest, by publication of books and periodicals and by granting prizes, rewards and donations.
26. To take interest and promote and undertake the formation and establishment of such institutions and companies as may be considered to be conducive to the interest of the Company and also to promote subsidiaries and ancillaries.
27. To lease, mortgage or otherwise dispose off property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit and in particular for shares, stocks, debentures or securities or any other such company having objects altogether or in part similar to those of this Company.
28. To employ/acquire technical experts, technocrats, consultants, engineers, mechanics, foremen, skilled and unskilled labour for any of the business of the Company.
29. To repair, alter, remodel, clean, renovate, convert, manipulate and prepare for sale and resale any goods from time to time belonging to the Company.

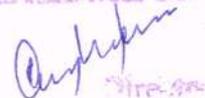
for Director

Director

30. Subject to section 391 to 394 of the Act or enactment thereof, to amalgamate with or take over other company or companies having objects altogether or in part similar to those of this Company.
31. To buy foreign exchange in all lawful ways in compliance with the relevant laws of India and of the foreign country concerned in that behalf.
32. To insure with any person or company against losses, damages, risks and liabilities of any kind which may effect the Company either wholly or in part directly or indirectly.
33. To procure the Company to be registered or recognized in any part of the world.
34. To enter into partnership agreement or arrangements for sharing profits or any union of interest, joint venture, reciprocal concession or co-operation with any person or persons, company or companies carrying on or engaged in or about to carry on or engaged in or being authorized to carry or engage in any business or transaction which this Company is authorized to carry on or engaged in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.
35. To act as consultants in order to provide technical information, know-how, data, processes, formulae, techniques and methods, engineering services, manufacturing data, plans, layouts, blue prints and other data for the design, installation, erection and consultancy, maintenance and operation of any plant, machinery, equipment and facilities whatsoever required and to sub-license any person, party, company, corporation, Government or Semi-Government institutions or anybody else in connection with the business of the Company.
36. To apply for purchase or otherwise acquire and protect and renew in any part of the world any design, trademarks, copyrights, patents rights, inventions, licenses, concessions and the like conferring any exclusive or non-exclusive or limited rights their use or any information as to any invention which may seem calculated directly or indirectly to benefit the Company in connection with its business and to use, exercise, develop or grant licenses in respect of the information so acquired and to spend money in experimenting upon, testing or improving any such patents, inventions or rights and to get the same converted/transferred in the name of the Company.
37. To build, construct, alter, maintain, enlarge, pull down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches or sidings, bridges, reservoirs, water courses, wharves, electric works and other works and conveniences which are calculated directly or indirectly to advance the interest of the Company and to join with any person in doing any of these things for the attainment of main objects.

of SUREYA NARAYAN & CO.

Director

38. To pursue the registration or other recognition of Company in any country, state or place and to establish and to regulate agency for the purpose of the Company's business and to apply or join in applying to any Parliament, Local Government, Municipal or other authority or body, Indian or foreign, for any Act of Parliament, laws, decrees, concessions, orders, rights or privileges that are conducive to the Company's objects or any of them and to oppose any proceedings or applications which may seem calculated directly or indirectly or to prejudice Company's interest/rights.
39. To do all or any of Company's business as principals, agents or the business as representative of any persons, firms, company or corporation, having business or objects altogether or in part similar to those of this Company and to carry on the business of the Company with foreign collaboration on terms and conditions subject to laws governing the same.
40. To construct, erect, establish, take on hire, rent or lease factories for manufacturing and processing of packing articles and materials by mechanical, electrical or manual operation.
41. Subject to the provisions of the Companies Act, 1956 or enactment thereof, to invest in any real or personal property rights or interest acquired by or belonging to the Company on behalf of or for the benefit of the Company but with the declared trust in favour of the Company.
42. To carry on any business or branch of a business which this company is authorized to carry on by means of or through the agency of any subsidiary or ancillary company or company/companies for taking the profits or losses of any business or branch so carried on or for financing any such subsidiary company or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any other business or branch so carried on and to appoint Directors or managers of any such company.
43. Without prejudice to the generality of the foregoing to undertake, carry out, promote and sponsor any activity for publication of any book, literature, newspapers or for organizing lectures, conferences or seminars, workshops, training programmes 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 or enable them to pursue their studies or academic pursuits and for establishing or asserting any institutions, funds, etc. having any one of the aforesaid objects as one of its objects.
44. To carry out research in design, develop, engineer, alter, exchange or process in any manner, manufacture, deal either as principal or agents, import and export know-how, machinery and equipment, including sub-assemblies and other parts and components thereof relating to all kinds of electronics, electrical and are company supplied by, in case of such business which may seem capable of being profitably dealt with by the Company including stationery, accessories, ancillaries thereof.

Mr Saeryaa K. Lakshman S. S.


27/12/2024

45. To expend money on research and development of new or existing products and improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
46. To take such steps as may be necessary to give the Company the same rights or privileges in any part of the world as are possessed by local companies or concerns of a similar nature.
47. Subject to the directives of the Reserve Bank of India and provisions of sections 58A and 292 of the Companies Act, 1956 or enactment thereof and the rules made thereunder, to borrow or raise money or to receive money on deposits or loans on interest or otherwise in such manner as the Company may think and in particular by the issue of debenture stock (perpetual or otherwise) whether convertible or not into the shares of the Company and to secure the repayment of any such money borrowed, raised or received or owing by mortgage, pledge, charge or lien upon all or any of the property, assets or revenues of the Company (both present and future) including its uncalled capital and to give to the creditors the power of sale and other power as it may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charge or lien to secure and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company in connection with its business provided that the Company shall not carry on banking business as defined in Banking Regulation Act, 1949.
48. To create depreciation fund, reserve fund, sinking fund, insurance fund, provident fund or any special or other fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for any other such purpose whatsoever conducive to the interest of the Company.
49. To pay all costs, charges and expenses of and incidental to the promotion, registration and establishment of the Company and to insure all or any of the goods lying in the Company against damage, fire or loss etc.
50. To draw, accept, make, endorse, discount and negotiate promissory notes, cheques, hundies, bills of exchange, bill of lading and other negotiable instruments of all types in connection with the business of the Company and advance money on the security of goods lying with or under the control of the Company, to receive goods sale on consignment basis and to do all other acts that may be usual or necessary in order to market the same.
51. To refer or agree 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 third parties to arbitration in India or at any place outside India and to observe and perform and to do all acts, deeds, matters and things to carry out or enforce the award.

Dr. Suvarna K. Srinivasulu

(Signature)
Director

52. Subject to the provisions of Section 78 of the Companies Act, 1956 or enactment thereof, to place to reserve or to distribute as dividend or bonus or bonus shares among the members or otherwise to apply as the Company may from time to time think fit and monies belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium and any monies received in respect of dividends occurred on forfeited shares and monies arising from the shares re-issued by the Company of forfeited shares or by appropriation of unclaimed dividends.
53. To train or pay for the training in India or abroad of any of the Company's employees or any candidate in the interest of or for the furtherance of the Company's objects.
54. To make donations to such persons or institutions either in cash or in any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and to provide for the welfare of the Directors, officers, employees and ex-directors, ex-officers and ex-employees of the Company and wives, widows and families of the dependents or relation of such persons by building or contributing to the building of houses, dwellings, chawls or by grants of money, pension, allowances, bonus or other payments or by creating and from time to time subscribing or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendance and other assistance as the Company shall think fit and to subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions and objects which shall have any moral or other claim to support or aid by the Company by the reason of locality of operations or of public and general utility or otherwise to provisions of the Companies Act, 1956 or enactment thereof.
55. To give to officers, servants or employees of the Company any share or interest in the profits of the Company's business or any branch thereof and whether carried on by means of or through the agency of any subsidiary company or not and for that purpose, to enter into any arrangements as the Company may think fit.
56. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident, pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pension, allowances or employments or any other pecuniary aid to any person who are or were at any time in the employment or service of the Company or of any company which is a subsidiary company or is allied to or associated with the Company or with any such subsidiary company or who are or were at any time the Directors and officers of the Company or any such other company as aforesaid and wives, widows, families and dependants of any such person and also establish and subsidize and subscribe to any institution, association, club or funds calculated to the benefit of or to advance the interest and well being of the Company or of any such other company as aforesaid and make payment to or towards the insurance of any such persons as aforesaid and to any of the matters aforesaid either alone or in conjunction with any such company aforesaid.

Dr Saurya K. Khosla

Saurya K. Khosla
Director

We the several persons whose names, addresses and description 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 share in the capital of the company as set opposite our respective names :

Sr. No	Name, Address, description and occupation of Subscribers	No. of shares taken by each Subscriber	Signature of Subscriber	Name, Address, and occupation of witness and their description
1.	Parmod Kumar Jain S/o Sh. Tilak Chand Jain B-29, Kitchlu Nagar, Ludhiana. (Business)	10	Sd/-	Sd/- Sanjiv Khurana S/o Sh. H.L. Khurana C/o R.K. Deepak & Co. Chartered Accountants 974/3, Link Road, Opp. Preet Palace, Ludhiana-141002. (Profession)
2.	Rajiv Jain S/o Sh. Pawan Kumar Jain 60-B, Kitchlu Nagar, Ludhiana. (Business)	10	Sd/-	
3.	Anil Khanna S/o L. K.R. Khanna 24, Adarsh Nagar, Barewal Road, Ludhiana. (Service)	10	Sd/-	
4.	Sat Pal Jain S/o Sh. Kasturi Lal Jain 317, 6 No Street, Raja Park, Jaipur. (Retd from Govt. Service as a (D.A.G.)	10	Sd/-	
5.	Vikash Sharma S/o Late Sh. B.K. Sharma 180, Maya Nagar, Civil Lines, Ludhiana. (Business)	10	Sd/-	
6.	Shashi Jain W/o Sh. Parmod K. Jain B-29, Kitchlu Nagar, Ludhiana. (Housewife)	10	Sd/-	
7.	Rashmi Khanna W/o Sh. Anil Khanna 24, Adarsh Nagar, Barewal Road, Ludhiana. (Housewife)	10	Sd/-	
	Total	70		

Dated : 8-2-1995

Place : Ludhiana.

For SUERYAA KNITWEAR LIMITED

Sanjiv Khurana

-15-

Director