

**MEMORANDUM OF ASSOCIATION  
AND  
ARTICLES OF ASSOCIATION  
OF  
MAHALAXMI FABRIC MILLS LIMITED**

*For, Mahalaxmi Fabric Mills Limited*



*Director*



**GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS**

Central Processing Centre  
Manesar, Plot No. 6,7, 8, Sector 5, IMT Manesar, Gurgaon, Haryana, 122050, India

**Certificate of Incorporation Consequent upon conversion to public company**

Corporate Identity Number: U17100GJ1991PLC015345

**IN THE MATTER OF MAHALAXMI FABRIC MILLS PRIVATE LIMITED**

I hereby certify that MAHALAXMI FABRIC MILLS PRIVATE LIMITED which was originally incorporated on FOURTH day of APRIL NINETEEN NINETY ONE under Companies Act, 1956 as SONNET COLOURS PVT LTD and upon an intimation made for conversion into public company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the ROC, CPC vide SRN AA7550565 dated 20/04/2024 the name of the said company is this day changed to MAHALAXMI FABRIC MILLS LIMITED

Given under my hand at ROC, CPC this TENTH day of MAY TWO THOUSAND TWENTY FOUR

Certification signature by DS CPC 1  
<VIVEK.MEENA@GOV.IN> Validity Unknown

Digitally signed by  
DS CPC 1  
Date: 2024.05.10 11:34:52 IST

Sunidhi Matroja

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

Central Processing Centre

Note: The corresponding form has been approved by Sunidhi Matroja, Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies and this letter has been digitally signed by the Registrar through a system generated digital signature under rule 9(2) of the Companies (Registration Offices and Fees) Rules, 2014

Mailing Address as per record available in Registrar of Companies office:

MAHALAXMI FABRIC MILLS LIMITED

YSL AVENUE, OPP. KETAV PETROL PUMP, POLYTECHNIC ROAD,  
AMBAWADI, NA, AHMEDABAD, Gujarat, India, 380015.

*For, Mahalaxmi Fabric Mills Limited*

*Director*





सत्यमेव जयते  
GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS

Office of the Registrar of Companies

RoC Bhavan, Opp Rupal Park Society Behind Ankur Bus Stop, Ahmedabad, Gujarat, India, 380013

**Certificate of Incorporation pursuant to change of name**  
[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): U17100GJ1991PTC015345

I hereby certify that the name of the company has been changed from SONNET COLOURS PVT LTD to MAHALAXMI FABRIC MILLS PRIVATE LIMITED with effect from the date of this certificate and that the company is limited by shares.

Company was originally incorporated with the name SONNET COLOURS PVT LTD.

Given under my hand at Ahmedabad this Nineteenth day of October two thousand twenty-two.



NEELAMBUJ I

Registrar of Companies  
RoC - Ahmedabad

Mailing Address as per record available in Registrar of Companies office:

MAHALAXMI FABRIC MILLS PRIVATE LIMITED

YSL AVENUE, OPP. KETAV PETROL PUMP,, POLYTECHNIC ROAD, AMBAWADI,,  
AHMEDABAD, Ahmedabad, Gujarat, India, 380015



*For, Mahalaxmi Fabric Mills Limited*

*Director*



सत्यमेव जयते

# GOVERNMENT OF INDIA

MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Ahmedabad

RoC Bhavan, Opp Rupal Park Society Behind Ankur Bus Stop, Ahmedabad, Gujarat, India, 380013

Corporate Identity Number: U17100GJ1991PTC015345

## SECTION 13(1) OF THE COMPANIES ACT, 2013

### Certificate of Registration of the Special Resolution Confirming Alteration of Object Clause(s)

The shareholders of M/s SONNET COLOURS PVT LTD having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 19-09-2022 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section 13(1) of the Companies Act, 2013.

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Ahmedabad this Twenty third day of September Two thousand twenty-two.



RAMESH CHANDRA MISHRA

Registrar of Companies

RoC - Ahmedabad

Mailing Address as per record available in Registrar of Companies office:

SONNET COLOURS PVT LTD

YSL AVENUE, OPP. KETAV PETROL PUMP,, POLYTECHNIC ROAD,  
AMBAWADI,, AHMEDABAD, Ahmedabad, Gujarat, India, 380015



For, Mahalaxmi Fabric Mills Limited

*[Signature]*

Director





FORM I. R.

# CERTIFICATE OF INCORPORATION

No. 04- 15345 of 199<sub>1</sub> -92

I HEREBY CERTIFY THAT

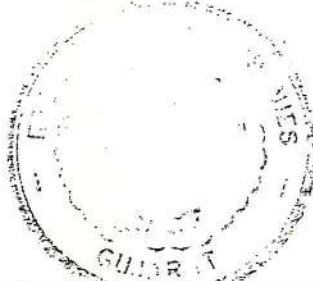
SONNET COLOURS PRIVATE LIMITED \* \*

IS THIS DAY INCORPORATED UNDER THE COMPANIES ACT, 1956 (NO. 1 OF 1956) AND THAT THE COMPANY IS LIMITED.

GIVEN UNDER MY HAND AT AHMEDABAD THIS

FOURTH DAY OF APRIL

ONE THOUSAND NINE HUNDRED NINETY ONE.



*S. K. Ravi*

( S. K. RAVI )

Registrar of Companies,  
GUJARAT,

Dadra & Nagar Haveli

For, Mahalaxmi Fabric Mills Limited

*S. R. P.*

Director

**\* THE COMPANIES ACT, 2013  
TABLE A**

**MEMORANDUM OF ASSOCIATION  
OF  
\*\*\* MAHALAXMI FABRIC MILLS LIMITED\*\*\*\***

**LIMITED BY SHARES**

- I.** \*\*\* The name of the Company is **MAHALAXMI FABRIC MILLS LIMITED**.
- II.** The Registered Office of the Company will be situated in the State of Gujarat.
- III.** \*\*  
**[A] THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

1. To carry on, either on its own account or on account of others, the business of manufacturing, trading, job-work, producing, processing, exporting, importing, dealing, weaving, sizing, spinning, ginning, pressing, packing, baling and preparation, bleaching, dying, colouring, finishing, mercerizing, calendaring, printing, packing, folding, and all kinds of processing of all types of fabrics and other textile and textile goods related to bed and table covers, bed sheets, pillow covers, curtains, textile and textile covers for household users and made up articles and apparels.

**[B] MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III [A] ARE:**

1. To undertake the study of markets and conduct survey of consumer tastes in India and abroad and send representatives and survey teams abroad and to co-operate with Trade Associations and Government Agencies.
2. To set high standards in the performance of contracts for exports, particularly regarding maintenance of quality adhering to specifications and delivery schedule and otherwise. The company shall purchase from manufacturers and suppliers quality goods for exports or arrange with manufacturers and suppliers to supply such quality goods directly for which the company shall be acting as commission export agents. The company shall endeavor to popularise its brands in foreign countries by a proper supply of quality goods and by propaganda and advertisement.

\* Adoption of new set of Memorandum of Association of the Company pursuant to Special Resolution passed in the Annual General Meeting of the Company held on 19<sup>th</sup> September, 2022.

\*\* Alteration of Clause III pursuant to Special Resolution passed in the Annual General Meeting of the Company held on 19<sup>th</sup> September, 2022.

\*\*\* Change in Name of the Company pursuant to Special Resolution passed in the Extraordinary General Meeting of the Company held on 11<sup>th</sup> October, 2022.

\*\*\*\* New set of Memorandum of Association adopted through a Scheme of Arrangement sanctioned by the National Company Law Tribunal, Ahmedabad Bench, vide Order dated 04<sup>th</sup> March, 2024.

*For, Mahalaxmi Fabric Mills Limited*



*Director*



To participate in trade fairs and exhibitions in India and abroad and for the same to send samples, representatives.

3. To start or to extend the business of the company by purchasing, erecting, acquiring, getting transferred or leasing or taking possession or investing in any mill or factory or any other manufacturing or processing works, undertaking or unit, machineries with or without immovable properties and any other real or personal property or assets either belonging to person, partnership or to the joint stock company for the time being situated anywhere in the world and the property, business, assets, liabilities and goodwill appertaining thereto either the whole or any part for the company and upon such terms and conditions subject to such stipulations and conditions and at or for such price or consideration if any, in money, shares, moneys worth or otherwise, as may be deemed advisable.
4. To subscribe or guarantee money or aid for any national, international, charitable, benevolent, religious, educational, public, general or other useful objects, activities, exhibition or trade know-how or for any purpose whatsoever which may be or appear to be conducive directly or indirectly to the furtherance of the main objects of the company or the interest of its members or by reason of the locality of its operation.
5. To apply for and acquire, permits, licences and quota rights from the Government of India or from the State Government or from foreign government to import and export plant, equipments, spare parts, machinery, raw materials, components, intermediates, tools, jigs, fixtures, finished products and processing materials, connected with the manufacture and sale of the products of the company.
6. To appoint firms, companies, persons, representatives, agents or correspondents in India and/or in foreign markets for business and for reporting the price, market preference, actual deliveries and other connected matters thereto.
7. To subscribe for become a member of and operate with any other company whether incorporated or not, whose objects are altogether or in part similar to those contained in this Memorandum and to obtain from and communicate to any such company information as may be likely to fulfil the objects of this company.
8. To establish in India or elsewhere in the world branches or appoint agencies and run shops, show rooms, distributing centers, stores and depots for or in connection with any trade or business subsidiary or auxiliary to or, which can be carried on in connection with any of the objects of the company and to procure the incorporation, registration or other recognition and to apply to any parliament, local government, municipality or any other authority or body to establish and maintain branches and agencies in any part of the world for the conduct of the company and to discontinue the same.
9. To apply for, purchase, acquire, protect and renew in any part of the world any patent rights, brevets d'invention, trade marks, designs, licences, concessions and like conferring any exclusive or limited rights to their

use or any secret or other information as to any invention which may seem capable of being used for any of the purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit the company, and to use, exercise develop or grant licences in respect of or turn to account the property rights or information so acquired and to spend money in experimenting upon testing or improving any such patents, inventions or rights.

10. To establish, provide, maintain and conduct or subsidise research laboratories and experimental workshops for scientific and technical researches, experiments and to undertake and carry on with all scientific and technical researches, experiments and tests of all kinds, and to promote and search, both scientific and technical investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings, and conferences and by providing, for the remuneration of scientific or technical professors or teachers and by providing, for the award of exhibitions, scholarships, prizes, and grants to students or otherwise generally to encourage, promote and regard studies, researches, investigations, experiments, test and inventions of any kind that may be considered likely to assist any of the business which the company is authorised to carry on.
11. To apply for any technical know-how, rights, or prpperty acquired by the company and remunerate any person or company whether by cash payment or by the allotment shares, debentures or other securities of the company as paid up in full or in part.
12. To adopt such means of making known and distributing the articles and things dealt by the company as may seem expedient, and in particular by advertising in the press, by circular, by purchase and exhibition of or by publication of books and periodicals and by granting, prizes, rewards and donations in India and abroad.
13. To enter into any arrangement with government or authority, supreme, municipal or local or any person or company that seem conducive to the objects of the company or any of them and to obtain from any such government, authority, persons or company any rights, privileges, charters, contracts, licences and concessions which the company may think desirable to obtain and to carry out, execute and comply therewith.
14. To promote and to be interested in and to take, hold and dispose off shares in other companies, for all or any of the objects mentioned in this Memorandum and to transfer to any such company any property of this company and to take, acquire, hold and dispose off shares, debentures and other securities in or/and such company and to subsidise or otherwise assist any such company.
15. To amalgamate, merge or to be merged or absorbed the company with any other company having objects altogether or in part similar to those of this company.

*For, Mahalaxmi Fabric Mills Limited*

*J. B. S.*

*Director*



16. To communicate with chamber of commerce and other mercantile and public bodies in India and elsewhere and concern and promote measures for the protection and advancement of trade, industry, commerce and other facilities.
17. To dedicate, donate, present or dispose off either voluntarily or for value, any property of the company, deemed to be of national, public or local interest to any national trust, public body, museum corporation or authority of any trustees.
18. To enter into partnership or into any arrangement for sharing or pooling profits, amalgamation or union of interest, co-operation, joint ventures, reciprocal concessions with any person, firm or company or co-operative society, registered society or any other organisation or institution whether in India or outside India carrying on or engaged in or about to carry or engage in any business transaction which the company is authorised to carry.
19. To pay out of the funds of the company all costs, charges and expenses of and incidental to the promotion, formation, registration, advertisement and establishment of this company and the issue and the subscription of the shares or loan capital including brokerage and/or commission for obtaining applications for placing or guaranteeing the placing of shares or any debentures, debenture-stock and other securities of this company and also all expenses attending the issue of any circular or notice and the printing, stamping and circulating of proxies and forms to be filled up by the member of the company and to remunerate by cash or allotment of fully or partly paid shares to any person, firm or company for services rendered in introducing any property or business to the company or in placing, assisting to place shares, debentures, debenture-stock or the securities of the company or in or about the formation of the company or the acquisition of property by the company or the conduct of its business or for any other reason which the company may think proper.
20. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the company and to guarantee the performance of any contract or obligation and the payment of or any such persons or companies.
21. To pay pecuarily or otherwise any association, body or movement having an object for the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
22. To pay or remunerate servants of the company, brokers, sub-brokers, agents, sub-agents or persons in the form of share in the profits of the company or commission or brokerage or otherwise as may be thought fit.
23. Subject to the provisions of Section 58A of the Companies Act, 1956 and rules framed thereunder and Reserve Banks's directives to borrow or raise money and to secure payments thereof or to receive any money as deposit on interest and at such time or times as may be thought fit by taking



credits in or opening current, loan or overdraft account with any bank, company, firm or persons and whether with or without any security or by such other means as the Directors may in their absolute discretion deem expedient and in particular by issue of debenture or debenture-stock perpetual or otherwise including debentures or debenture-stock convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or for any such debentures or debenture-stock so issued by mortgage, pledge or charge the whole or any part of the property assets and revenue of the company both present and future including new capital by such assignment or otherwise and to transfer or convey the same absolutely or in trust and to give the lenders power of sale and other powers as may seem expedient and to purchase, redeem or to pay off any such securities, however the company shall not carry on any Banking or Insurance business.

24. To sell or in any other manner deal with or dispose off property of the company or any part thereof for such consideration as Directors may think fit and in particular for movable or immovable properties, debentures and other securities of any other company having objects altogether or in part similar to those of this company.
25. Subject to the provisions under the Companies Act, 1956 to place, to reserve, to distribute as dividend or bonus among the members or otherwise to apply as the company may from time to time think fit any money received by way or in receipt of dividend accrued on forfeited shares, and arising from the sale by the company of forfeited shares.
26. To create any depreciation fund, sinking fund, dividend equalisation fund, redemption fund, bad and doubtful debts, reserve or any other special fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the company.
27. To erect, maintain, reconstruct, expand, shift, improve, alter, assign, let, demise, sub-demise, franchise, sell, turn to account all or any part of the movable and immovable properties, assets and rights and generally the resources and undertaking of the company in such manner and on such terms including accepting the payment or satisfaction in cash or otherwise as the Directors may think fit and convenient for the purpose of the company.
28. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the company in shares and security or any property, movable or immovable and generally to make advances of such sum or sums of money in respect of or for the purchase of raw materials, goods, machinery, stores or any other property, articles and things required for the purpose of the company with or without security and upon such terms and subject to such conditions as the company may deem expedient.
29. To invest including that of investing the money by entering into the partnership whether new or existing and to deal with the moneys of the company in such investments whatsoever for furtherance of objects and in such manner as may from time to time be determined.

30. To mortgage, hypothecate, pledge, all or any of the property whether movable or immovable of any description whatsoever and other valuable securities of the company.
31. To open an account or accounts with any individual, firm or company or with any bank or banks or shroffs and to pay into and to withdraw from such account or accounts.
32. To draw, make, accept, endorse, discount, execute, issue, negotiate and assign cheques, drafts, promissory notes, bills of exchange, hundies, debentures, bonds, bills of lading, railway receipts, warrants and all other negotiable or transferable instruments.
33. To pay for any properties, rights and privileges acquired by this company, or for services rendered to this company, either in shares of the company or partly in shares and partly in cash or otherwise and give shares or stocks of this company or otherwise as may be expedient.
34. To search for to purchase or acquire from government, state or authority, any licence, concessions, grants, decrees, rights, powers and privileges, whatsoever which may seem to the company capable of being turned to account and in particular, water rights or concessions either for the purpose of obtaining motive power or otherwise and to work, develop, carry out, exercise and turn to account the same.
35. To pay, satisfy or compromise any claim made against the company which it may seem expedient to pay, satisfy or compromise.
36. To make donations to such persons or institutions and either of cash or any other assets as may be thought directly conducive to any of the company's objects or otherwise expedient and in particular to remunerate any person or corporation introducing business to this company and to establish and support or to aid in the establishment and support of associations, institutions, funds, trusts and convenience for the benefit of the employees or persons having dealings with the company or the dependents, relatives or connections of such persons to grant pensions, allowances, gratuities and bonus and make payments, towards insurance and to form and contribute to provident and benefit funds of or for such persons.
37. In case of winding up, to distribute amongst the members in specie any property of the company or proceeds of sale or disposal of any property of the company but so that no distribution amounting to as reduction of capital be made except with the sanction (if any) for the time being required by law. No distribution of properties of the company shall be made in contravention of the provisions of Section 205 of the Companies Act, 1956.
38. To do all or any of the above things in any part of the world as principals, agents, trustees or contractors and by or through trustees, agents or contractors and either alone or in conjunction with any other or others.



39. To take part in the management, supervision and control of the business or operations of any other company, association, firm or persons, having the objects altogether or in part similar to those of this company and appoint Directors, agents or officers of any such company, association, firm or person in connection therewith and remunerate Directors, officers and others or experts or agents.
40. Generally to purchase, take on lease or in exchange, hire or acquire any real and personal property and rights or privileges, which the company may think necessary or convenient for the purpose of its business or which may enhance the value of any property of the company and in particular land, buildings, easement, machinery, plant, vehicles and stock-in-trade.
41. To purchase or acquire land or buildings in any part of India, to accept leases, thereof and on such land to erect buildings for the purpose of the company and also construct and rent bungalows, houses, chawls and rooms for the employees of the company and also to purchase and rent plants and machineries for the same and either to retain any property so acquired for the purposes of the company's business or to turn the same to account as may deem expedient.
42. To undertake, carry out, promote and sponsor or assist activities for the promotion and growth of national economy, rural development 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 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 without prejudice to the generally of foregoing, undertake, carry out promote and sponsor any activity for publication of any books, literature, newspapers or for giving, organising lectures or seminars likely to advance these objects or for giving scholarship loans or any other assistance to enable them to do their studies or academic pursuits or researches and for establishing, conducting or assisting, any institution, fund, trust having any one of the aforesaid as one of its objects, by giving donations or otherwise in any other manner and the Directors may at their discretion in order to implement at such fair 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 trust funds as Directors may approve.
43. To establish and maintain or procure the establishment and maintenance of contributory pension or superannuation funds for the benefit of and give or procure the giving of donations, gratuities, pensions, allowance or emoluments to any persons who are or were at any time in the employment or service of the company or is allied to or associated with the company or with any such subsidiary company or who are or were at any time Directors or officers of the company or with any such other company as aforesaid and the wives, widows, families and dependents of any such persons and also establish and subsidise and subscribe to any institutions including in



particular any hospital, dispensary, cafeteries, canteens or clubs or funds calculated to be for the benefit of or to advance the interest and wellbeing of the company or for any such other company as aforesaid and make payment to or towards the insurance of any such persons as aforesaid and to build or contribute to build houses, flats, dwellings or chawls, for any such persons as aforesaid and to any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

44. To agree to arbitration and to refer to arbitration disputes, present or future between the company and any other company, firm or individual and to submit the same arbitration in India or abroad and either in accordance with Indian or any other foreign system of law.
45. To acquire technical services, to provide development work on the products of the company and their uses and applications and to train personnel in operating, maintaining and servicing all types of equipments, instruments and devices manufactured, traded or dealt in by the company.
46. To carry on business or branch of a business for which this company is authorised to carry on by means or through the agency of any subsidiary company or companies and to enter into any arrangement with 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 company or guaranteeing its liabilities or to make any other arrangement which may seem desirable with reference to any business or branch so carried on including power ate, any time and either temporarily or permanently to close any such branch or business.
47. To appoint any Directors or Managers of any subsidiary company or any other company in which this company is or may be interested.
48. To provide and give guarantee for the payment of money secured or unsecured by or payable under/in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages, charges, obligations, instruments of any person whosoever, whether incorporated or not and generally to guarantee or become sureties for the performance of any contracts or obligations of any body corporate, firm, or individuals and to indemnify them.
49. To conduct either alone or through others all or any of the several operations connected with the importing, exporting, purchase, sale, packing, warehousing, consignments, shipment and dispatch of goods, commodities, merchandise, articles and charters dealt in or manufactured by the company or required in such manufacture in India or abroad.
50. To conduct, carry out, maintain, improve, manage, work, control, develop and superintend any firm, factory, work, warehouse, stores and mills, machineries, roads, buildings and conveniences which may seem directly or indirectly conducive to any of the objects of the company.
51. To carry on the business of manufacturing, processing, exporting, importing and dealing in textiles, hosiery, knitted, tufted, looped and raised

fabrics and of manufacturing readymade garments, apparels and made-up articles

52. To grow and cultivate all cereals containing starch and tubers and such other starch products and to carry on the business as planters in all its branches to carry on and work, the business of cultivators, buyers and sellers of cotton, silk, jute, hemp or other fibrous substances. synthetic and non-synthetic, man-made fibres, gin, kapas and to carry on business of cultivation of every kind of corn vegetable or other agricultural products, and generally to work as agriculturists, planters and prepare, sell, dispose off and deal in any such products either in its prepared or raw state and either wholesale or retail.
53. To carry on business of running and maintaining dairy farm, poultry farm and farms, garden and fruit produce of all kinds and in particular milk, cream, butter, cheese, poultry, fruit and vegetable and to carry on business as cow, buffaloes and cattle keepers, farmers, millers, grainers, kirana and general merchants like that of milk, jam, pickles, cedar preserved provisions of all kinds.
54. To carry on the business as manufacturers and dealers of fats, fertilizers, dips sprays, vermifuges, fungicides, medicines and remedies of all kinds of agricultural, forest, fruit growing or other purposes of or remedies for man or animals and whether produced from vegetables or animal matter or by any chemical processes.
55. To carry on the business of exports, imports, buy, sell and deal in materials required for the packing, preservation and despatch of finished and unfinished goods and all types of auxiliaries, patters, tools, accessories, raw materials, waste, scrap, materials, millgin stores, machines, spart parts required for the purpose of manufacturing all materials and things, necessary or useful for manufacturing and processing purposes and other processes and generally to deal in all or any of the above articles and things.
56. To carry on all or any of the business of building masonry and general construction and contractor, proprietors of land, flats, maisonettes, shops, offices, industrial estate, township, leases of land, flats, dwellings, houses, and other immovable properties and for these purposes to purchase, take on lease or otherwise acquire and hold any land or buildings of any tenure or description wherever situate, or rights, or interest therein or connected therewith, to prepare building, and to construct, reconstruct, pull down, alter, improve, decorate, furnish site and maintain flats, maisonettes, dwelling houses, shops, offices, buildings, industrial estates, works, and conveniences of all kinds to lay out roads and pleasure gardens and recreation grounds and activities, to plant, drain or improve the lands or part thereof and to manage, or let the same or any part thereof for any period, whether belonging to the company or not, and at such rent and on such conditions as the company shall think fit to collect rent and income thereof.
57. To promote and work as promoters of co-operative housing societies,



industrial housing societies, industrial estate and any other societies or any type of organisations and to construct or build for such societies, buildings, houses, industrial or any other type of construction work.

58. To carry on the business as manufacturers, agents and dealers in bricks, plasters, clay soapstones, glass, glassware, marbles, sand, lime, timber, hardware, gypsum, manures, coal, paper, building materials, cement asbestos products, stones, natural and artificial tiles, pottery, earthenware, china and terracotta of all kinds.
59. To carry on the business to buy, underwrite, invest in, acquire and hold shares, stocks, debentures, debenture-stock, bonds, unit obligations and securities of any kind issued or guaranteed by any company constituted or carrying on business in India or elsewhere and debentures, debenture-stock, bonds obligations and securities, issued or guaranteed by any government, state, dominions, local or otherwise firm or person whether in India or elsewhere.
60. To carry on the business as manufacturers, processors, importers, and exporters, of gums, gumpowder, gelatine products, resins, perfumes, paints, varnishes, detergents, insecticides, pesticides, fertilizers, pharmaceuticals and bulk drugs.
61. To carry on the business as manufacturers of airconditioning equipments industrial as well as domestic including ventilating, humidifying, heating and refrigerating equipment with controlling, regulating and measuring equipments of the same with spare parts appliances, apparatus and things and to carry on the business of cold storage, refrigerating, cooling, dehydrating, preserving, canning of any products on company's accounts or as contractors.
62. To carry on the business of iron foundries, ferrous and non-ferrous foundries, manufacturers of all types of internal combustion engines including oil and petroengines, gas turbines, steam turbines, boilers, locomotives, road rollers, automobiles, trucks, tractors, agricultural implements, pumps, machine tool makers, brass foundries, metal workers, iron and steel converters, smiths, wood workers, fabricators and metallurgists and to buy, sell, repair, convert, alter, export, import, let on hire and deal in machinery, implements and hard-ware of all kinds.
63. To carry on, either on its own account or of others, the business of spinning, weaving, manufacturing, processing or dealing, in cotton, silk, artificial silk or wool, viscose, synthetic, linen, rayon, nylon, flax, hemp, jute, polyester, man-made fabrics and other fibrous substances, and preparation, dyeing, colouring, bleaching, finishing, mercerising, calendering, printing and all kinds of processing, folding and packing of any of the said substances and the purchasing, selling, exporting, importing, manufacturing and dealing in yarn, cloth, textiles, made-up articles, apparels and garments of cotton or of any type of fibres, waste, mixed fibres, man-made fibres and all types of fibres manufactured on its behalf or of others.
64. To carry on the business of garage keepers, mechanical, workshops, and



to act as mechanics, repairers, painters and or body builders of all kinds of automobiles and vehicles, suppliers of and dealers in fuel, petrol, diesel oil, kerosene oil, mobil oil, accessories, instruments, tool, tyres, tubes, batteries, automobiles parts, spares, gas, lubricants, greases and other petroleum products whether crude refined or in combination with other chemicals and things.

65. To carry on the business as manufacturers and dealers in gawar split, gawar gum, gawar churi, cattle and other agrobased products and its bye-products.
66. To carry on leasing business, giving on hire, hire-purchase business, warehousing in any and all of its branches in respect of movable and immovable property including all kinds of plant and machinery, land and buildings, appliances, equipments, furniture and fixtures, computers and business machines, electronics, electrical and mechanical instruments, vehicles of all kinds, agricultural machinery, aeroplanes, launches, boats, sewing machines, musical instruments, household equipments, refrigeration and airconditioning plants, equipments and any assets as the company may deem fit.
67. To carry on all or any business of transport, carriage, haulage contractors of goods, materials, and of passengers from place to place in India or abroad by means of motor vehicles, trucks, lorries, buses, cars and or by any other means of transport and for the purpose to acquire, purchase, take on hire and/or on hire-purchase, let on hire, sell, dispose off or otherwise deal in trucks, buses, motor lorries, cars, scooters, tractors, cranes, wire ropeways and/ or other means of transport.
68. To conduct, undertake, carry out, sponsor, organise, provide or make available consultancy services for market research, studies, techno-economic and other feasibility studies, forecasting, project planning and reports, project profiles, audits, group discussions, seminars, statisticals and other surveys, development planning and policy management, management and financial information systems, studies of economic environment, general environment, socio-economic surveys project identification, valuation of plants, equipments and projects, complete plant erection, start-up and commissioning of projects, and their initial operation, productivity studies, financial, mechanised and cost accounting, inventory and budgetary controls and services in connection with industries, business, agriculture and distribution whether technical as consultants, advisers, executors, organisers and implementors.
69. To exploit and render fit for use, deposits of salt, natron, natural soda nitrates, natural brines, and seawater, and to manufacture therefrom any kind of chemicals and bye-products, and to carry on the business as manufacturers, exporters and importers of and dealers, in salt, table salt, potassium chloride, magnesium chloride and substances.
70. To carry on business as house, land and estate agents and to arrange or undertake the sale, purchase, advertise for sale or purchase, assist in selling or purchasing and find or introduce purchasers or vendors of and to



manage land, buildings and other property, whether belonging to the company or not and to let any portion of any premises for residential, trade or business purposes, or other private or public purposes, and to collect rent and income and occupiers and others refreshments, clubs, public halls, to supply to tenants, messengers, lights, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric convenience, garage and other advantages.

71. To work mines or quarries and to prospect for, search for, get, crush, melt calcine, concentrate refine, dress, amalgamate manipulate prepare for market or otherwise exploit, report or deal in metals and metallic and non-metallic minerals of all kinds, precious metallurgical operations, metallic alloys including special alloys of all kinds and to manufacture galvanised and plated and clad irons and steels as well as other metals, mineral ores, oils, gold and silver.
72. To carry on business of manufacturing, processing, buying, trading or otherwise dealing in plastics, rubber, selling plastic products of all kinds and all sort of plastic materials including thermosetting and thermoplastic materials and adoption of all processes including blow moulding injection, extrusion compression vacuum forming, fabrication, coating, brushing, spraying, laminating, dipping, or any other application, by any method whatsoever.
73. To carry on the business of importers, exporters and dealers in, machinery and plant of every description and in particular machine tools and implements, and to repair, alter, convert, recondition, prepare for sale, buy, sell, hire, import, export, give in lease, 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 work as engineers, founders, smiths and mechanists.
74. To carry on business as tourist agents and contractors, and to facilitate travelling, and to provide for tourists travelling or promote the provisions of conveniences of all kinds in the way of through tickets, circular tickets, sleeping cars or berths, reserved places, hotel and boarding and/or lodging accommodation, guides, safe deposits, enquiry bureaus, libraries, laboratories, reading rooms, baggage, transport and otherwise and to charter steamships and aero-planes or other transports for fixed periods or for particular voyages and flights, and to carry on the business of booking and reserving accommodations, seats, compartments and berths on railways, steamships, motor ships and boats, aeroplanes, omnibus and motor bus and to issue tickets for the same and to hire taxis, motor cars, and all kinds of public vehicles and transports, and to charter launches and boats and to reserve and secure for and on behalf of the constituents of the company, rooms and boarding and/or lodging accommodations in hotels, restaurants and boarding houses.
75. Subject to law, to carry on the business of running hotel, restaurant, cafeteria, tavern, beer house, refreshment room and lodging house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, malsters,



distillers, importers and manufactures of aerated minerals and artificial waters and other drinks, purveyors, waterers for public amusements generally proprietors of motor and other vehicles, garage proprietors, livery stable keepers, job masters, farmers, dairyman, ice merchants, importers and brokers of goods, live and dead stock and colonial and foreign produce of all description, hair dressers, perfumers, chemists, proprietors of clubs, bath, dressing rooms, laundries, reading, writing and newspaper rooms, recreation, sport entertainment and instruction all kinds, tobacco and cigar merchants, for railways, shipping and aeroplane companies and carriers, theatrical and opera box office, proprietors, entrepreneurs and general agents.

76. To carry on the business of flour mills, pulse and rice mill owners and manufacturers or dealers in flour, bread, biscuits, breakfast goods, cattle feeds of all kinds and materials of every description and to carry on the business as bakers, confectioners and general provision merchants and dealers. Subject to the provisions of law, to carry on business of distillers, manufactures of and dealers in spirits and alcohols of all kinds and description as well as other biochemical and fermentation products as derivatives thereof.
77. To carry on the business as importers, exporters, and dealers in all kinds of oil seeds and also crushers, pressers, extractors, and refiners of oils and fats from the same, and as manufacturers, exporters, importers of and dealers in oil and fats, hydrogenated or hardened oils, vegetable ghee, soaps, candles, oil cakes, manures, lubricating oils, boiled and stand oils, and other allied products.
78. To develop, purchase, sell, lease or otherwise deal in computers, software, including programmes, application systems data collection and other facilities relating to computer operations and data processing equipments of all kinds and to further carry on the business as consultants and consultancy in the area of management, data processing and scientific application of computers, financial analysis, marketing and other commercial projects.
79. To carry on either on its own account or on account of others the business as manufacturers, printers, dealers, importers, and exporters and agents of pack- ages, boxes, bags, wrappers, tapes, films, sheets, laminates, boards, woven bags and other packing materials, made fully or partially of paper, jute, plastic, card board, corrugated sheets, cloth hessian, timber teak, plywood, metal, PVC or other synthetic, chemical, petrochemical and fibrous or natural products.
80. To carry on the business as manufacturers, processors, converters, finishers, in all kinds and forms of steels including alloy steels, stainless and all other special steels, iron brass, copper, aluminium and all other ferrous and non- ferrous metals, alloy products, articles whatsoever manufactured wholly or partly from iron and steels and metals, alloys including flats, billets, sheets, casting, ingots, circles, rods, tubes, pipes, utensils and sections either on its own account or on account of others.

*For, Mahalaxmi Fabric Mills Limited*



*Director*

81. To carry on the business of trading, exporting, supplying, distributing and dealing in handlooms, textiles, readymades and articles and things of general merchandise for consumer, industrial and other uses generally to work as general merchants, commission agents, departmental stores, exporters and importers.
82. To carry on all or any of the business of money lending, financing, industrial enterprises, acting as finance brokers and acting as insurance brokers and agents or underwriters, consultants, assessors, surveyors, valuers, mortgage brokers and undertaking the provision of hire-purchase and credit sale finance and of acting as factors and brokers in any line of activity (provided that nothing contained herein shall enable to the company to carry on the business of banking as defined in the Banking Regulations Act, 1949).
83. To carry on all or any of the business of guaranteeing the performance of any contract or obligation of any company, firm or persons and of guaranteeing of the payment and repayment of the capital and principal or interest or premium payable on any stock, shares and securities, debentures, debenture-stock, mortgage, loan and other securities issued by any company, corporation, firm or persons, including (without prejudice to the said generality) bank overdrafts, bills of exchange and promissory notes and generally of giving guarantees and indemnities and guaranteeing the fidelity of persons filling situations of trust or confidence or due performance of duties.
84. Subject to law to carry on the business of dealers and/or investors in metals, bullion, gold, silver, diamonds, precious stones, ornaments, jewellery, paintings, coins, manuscripts and objects of art, shares, stocks, debentures-stock, bonds, obligations or securities by original subscriptions, participation in syndicates, tender, purchase, exchange or otherwise on the basis of forward contracts or ready delivery and to subscribe for the same or to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownerships thereof and holding any of the aforesaid things capable of being so held by way of investment.
85. To carry on business as manufacturers, processors, dealers, importers, exporters and agents of chemicals, dyes, dyestuffs, auxiliaries, intermediates, synthetic dyes, vat dyes, chemical compounds, heavy chemicals, petrochemicals, bio-chemicals, lime chemicals, basic chemicals, allied chemicals, calcium carbonate, acids, binders, alkalies, solvents and all bye-products and joint-products thereof.

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

V. The Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores Only) divided in to 1,10,00,000 (One Crores and Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

**For, Mahalaxmi Fabric Mills Limited**



**Director**



We, the several persons whose names and addresses are subscribed here, are desirous of being formed into a Company in pursuance of these Articles of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, address, description occupation & signature of subscribers	Number of Equity shares taken by each subscriber	Signature, address, description and occupation of the witness
<p><b>1. Rahul J. Parekh</b> S/o Jeetmal Parekh 47, New Cloth Market Ahmedabad - 2</p> <p>Business Sd/- Rahul J. Parekh</p>	<p>10 (Ten)</p>	<p>Common witness to all <b>Kishanmal Mehta</b> S/o Maganmal Mehta 38, New Cloth Market Ahmedabad - 2</p> <p>Chartered Accountant Sd/- Kishanmal Mehta</p>
<p><b>2. Lalit G. Kothari</b> S/o Gulabsingh Kothari 7, Kamal Apts., Nr. Hira Bang Rly. Crossing, Ambawadi Ahmedabad - 8</p> <p>Business Sd/- Lalit G. Kothari</p>	<p>10 (Ten)</p>	
<p><b>3. Rajendra R. Mehta</b> S/o Ratanchand Mehta 84, Paradise, Ambawadi, Ahmedabad - 380 015</p> <p>Service Sd/- Rajendra R. Mehta</p>	<p>10 (Ten)</p>	
<p>Total</p>	<p>30 (Thirty)</p>	

Place : Ahmedabad

Dated this 28 th day of February, 1991



**\* THE COMPANIES ACT, 2013**

**TABLE F**

**ARTICLES OF ASSOCIATION  
OF**

**\*\* MAHALAXMI FABRIC MILLS LIMITED\*\*\***

**LIMITED BY SHARES**

1. In the interpretation of these Articles, the following expressions shall have the following meanings unless repugnant to the subject or context:

**“Act” means** the Companies Act, 2013 or any Statutory modification or re-enactment thereof, for the time being in force and the term shall be deemed to refer to the applicable section thereof, which is relatable to the relevant article in which the said term appears in these Articles and any previous Company Law, so far as may be applicable.

**“Annual General Meeting” means** a general meeting of the Members held in accordance with the provisions of section 96 of the Act and any adjournment thereof.

**“Articles” means** these Articles of Association of the Company or any alteration from time to time.

**“Board” or “Board of Directors” means** the Board of Directors of the Company or Directors present at a duly convened meeting at which a quorum is present.

**“Company” or “the Company” means** Mahalaxmi Rubtech Ltd.

**“Director” means** any Director of the Company for the time being

**“Extraordinary General Meeting” means** an extraordinary general meeting of the Members duly called and constituted in accordance with the provisions of the Act and any adjournment thereof.

**“General meeting” means** Annual General Meeting or Extraordinary General Meeting or any adjournment thereof, as the case may be.

**“Member” means** a member as defined in section 2(55) of the Act and rules made thereunder.

**“Rules” mean** the applicable rules for the time being in force as prescribed under relevant section of the Act.

\* Adoption of new set of Articles of Association of the Company pursuant to Special Resolution passed in the Annual General Meeting of the Company held on 19<sup>th</sup> September, 2022.

\*\* Change in Name of the Company pursuant to Special Resolution passed in the Extraordinary General Meeting of the Company held on 11<sup>th</sup> October, 2022.

\*\*\* New set of Articles of Association adopted through a Scheme of Arrangement sanctioned by the National Company Law Tribunal, Ahmedabad Bench, vide Order dated 04<sup>th</sup> March, 2024.

*For, Mahalaxmi Fabric Mills Limited*



*Director*

**“Shareholder”** means any person(s), who is a holder of any class of shares.

**“Shares and shares in the company”** includes all classes of shares in the capital of the company or any class thereof, as the case may be and includes any and all the rights conferred on a person by the ownership of such shares.

2. Reference to the plural, shall includes the singular and vice-versa; reference to one gender shall include other genders; reference to company shall include foreign companies, corporations, and bodies registered; references to persons shall include bodies registered and unincorporated.
3. Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force.

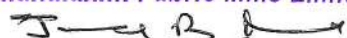
#### **4.Share capital and Alteration of Capital**

- a) Authorized Share Capital:- The Authorized Share Capital of the Company is as stated in the Memorandum of Association of the Company. Subject to provisions of the Act and Articles, the Shares in the capital of the company shall be under the control of the Board of Directors who may issues, allot or otherwise dispose of the same or any of them to such proportion and/or on such terms and conditions and either at premium or at par, or otherwise and at such time as they may from time to time thinks fit.
- b) Power to alter Share Capital:-Subject to the provisions of the Act, the Company may, by an ordinary resolution-
  - i. Increase the Share capital by such sum, to be divided into shares of such amount as it thinks expedient,
  - ii. Consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of the members shall require applicable approval under the Act,
  - iii. Convert all or any of its fully paid-up shares into stock into fully paid-up shares of any denomination,
  - iv. Cancel any shares which, at the date of passing of the resolution, have not been taken or agreed to be taken by any person.
- c) Reduction of Capital:- The Company may by a resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules, reduce its Share capital and/or any capital redemption reserve amount and/or any securities premium account and/or any capital redemption reserve in the nature of share capital.

#### **5. Issue of Redeemable Preference shares**

- (a)The Company may issue from time to time Redeemable Preference Shares as may be permissible to be issued as per the provisions of the Act and rules made there under and for the time being in force and applicable to the Company.
- (b)Subject to the provision of the Article, the Company shall have power to issues preference Shares and the board may, subject to the provision of the Act and Articles, exercise such powers as it thinks fit.

*For, Mahalaxmi Fabric Mills Limited*



*Director*



Provided that the term "Preference Shares" in the Article, has the same meaning as defined in the explanation (ii) to section 43 of the Act.

## **6. Issue of Warrants**

Subject to the provision of the Act and the approval of the company in General Meeting the company may issue with respect to any fully paid shares, warrants stating that the bearer of the warrants is entitled to the shares specified therein and may provide coupons or otherwise, for payment of future dividends on the shares specified in the warrants and may provide conditions for registering membership.

Subject to the provisions of the Act and the approval of the Company in general Meeting, the Company may from time to time issue warrants naked or otherwise or issue coupons or other instruments and/or any combination of equity shares, Debenture Preference Shares or any other instruments to such class of persons as the board may deem fit with a right attached to the holders of such warrants or coupons or other instruments within such time and at such price as the board may decide as per the rules applicable from time to time.

## **7. Shares at the disposal of the Board of Directors:**

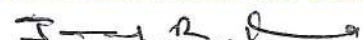
Subjects to the provisions of section 61 of the Act, where at the time it is proposed to increase the subscribed capital of the Company by Allotment of further shares whether out of the unissued capital of the increased share capital either at par or at premium as permissible by law, then;

- (a) Such, further shares may be offered to the persons who at the date of the offer, are holders of the equity shares of the Company, in proportion, as near as circumstances admit, to the capital paid up on those shares at the date.
- (b) Such offer shall be made by notice specifying the number of shares offered and shall remain open for the period as may be prescribed under the law and the offer if not accepted, will be deemed to have been declined.
- (c) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him in favour of any other persons and the notice referred to in sub clause (b) hereof shall contain a statement of the right. Provided that the board of Directors may decline, without assigning any reason to allot any shares to any person in whose favor any member may renounce the shares offered to him.
- (d) After expiry of the time specified in the aforesaid notice or in receipt of earlier intimation from person to whom such notice is given that he declines to accept the shares offered, the Board of Directors may allot or dispose off them in such manner, on such terms and conditions at such times, either at par or at premium, and for such consideration and to such person(s) as the Board of Directors may in their sole discretion, think fit.

**Nothing in sub-clause (c) shall be deemed:**

- (a) To extend the time within which the offer should be accepted: or
- (b) To authorize any person to exercise the right of renunciation was first made has ground that the person in whose favor the renunciation was first made has declined to take the shares comprised in the renunciation.

*For, Mahalaxmi Fabric Mills Limited*



*Director*

Nothing in the Article shall apply to the increase of the subscribed capital of the company caused by the exercise of an option attached to the debentures issued or loans raised by the company:

- (i) To convert such debenture or loans into shares in the company; or
- (ii) To subscribe for shares in the company (whether such option is conferred in these Articles or otherwise)

PROVIDED THAT the terms of issue of such debenture or loans containing such option have been approved before the issue of such debenture or raising of loan by a special Resolution passed by the company in General Meeting.

8. Notwithstanding anything contained in Article 9 hereof, the further shares aforesaid may be offered to any persons (whether or not those persons include the persons referred to in clause (a) of Article 9 hereof) in compliance with the applicable provisions of sections 42 and 62 of the Act, read with Rule prescribed by the central Government and as amended from time to time.

**9. Issue of Shares for consideration other than Cash:**

Subject to the provisions of section 62 of the Act and these Articles, the shares in the capital of the company for the time being shall be the control of the Board of Directors, who may issue, allot or otherwise dispose of the Same or any of them to such persons, in such proportion and on such terms and conditions and either at a par or premium during such time and for such time and for such consideration as the Board of Directors thinks fit, and may issue and allot shares in the capital of the company and payment in full or part of any property sold and transferred or for any services rendered to the company in the conduct of its business and any shares and if so issued, shall which may so be allotted, may be issued as fully paid up shares. Provided that option or right to call of shares shall not be given to any persons or persons without the sanction of the company in the General Meeting.

**10. Sub-division or consolidation of capital.**

The shares of the Company may be split up/consolidated in the following circumstances:

- (i) At the request of the member/s for split up of shares in marketable lot.
- (ii) At the request of the member/s for consolidation of fraction shares into marketable lot.

**11. Option for investors to hold the security with a Depository:**

**Definition:**

**I) For the purpose of this Article:**

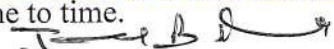
“Beneficial Owner” means a person whose name is recorded as such with a depository;

“SEBI” means the security & exchange Board of India;

“Depository” means a Company formed and registered under the Companies Act, 1956 and the Companies Act, 2013 which has been granted a certificate of registration to act as a depository under the securities & Exchange Board of India Act, 1992; and

‘Security’ means such security as may be specified by SEBI from time to time.

*For, Mahalaxmi Fabric Mills Limited*



*Director*



## **II) Dematerialization of Security:**

Notwithstanding anything contained in Article, the Company shall be entitled to dematerialize its security and to offer securities in a dematerialization from pursuant to the Depositories Act, 1996.

## **III) Options for investors:**

Every person subscribing to securities offered by the Company shall have the option to receive security certificate or to hold the securities with a depository, Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by the law, in respect of any security in the manner provided by the depositories act, and the company shall, in the manner and within the time prescribed, issue to the beneficial owner the required Certificate of Securities.

If a person opts to hold his security with a depository, the company shall intimate such depository the details of allotment of the security, and on receipt of the information, the Depository shall enter in its record the name of the allottee(s) as the beneficial owner of the security.

## **IV) Securities in depository to be in fungible form:**

All securities held by a depository shall be dematerialized and be in fungible form. Nothing contained in Section 89 of the Act pertaining to declaration in respect of beneficial interest in any security shall apply to a depository in respect of the securities held by it on behalf of the beneficial in respect of the securities held by it on the beneficial owners.

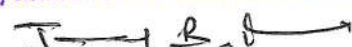
## **V) Rights of depository and beneficial owners:**

- (a) Notwithstanding anything to the contrary contained in the Act or Article, a depository shall be deemed to be the contained in the Act or Articles, a depository shall be deemed to be the registered owner for the purpose of effecting transfer of ownership of security on behalf of the beneficial owner.
- (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting right or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the liabilities in respect of his securities which are held by a depository.

## **VI) Service of documents :**

Notwithstanding anything contained in the Act or these Articles to the contrary, where securities are held in a depository, the records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs or extended strong media.

*For, Mahalaxmi Fabric Mills Limited*



*Director*

**VII) Transfer of Security:**

Nothing contained in section 56 of the Act or these Articles shall apply to a transfer of securities affected by a transferor and transferee both of who are entered as beneficial owners in the records of a depository.

**VIII) Allotment of Securities dealt with in a depository:**

Notwithstanding anything in the Act or these Articles, where securities are dealt with by a depository, the company shall intimate the details thereof to the depository immediately on allotment of such securities.

**IX) Distinctive number of securities held in a depository:**

Nothing contained in the Act or these articles regarding the necessity of having distinctive number for securities issued by the Company shall apply to securities held with a depository.

**X) Register and index of beneficial owners:**

The Register and index of beneficial owner by a depository under the Depositories Act, 1996 shall be deemed to be the Register and index of Members and Security holders for the purpose of these Articles.

**12. Board may accept surrender of shares:-**

Subject to provision of section 66 of the Act, the Board of Directors may accept from any member on such terms and conditions as shall be agreed a surrender of all or any of his shares.

**13. Buy Back of Shares:-**

Notwithstanding anything contained in these Article, pursuant to the provisions of section 68 of the Act, rules prescribed and made applicable and read with securities and exchange Board of India (Buy Back of securities ) (Amendment) Regulation, 1998, as Amended from time to time, the Company may purchase its own shares or other specified securities.

**14. Issue of Shares with differential rights:-**

The Company may issue shares with differential rights as to voting, dividend or otherwise, attached to them in pursuance of the provisions of the Act and rule made there under. The Board of Director may issue such shares subject to such limits and upon such terms and condition and with such rights and privileges attached thereto as though fit and as may be permitted by law.

**15. Company's lien on Shares/ Debenture:-**

The Company shall have a First and paramount lien upon all the shares /debentures (other than fully paid up shares/debentures registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at fixed time in respect of such shares/debenture or no equitable interest in any shares shall be created except upon the footing and condition that this Article will have full effect. And such lien shall extend to all dividends and Bonus from time to time declared in respect of such shares/debentures shall operate as a waiver of the company's lien if any shares/debenture wholly or in parts to be exempt from the provisions of this article.

*For, Mahalaxmi Fabric Mills Limited*



*Director*



## **16. Limitation of time for issue of Certificate:**

Every member shall be entitled without payment to one or more certificate in marketable lots, if any, for all the shares of each class or denomination registered in his name, or if the Board of Director so approve (upon paying such fees as the Board of Director may from time to time determine) to several certificate, each for one or more of such share and the Company shall complete and have ready for delivery such certificates within prescribed time from the date of allotment, unless the condition of issue thereof otherwise provide, or within prescribed time to time the date of receipt of application or registration of transfer, transmission, sub-division, consolidation or renewal of any of its shares as the case may be. Every certificate of shares shall be under the seal of the company and shall specify the number and distinctive number of shares in respect of which it is issued and amount paid-up there on and shall be in such a form as the Director may prescribed or approve, provided that in respect of shares or shares held jointly by several persons, the company shall be under the seal of the company shall not be bound to issue more than one certificate and delivery to all such holders. Provided that notwithstanding what is stated above the Director shall comply with such rules made under Securities Contracts (Regulation) Act, 1956 or any other Act, rules applicable in this behalf.

## **17. Issue of new Certificate in place of one defaced, lost or destroyed:**

If any certificate be worn out, defaced, mutilated or torn or if there be no further space on the back thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as the company deem adequate, being given, a new certificate in lieu thereof shall be given to the person entitled to such lost or destroyed certificate.

The company shall not charge any fees for the following:

- (a) For registration of transfer, transmission, probate, succession certificate and letter administration, Certificate of Death or marriage, Power of attorney or similar other document.
- (b) For sub-division and/or consolidation of shares and/or debenture certificate and/or sub-division of letters of allotment and split, consolidation, renewal and Pucca transfer receipts into denominations corresponding to the market units, if any;
- (c) For sub-division of renounceable letters of right;
- (d) For issue of new certificates in replacement of those which are old, decrepit or worn out or where the cages on reverse for recording transfers have been fully utilized.

Provide that notwithstanding what is stated hereinabove the Board of Directors shall comply with such Rules or Regulations or requirements of Securities Exchange Board of India, any Stock Exchange, where the securities are listed or the Rules made under the Act, 1956 or any other Act, or rules applicable in this behalf.

The provisions of this Article shall mutatis mutandis apply to debentures of the Company.

## **18. Underwriting and Brokerage**

Commission may be paid subject to the provisions of sections 40, 188 of the Act and Rule (13) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as modified and amended from time to time, the Company may at any time pay a Commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or debentures in the Company or procuring, or agreeing to procure subscriptions (whether absolute or conditional) for any shares of or debentures in the Company or as consideration for any service related thereto.

*For, Mahalaxmi Fabric Mills Limited*



*Director*



## 19. Brokerage:

The Company may pay a reasonable sum for brokerage within the prescribed limit under the Act or Rules made there under and in accordance with other applicable law.

## 20. Transfer of Shares / Debentures

Transfer not to be registered except on production of instrument of transfer:- The Company shall not register transfer of shares in the Company unless a proper instrument of transfer duly stamped and executed by or on behalf of the transferor and the transferee, has been delivered to the Company at its office, along with the certificate of the shares to be transferred and such other evidence as the Board of Directors may require to prove the title of the transferor or his rights to transfer the shares. If no such share certificate is in existence, the transferee shall produce the original letter of allotment of the shares to the Company, if any.

The instrument of transfer shall be in writing and all provision of section 56 of the Act and statutory modification thereof for the time being in force shall be duly complied with in respect of all transfer of shares and registration thereof.

Provided that where, on an application in writing made to the company by the Transferee and bearing the stamp required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of Transfer signed by or on behalf of the transferor and the transferee has been lost, the company may register the transfer on such term as to indemnify as the Board may think fit'.

Provided further that nothing in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any shares in the Company has been transmitted by operation of law.

Provided that nothing contained in this Articles shall apply to the transfer of security effected by the transferor and the transferee both of whom are entered as beneficial owners in the records of a depository.

## 21. The Board may refuse to request transfer:

- a) Subject to the provisions of sections 58 and 59 of the Act, the Board may, at their absolute and uncontrolled discretion, decline to register or acknowledge any transfer of shares.
- b) In particular, the Board may so decline in any case in which the Company has a lien upon the shares or any of them or whilst any money in respect of shares desired to be transferred or any of them remain unpaid or unless the transferee is approved by the Board or which fails to comply with the provision of the Act or these Articles or any other Act, statute or Order promulgated by the Government and such refusal shall not be affected by the fact that the proposed transferee is already a member.

Provided that the registration of transfer shall not be refused on the ground that the transferor being alone or jointly with any other person or persons indebted to the Company in any account whatsoever except as stated herein above.

- c) The registration of transfer shall be a conclusive evidence of the approval by the Board of Directors of the transferee, so far only as the shares transferred are concerned but not further or otherwise or so as to incapacitate the Board of Directors from declining to register any subsequent transfer applied for.

For, Mahalaxmi Fabric Mills Limited

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- d) Nothing contained in section 58 of the Act shall prejudice the power of the Board of Directors to refuse to register the transfer of or the transmission by operation of law of the right to, any shares or interest of a member in or debenture of the Company.

The Provision of this Articles shall mutatis mutandis apply to debentures of the Company.

## **22. Custody of transfer instrument**

- a) The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof ( as shown or appearing in Register of Members) or the prejudice of persons having claiming any equitable right, title or interest in the same shares notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice referred thereto in any book of the Company.
- b) The Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it of any equitable right, title or interest to or in the same shares not withstanding that the Company may have had notice of such equitable right, title or interest or have entered such notice referred thereto in any books of the Company and the Company shall not be bound or required to regard or attend or give effect to any notice which may be given to it or any equitable right, title or interest or be under any liability whatsoever for refusing or neglecting to do so though it may have been entered or referred to in some books of the Company but the company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if Board of Directors shall so think fit.

## **23. Notice of refusal to be given to Transferor and Transferee:**

If the Company refuses to register the transfer of any share or transmission of any right therein, the Company shall within the time prescribed under the law from the date on which the instrument of transfer of intimation of transmission was lodged with the Company, send notice of refusal to the transferee and transferor or to the person giving intimation of the transmission , as the case may be, thereupon the provisions of section 58 and 59 of the Act or any statutory modification thereof for the time being in force shall apply.

## **24. No transfer of less than market lot shares:**

The Board of Directors may not accept application for transfer of shares less than market lot, if any, provided, however, that this restriction shall not apply to:

- a) the transfer of equity shares made in pursuance of a statutory provision or an order of a Court of Law:
- b) the transfer of the entire equity shares by an existing equity shareholders of the Company holding less than market lot equity shares by a single transfer to a single or joint names
- c) the transfer of shares more than market lot of equity shares in the aggregate in favour of the same transferee under two or more transfer deeds, out of which, one or more relate(s) to the transfer of less than market lot of equity shares:

*For, Mahalaxmi Fabric Mills Limited*

*[Signature]*



Provided that where a person is holding shares in lots higher than the market trading unit and sell the market trading unit, the remaining shares even though less than market lot in number shall be permitted to stand in his own name.

Provided further that when the Company issues bonus or right shares at a subsequent date or converts any of debentures into shares, there shall be no restriction on transfer by any member of whole or part of the shares acquired by him in pursuance of such right or bonus issue or conversion, so long as the number of shares desired to be transferred are in exact multiples of number which has been arrived at with reference to market lot of shares after applying the ratio of bonus or right shares or conversion.

## **25. Registration of persons entitled to shares otherwise than by transfer:**

Subject to the provisions of the Act, any person becoming entitled to shares in consequences of the death, lunacy, bankruptcy or insolvency of any member, or by any lawful means other than by a transfer in accordance with these Articles may, with the consent of the Board (which it shall not be under any obligation to give); upon producing such evidence that he sustains the character in respect of which he proposes to act under these Articles or of such title as the Board of Directors thing sufficient, either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board of Directors registered as such holder:

Provided nevertheless, that if such person shall elect to have his nominee registered he shall testify the election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained, and until he does so, he shall not be freed from any liability in respect of the shares.

## **26. Board may require evidence of transmission:**

Every transmission of a share shall be verified in such manner as the Board of Directors may require and the Company may refuse to register any such transmission until the same is so verified or until or unless an indemnity is given to the Company with regard to such registration which the Board at their discretion shall consider sufficient. Provided nevertheless, that there shall not be any obligation on the Company or the Board of Directors, to accept any indemnity.

## **27. Refusal to register nominee:**

The Board shall have the same right to refuse to register a person entitled by transmission to any shares or his nominee as it would have had as if such person or nominee were a transferee named in any ordinary transfer for registration. The Company shall not be bound to register a transmission unless the intimation of such transmission has been delivered to the Company under a proper transmission form, if any, prescribed by the Board, duly executed by the person entitled by transmission. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such intimation of transmission or any notice of transfer as if the circumstances entitling such person to the shares by transmission had not occurred and as if the person entitled by transmission or his nominee was the transferee named in ordinary transfer presented for registration.

## **28. Transfer to Legal Representative:**

A transfer of shares or other interest in the Company of a deceased member shall, although the legal representative is not himself a member, be as valid as if he had been a member at the time of the execution of the instrument of transfer.

For, Mahalaxmi Fabric Mills Limited

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### **29. Person entitled may receive dividends without being registered as Members:**

Person entitled to shares by transmission shall, subject to the right of the Board of Director to retain such dividends or moneys as hereinafter provided, be entitled to receive; any may give a discharge for any dividends or other moneys payable in respect of the shares.

### **30. Title to shares of deceased holder:**

The executor or administer of a deceased member or a holder of a succession certificate in respect of shares of a deceased member where he was the sole or only surviving holder shall be the only person entitled to be recognized by the Company as having any title to the shares standing in the name of such member and the Company shall not be bound to recognize such executor or administrator unless such executor or administrator shall have first obtained probate or letter of administration or other legal representation as the case may be from duly constituted court in India; provided that in any case where the Board of Director in its absolute discretion think fit may dispense with the production of probate or letter of administration or succession certificate upon such terms as to indemnity or otherwise as the Board may deem fit, and under Article No. 30 register the name of a deceased member as a member.

### **31. Branch Register or Foreign Register:**

The Board of Directors of the Company may if deem fit, arrange to keep in any state or Country outside India branch register of members and or debenture holders resident in that state or Country and that the Board of Director may make regulations in that behalf, modify or cancel the same as may be deemed fit and permissible as per the Rules applicable from time to time.

### **32. Joint Holder:**

Where two or more persons are registered as the holders of any shares, they shall be deemed (so far as the Company is concerned) to hold the same as joint holders with benefits of survivors subjects to the following and other provisions contained in these Articles:

a) The Company shall not be bound to register more that three persons as the holders of any shares.

b) The joint holders of any shares shall be liable severally as well as jointly for and respect of all installments, calls and other payments which ought to be made in respect of partly paid –up shares.

c) On the death of any of such joint holder the survive or survivors shall be the only person or persons recognized by the Company as having any title to the shares but the Board of Directors mat require such evidence of death as they may deem fit and nothing therein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person.

d) Any one of such joint holder may give effectual receipts of any dividends or other moneys payable in respect of such shares.

e) Only the person whose name stands first in the Register of Members as one of the joint holders of any Shares, unless otherwise directed by all of them in writing, shall be entitled

For, Mahalaxmi Fabric Mills Limited



Director



to delivery of certificate relating to such share or to receive documents (which expression shall be deemed to include all documents referred to in these Article or other Act or other statues) from the Company and any documents served on or sent to such person shall be deemed as service on all the joint holders.

f) Any One of the two or more joint holders vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he was solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by attorney or by proxy then that one of such persons so present whose name stands first or higher (as the case may be ) on the register of members in respect of such shares shall alone be entitled to vote in respect thereto but the others of the joint holders shall be entitled to be present at the meeting; provided always that a joint holder present at any meeting personally shall be entitled to vote in preference to a joint holder present by any attorney or by proxy although the name of such joint holder present by any attorney or by proxy stands first or higher (as the case may be) in the register of members in respect of such shares. Several executors or administrators of a deceased member in whose (deceased Member's) sole name share stands shall for the purpose of this Article be deemed as joint holders

g) Subject as stated in this Article, the persons first named in the register of members as one of the joint holders of a shares shall always be deemed as the sole holders thereof for any communication by the Company to the members.

The provisions of these Articles shall mutatis apply to the Debentures/all securities of the Company.

Provided that notwithstanding what is stated under Article 21 to 34 hereinabove the Company shall comply with such Rule or Regulation or requirement of Securities Exchange Board of India, any Stock Exchanges, where the securities of the company are listed or the Rules made under the Act or the rules made under securities Contracts (Regulation) Act, 1956 or any other Act, or rules applicable in this behalf.

### **33. Calls:**

The Board may, from time to time, subject to the terms on which any shares may have been issued, make such calls as they think fit upon the members in respect of all moneys unpaid on the shares held by them respectively. The members shall pay the amount of every call so made on him to the person and at the time and place appointed by the Board of Directors. A call may be made payable by installments. A call may extend to whole of the nominal value of the shares and any premium thereon.

### **34. Extension of time for payment of calls:**

The Board may, from time to time at its discretion extended the time fixed for the payment of any call and may extend such time as to call to any of the members whose residence is at distance or for other cause, the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour.

### **35. Call to carry interest:**

If any member fails to pay any call, due from him on the day appointed for payment thereof, or any such extension thereof as afore said, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time actual payment at such rate as shall from time to time be fixed by the Board but nothing in this Article shall

*For Mahalaxmi Fabrics Mills Limited*

*[Signature]*



render it obligatory for the Board to deemed or recover any interest from any such member and the Board of Directors shall be at liberty to waive payment of such interest wholly or in part.

**36. Calls may be revoked or postponed:**

A call may be revoked or postponed at the discretion of the Board of Directors.

**37. Proof on trial of suit for money due on shares:**

On the trial or hearing of any action or suit brought by the Company against any member or his representatives for the recovery of any money acclaimed to be due to the Company in respect of his shares, it shall be sufficient to prove that the name appears on the Register of Members as the holder, at or subsequently to the date at which the money sought to be recovered is alleged to have become due on the shares in respect of which such money is sought to be recovered: that the resolution making the calls is duly recorded in the minutes book and that notice of such call was duly given to the member or his representatives sued in pursuance of these Articles: and that it shall not be necessary to prove the appointment of Directors who made such call, nor that a quorum of Directors was present at the Board Meeting at which any call was made, nor that the meeting at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.

**38. Payment of calls in advance:**

The Board may, if it thinks fit, subject to the provisions of section 50 of the Act, agree to and receive from any member willing to advance called money or any part of the moneys due upon the share held by him beyond the sums actually called for and upon the money so paid in advance or so much thereof as from time to time exceeds the amount of calls then made upon the shares in respect of which such advance has been made upon the shares in respect of which such advance has been made, the Company may pay interest at the rate as the Board may decide from time to time. Moneys as paid in excess of the amount of calls shall not rank for dividends or participate in profits. The Board may at any time and at their absolute discretion repay the amount so advanced upon giving to such member one week's notice in writing.

The provisions of these Articles shall mastitis mutandis apply to the Debentures/ all securities of the Company.

**Forfeiture, Surrender and Lien**

**39. If call or installment not paid notice may be given:**

If any member fails to pay any call or installment of a call in respect of any Share on or before the day appointed for the payment of the same, the Board may at any time thereafter, during such time as the call or installment remains unpaid, serve a notice on such members or on the person(if any) entitled t the shares by transmission, requiring him to pay the same, together with any interest that may have accrued, and all expenses that may have been incurred by the Company by reason of such non-payment.

**40. Form of notice:**

The notice shall name a day (not being earlier than the expiry of thirty days from the date of service of the notice) and a place or places, on and at which such call or installment and

such interest and expenses as aforesaid are to be paid. The notice shall also state that, in the event of non-payment on or before the time and at the place appointed the share in respect of which the call was made or installment is payable will be liable to be forfeited.

**41. If notice not complied with shares may be forfeited:**

If the requisitions of any such notice as aforesaid are not complied with, any share in respect of which such notice has been given may, at any time thereafter, before payment of all calls or installments, interest and expenses due in respect thereof be forfeited by a resolution of the Board to that effect, Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.

**42. Notice after forfeiture:**

When any share shall have been so forfeited notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry of the forfeiture, with the date thereof, shall forthwith be made in the Register of Members, provided however that the failure to give the notice will not in any way invalidate the forfeiture.

**43. Forfeited shares to become property of the Company**

Any Board of Directors may, at any time before any shares forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof as a matter of grace and favor but not as of right upon such terms and conditions as it may think fit.

**44. Arrears to be paid notwithstanding forfeiture:**

Any Member whose shares shall have been forfeited shall, notwithstanding the forfeiture, be liable to pay, and shall forthwith pay to the Company all Calls, installments, interest and expenses owing upon or in respect of such Shares at the time of the forfeiture together with interest thereon from the time of forfeiture until payment at the rate of interest as the Board of Directors may decide and the Board of Directors may enforce the payment of such moneys or any part thereof if they think fit, but shall not be under any obligation to do so.

**45. Effect of forfeiture:**

The forfeiture of a share would result in the extinction of all interest in and also of all claims and demands against the Company in respect of the share, and all other rights incidental to the share so forfeited.

**46. Certificate of forfeiture:**

A Certificate in writing under the hands of Director or the Secretary of the Company, that the call in respect of a share was made, and notice thereof given, and that default in payment of the call was made and that the forfeiture of the shares was made by resolution of the Board of Directors to that effect, shall be conclusive evidence of the fact stated therein as against all persons entitled to such share.

**47. Title of purchaser and allottee(s) of forfeited shares:**

The Company may receive the consideration, if any, given for the share on any sale, or other disposal thereof and may execute a transfer of the share in favor of the persons to whom the share is sold or disposed of and the persons to whom such share is sold, or



disposed off may be registered as the holder of the share, Any such purchase shall not(unless by an express agreement) be liable to pay any calls, amounts, installments interest and expensed owing to the Company prior to such purchase or allotment nor shall be entitled(unless by an express agreement) to any of the dividends interest or bonuses accrued or which might have accrues upon the share before the time of completing such purchase. Such purchaser shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

#### **48. Partial payment not be preclude forfeiture:**

Neither judgments nor a decree in favor of the Company for calls or other moneys due in respect of any share nor any part payment or satisfaction thereof nor the receipt by the Company of a portion of any money which shall from time to time be due from any member in respect of any share either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any such money shall preclude the Company from thereafter proceeding to enforce a forfeiture of such shares as herein a provided.

The Provisions of these Articles as to forfeiture to apply in case of non-payment of any sum:

49. The provisions of these Articles as to forfeiture shall apply to the case of non-payment of any sum which by the terms of issue of share become payable at a fixed time whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of call duly made and notified.

#### **50. Forfeiter of debentures/ other securities:**

The provision of these Articles shall mutatis mutandis apply to the forfeiture of debentures/other securities also in case of non-payment of any sums payable on debenture/other securities.

### **Capitalization of Profits**

#### **51. Capitalization:**

Subject to the provisions of the Act:

- (1)The Company in General Meeting may resolve that any moneys, investments or other assets forming part of the undistributed profits of the Company including profits or surplus moneys arising from the realization of any capital asset of the Company) standing to the credit of the Reserve Fund or any other Fund of the Company or in hands of the Company and available for dividend or representing the premiums received on the issue of share, and standing the credit of the share premium account be capitalized :

- (a) by the distribution among the holders of the shares of the Company or any of them on the footing that they become entitled thereto as capital in accordance with the respective rights and interests and in proportion to the amount paid or credited as paid, thereon, of paid up Shares, debentures or debenture-stock, bonds or other obligations of the Company, or by crediting shares of the Company which may have been issued and are not fully paid up in proportion to the amount paid or credited as paid thereon respectively

*For, Mahalaxmi Fabric Mills Limited*



*Director*



(b) by the distribution among the holders of the shares of the Company or any of them in proportion to the amount paid or credited as paid respectively, with the whole or any part of the sums remaining unpaid thereon, and the Board of Directors shall give effect to such resolution and apply such portion of profits or Reserve Fund or any other Fund as may be required for the purpose of making payment in full or part of the shares, debentures or debenture-stock, bonds or other obligations of the Company so distributed or ( as the case may be) for the purpose of paying in whole or in the part, the amount remaining unpaid on the shares which may have been issued and are not fully paid up, provided that no such distribution or payment shall be made unless recommended by the Board and if so recommended such distribution and payment shall be accepted by such shareholders in full satisfaction of their interest in the said capitalized sum.

(c) the Board of Directors shall have power to carry out bonafide revolution of the fixed assets of the Company from time to time on the basis of the report of approved valuer(s). The Board has the powers to transfer the surplus arising out of difference between the revalued amount of fixed assets and book value of those assets as on date of revaluation to a separate account as may be decided by the Board of Directors. Such surplus may be utilized by Board to set off accumulated Depreciation, accumulated loss and intangible assets. However, utilization of such surplus for the purpose of issue of Bonus Shares by capitalizing the same and declare and distribute the same by way of dividend will be subject to relevant provisions of the Act and necessary permission from the appropriate authorities, if required.

- (2) For the purpose of giving effect to any such resolution, the Board of Directors shall make all appropriations and applications of the amounts resolved to be capitalized thereby and all other allotments and issues of fully paid shares or other securities, if any, and generally to do all such acts and things required.
- (3) The Board shall have power to make such provisions, by the issue of fractional certificate/coupons or by payment in cash or otherwise as it things fit, for the case of shares or other securities becoming distributable in fractional and to authorize any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other securities to which they may be entitled upon such capitalization, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalized, of the amount or any part of the amounts remaining unpaid on their existing shares. Any agreement made under such authority shall be effective and binding on such members.

## 52. Special powers relating to distribution of specific assets:

The company in General Meeting may, subject to the provisions of the Act, resolve that any profits or surplus moneys arising from the realization and when permitted by law any appreciation in value of the capital assets of the Company be utilized wholly or in part by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of the Company or of any other company or by paying up any amount for the time being unpaid on any shares of the Company or in any one or more of such ways and the Board of Directors shall give effect to such direction and where any difficulty arises in regard to the distribution they may settle the same as they think expedient and in particular, may issue fraction certificates and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of valued so fixed in order to adjust the rights of all parties and may vest any such assets in trustees upon trust for the



persons entitled thereto as may deem expedient to the Board of Directors. Where required, the Board of Directors shall comply with Section 39 of the Act and the Board of Directors may appoint any person to sign such contract on behalf of the persons entitled.

### **Meeting of members**

#### **53. Omission to give notice not to invalidate resolution(s) passed:**

The accidental omission to give any notice to any of the members or the non-receipts thereof shall not invalidate any resolution(s) passed at any meeting of members or a class thereof.

#### **54. No other business except shown in notice can be transacted:**

No General Meeting, Annual or Extra Ordinary, Shall be Competent to enter upon, discuss or transact any business which has not been specially mentioned in the notice upon which the said General Meeting was convened.

#### **55. Meetings of Members**

The Company shall, in each year, hold a general meeting as its Annual General Meeting. Any meeting, other than Annual General Meeting, shall be called Extraordinary General Meeting.

Not more than 15 (Fifteen) months or such other period, as may be prescribed, from time to time, under the Act, shall lapse between the date of one Annual General Meeting and that of the next. Nothing contained in the foregoing provisions shall be taken as affecting the right conferred upon the Registrar under the provisions of the Act to extend time within which any Annual General Meeting may be held.

Every Annual General Meeting shall be called for a time during business hours i.e. between 9 am and 6 p.m., on a day that is not a National Holiday, and shall be held at the registered Office of the Company or at some other place within the city, town and village in which the Registered Office of the Company is situated, as the Board may think fit and determine and the notices calling the Meeting shall specify it as the Annual General Meeting.

Every member of the Company shall be entitled to attend, either in person or by proxy, and by way of a postal ballot Whenever and in the manner as may permitted or prescribed under the provisions of the Act, and the Auditors to the Company, who shall have a right to attend and to be heard, at any general meeting which he attends, on any part of the business, which concerns him as the Auditors to the Company, further, the Directors, for the time being, of the Company shall have a right to attend and to be heard, at any general meeting, on any part of the business, which concerns them as the Directors of the Company or generally the management of the Company.

At every Annual General Meeting of the Company, there shall be laid, on the table, the Directors' Report and Audited Statements of Account, Auditors' Report, the proxy Register with forms of proxies, as received by the Company, and the Register of Directors' Share holdings, which Register shall remain open and accessible during the continuance of the meeting, and therefore in terms of the provisions of Section 96 of the Act, the Annual General Meeting shall be held within six months after the expiry of such financial year. The Board of Directors shall prepare the Annual List of Members,

*For, Mahalaxmi Fabric Mills Limited*



*Director*



Summary of the Share Capital, Balance Sheet and Profit and Loss Account and forward the same to the Registrar in accordance with the applicable provisions of the Act.

56. The Board may, whenever it thinks fit, call an Extra-ordinary General Meeting upon a requisition, in writing, by any member or members holding, in aggregate not less than one-tenth or such other proportion or value, as may be prescribed, from time to time, under the Act, of such of the paid-up capital as at that date carries the right of voting in regard to the matter, in respect of which the requisition has been made. Any valid requisition so made by the members must state the object or objects of the meeting proposed to be called, and must be signed by the requisiteness and be deposited at the office, provided that such requisition may consist of several documents, in like form, each of which has been signed by one or more requisiteness.
57. Upon receipt of any such requisition, the Board shall forthwith call an Extra-ordinary General Meeting and if they do not proceed within 21 (Twenty-one) days or such other lesser period, as may be prescribed, from time to time, under the Act, from the date of the requisition, being deposited at the office, to cause a meeting to be called on a day not later than 45 (Forty-five) days or such other lesser period, as may be prescribed, from time to time, under the Act, from the date of deposit of the requisition, the requisiteness, or such of their number as represent either a majority in value of the paid up Share capital held by all of them or not less than one-tenth of such of the paid up Share Capital of the Company as is referred to in Section 100(4) of the Act, whichever is less, may themselves call the meeting, but, in either case, any meeting so called shall be held within 3 (Three) months or such other period, as may be prescribed, from time to time, under the Act, from the date of the delivery of the requisition as aforesaid.
58. Any meeting called under the foregoing Articles by the requisiteness shall be called in the same manner, as nearly as possible as that in which such meetings are to be called by the Board.
59. At least 21 (Twenty-one) days' notice, of every general meeting, Annual or Extra-ordinary, and by whomsoever called, specifying the day, date, place and hour of meeting, and the general nature of the business to be transacted there at, shall be given in the manner hereinafter provided, to such persons as are under these Articles entitled to receive notice from the Company, provided that in the case of an General Meeting, with the consent of members holding not less than 95 per cent of such part of the paid up Share Capital of the Company as gives a right to vote at the meeting, a meeting may be convened by a shorter notice. In the case of an Annual General Meeting of the Shareholders of the Company, if any business other than (i) the consideration of the Accounts, Balance Sheet and Reports of the Board and the Auditors thereon, (ii) the declaration of dividend, (iii) appointment of directors in place of those retiring, (iv) the appointment of, and fixing the remuneration of, the Auditors, is to be transacted, and in the case of any other meeting, in respect of any item of business, a statement setting out all material facts concerning each such item of business, including, in particular, the nature and extent of the interest, if any, therein of every director and manager, if any, where any such item of special business relates to, or affects any other company, the extent of shareholding interest in that other company or every director and manager, if any, of the Company shall also be set out in the statement if the extent of such Share-holding interest is not less than such percent, as may be prescribed, from time to time, under the Act, of the paid-up Share Capital of that other Company.
60. The accidental omission to give any such notice as aforesaid to any of the members, or the non-receipt hereof shall not invalidate any resolution passed at any such meeting.

For, Mahalaxmi Fabric Mills Limited  


Director



61. No general meeting, whether annual or Extra-ordinary, shall be competent to enter upon, discuss or transact any business which has not been mentioned in the notice or notices upon which it was convened.
62. Subject to the provisions of the Act and these Articles, five(5) shareholders shall constitute quorum in Shareholder's Meetings of the Company if number of shareholders as on date of meeting is not more than One Thousand; Fifteen (15) shareholders shall constitute quorum in Shareholder's Meetings of the Company if number of shareholders as on date of meeting is more than One Thousand but not more than Five Thousand; Thirty (30) shareholders shall constitute quorum in Shareholders' Meetings of the Company if number of shareholders as on date of meeting exceeds five thousand.
63. A body corporate, being a member, shall be deemed to be personally present, if it is represented in accordance with and in the manner as may be prescribed by, the applicable provisions of the Act.
64. If, at the expiration of half an hour from the time appointed for holding a meeting of the Company, a quorum shall not be present, then the meeting, if convened by or upon the requisition of members, shall stand dissolved, but in any other case, it shall stand adjourned to such time on the following day or such other day and to such place, as the Board may determine, and, if no such time and place be determined, to the same day in the next week, at the same time and place in the city or town in which the office of the Company is, for the time being, situate, as the Board may determine, and, if at such adjourned meeting also, a quorum is not present, at the expiration of half an hour from the time appointed for holding the meeting, the members present shall be a quorum, and may transact the business for Which the meeting was called.
65. The Chairman of the Board of Directors shall be entitled to take the chair at every general meeting, whether annual or Extra-ordinary. If there be no such Chairman, or, if, at any meeting, he shall not be present within 15 (Fifteen) minutes of the time appointed for Holding such meeting, then the members present shall elect another director as the Chairman of that meeting, and, if no director be present, or if all the Directors present decline to take the Chair, then the members present shall elect one among them to be the Chairman.
66. No business shall be discussed at any general meeting, except the election of a Chairman, whilst his Chair is vacant.

**Chairman with consent may adjourn meeting:**

67. The Chairman, with the consent of the meeting, may adjourn any meeting, from time to time, and from place to place, in the city or town, in which the office of the Company is, for the time being, situate, but no business shall be transacted at any adjourned meeting, other than the business left unfinished, at the meeting, from which the adjournment took place.

**68. Chairman:**

The Board shall appoint one of them to be the chairman of the company. The chairman shall preside over the meeting of the Board of Director and Member of the Company.

The Chairman may, at the same time, be appointed as Managing Director, Joint Managing director or Deputy Managing Director or Whole Time Director or Chief Executive Officer of the Company.

*For, Mahalaxmi Fabric Mills Limited*



*Director*



**69. Demand for poll not to prevent transaction of other business:**

The Demand for a poll except on the question of election of the Chairman an adjournment shall not prevent the Condition of a General Meeting for the transition of any business other than the question on which the poll has been demanded.

**70. Chairman of the Meeting to be the judge of validity:**

The Chairman of any General Meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present, while taking of a poll, shall be the sole judge of the validity of every vote tendered at such poll.

**Directors**

**71. The first Directors of the company are:**

- (1) Shri Rahul J. Parekh
- (2) Shri Lalit G. Kothari
- (3) Shri Rajendra R. Mehta

**72. Number of Directors:**

The number of Directors on the Board shall not be less than three and shall not be more than fifteen.

**73. Retirement by Rotation:**

Subject to Provision in section 152 and other Applicable provisions of the Act, not less than Two third of the total number of Directors of the Company shall be the persons whose period of office shall be liable to determination by retirement by rotation and one third of such of the Director of the Company for the time being as are liable to retire by rotation or if their number is not three or multiple of three then the number nearest to one third shall retire from office. The Director to retire by rotation at every Annual General Meeting shall be those who have been longest in the office from the last appointment.

**74. Appointment of Additional Director:**

The Board may, in accordance with and subject to the provisions of section 161 of the Act, appoint, at any time and from time to time, any person, whether citizen of India or not and whether permanently residing in India or Otherwise, as Additional Director to act as Director (hereinafter called as "Additional Director"). An Additional Director so appointed under this Article shall hold office up to the meeting of the committee of which the Nominee Director(s) is/ are members as also the minutes of such meetings. In addition to the Nominee Director(s), the Corporation shall also be entitled to receive all such notices and minutes.

The Company shall pay to the Nominee Director(s), sitting fees and expenses which the other Directors of the Company are entitled but if any other fees, commission, moneys or remuneration in any form is payable to the Directors of the Company, the fees, Commission, moneys and remuneration in relation to such Nominee Director(S) shall accrue to the Corporation and same shall accordingly be paid by the Company Directly to the Corporation. Any expenses that may be incurred by the Corporation or such Nominee Director(S) in their Connection with their appointment or Directorship shall also be paid or reimbursed by the Company to the Corporation or as the case may be to such Nominee Director(S).

*For, Mahalaxmi Fabric Mills Limited*



*Director*



Provided that if any such Nominee Director(s) is/are an officer(s) of the Corporation the sitting fees in relation to such Nominee Director(S) shall also accrue to the Corporation and the same shall, accordingly be paid by the Company directly to the Corporation. Unless the same has been specifically instructed to the Company to pay such fees, remuneration, etc. to the Nominee Director(S).

Provided also that in the event of the Nominee Director(s) being appointed as whole time Director(S) such Nominee Director(s) shall exercise such power and duties as may be approved by the lenders and have such rights as are usually exercised or available to a whole time Director in the management of the affairs of the borrower, such Nominee Director(s) shall be entitled to receive such remuneration, fees, commission and money as may be approved by the lenders, Till the Date of the next Annual General Meeting of the Company and shall have the same rights as other Directors of the Company.

#### **75. Appointment of Alternate Director:**

The Board may, in accordance with and subject to the provision of section 161 of the Act, appoint an Alternate Director to act for a Director (here in after called "The Original Director") during his absence for a period of not less than three months from India in which the meetings of the Board are ordinarily held. An Alternate Director appointed under this Article shall not hold office for period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate office if and when the original Director retires to India. If the term of office of the original Director is determined before he so returns to India any provisions in the Act or in these Articles for the automatic reappointment of a retiring Director in default of another appointment shall apply to the Original Director and not to the Alternate Director. No person shall be appointed as an Alternate Director in place of an Independent Director unless he is qualified to be appointed as an Independent Director under the provisions of the Act and rules made hereunder.

#### **76. Power of Board to fill casual vacancy:**

If any Director other than a Managing Director/Joint Managing Director /whole Time Director vacates his office, before the expiry of his term of office in the normal course (Original Director), the Board of Directors shall have power to appoint any other person to be a Director to fill resulting casual vacancy and that such vacancy be filled by the Board at any time till the Annual General Meeting at which the Original Director would have retired by rotation or otherwise in normal course.

#### **77. Debenture Director;**

The Board of Directors may empower debenture holders or any Finance or Credit Corporation or any Collaborator or Central or any State Government to appoint one or more Directors of the company, but so that the number of such Directors shall not exceed in the aggregate 1/3<sup>rd</sup> of the total number of Directors for the time being in force. Such Directors may not be liable to retire by rotation.

#### **78. Nominee Directors:**

- (a) Notwithstanding anything to the contrary contained in these Articles, so long as any moneys remain owing by the Company to any financial institution or to any other Finance Corporation of Credit Corporation or to any other Financing Company or Body or any Bank for any loans granted by them to the Company or so long as any Financing Company or body or any Bank (each of

For Mahalaxmi Fabric Mills Limited



Corporation or any other Financing Company or Body or any Bank is hereinafter in this Article referred to as "the Corporation") continue to hold debentures in the Company by direct subscription or private placement, or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or so long as any liability of the Company arising out of guarantee furnished by the Corporation on behalf of Company remains outstanding, the Corporation, if has right to appoint from time to time any person or persons as a Director, Whole Time or Non whole Time, which Director or Directors is/are hereinafter referred to as " Nominee Director(s)" on the Board of the Company and to remove from such office any person or persons so appointed and to appoint any person or persons in his or there place(s).

- (b) At the option of the Corporation such Nominee Director(s) shall not be required to hold any qualification shares in the Company. Also at the option of the Corporation, such Nominee Director(s) shall not be liable to retire by rotation. Subject as aforesaid, Nominee Director(s) shall be entitled to the same rights and privileges and be subject to the same rights and privileges and be subject to the same obligations as any other Director of the Company.
- (c) The Nominee Director(s) so appointed shall hold the said office only so long as any moneys remain owing by the Company to the Corporation or so long as the Corporation holds Debentures in the Company as a result of direct subscription or private placement or so long as the Corporation holds shares in the Company as a result of underwriting or direct subscription or the liability of the Company arising out of any Guarantee is outstanding and the Nominee Director(s) so appointed in exercise of the said power shall ipso facto vacate such office immediately the moneys owing by the Company to the Corporation is paid off or on the Corporation ceasing to hold debentures/shares in the Company or on the satisfaction of the liability of the Company arising out of any Guarantee furnished by the Corporation.
- (d) The Nominee Director(s) appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and of the meetings of the Committee of which the Nominee Director(s) is/ are members as also the minutes of such meetings. In addition to the Nominee Director(s), the Corporation shall also be entitled to receive all such notices and minutes.
- (e) The company shall pay to the nominee Director(s), sitting fees and expenses which the other Directors of the Company are entitled but if any other fees, commission, moneys or remuneration in any form is payable to the Director of the Company.

#### **79. Directors may act notwithstanding vacancies:**

When the number of Directors in office falls below the minimum hereinabove fixed the Directors shall not except in emergencies or for the purpose of filing of vacancies or for summoning a General Meeting of the Company, act so long as the number is below the minimum and they may so act notwithstanding the absence of the requisite quorum.

#### **80. Qualification Shares:**

A Director shall not be required to hold any shares in the capital of the Company as qualified for being appointed as a Director.

#### **81. General Power of the Company vested in Directors:**

Subject to the provision of the Act, the management of the business of the Company shall be vested in the Board and the Board may exercise all such powers and do all such acts



and things as the Company is by the Memorandum of Association or otherwise authorized to exercise and so and are not hereby or by the provisions of the Act, or any other law or otherwise directed to be exercised or done by the Company in General Meeting.

### **Borrowing Power of the Board**

#### **82. Powers to borrow funds:**

Subject to the provision of section 179 and 180 of the Act, the Board may, from time to time at its discretion by a resolution passed at a meeting of the Board, accept deposits from members, Directors either in advance of calls, otherwise and generally from any source raise, for the purpose of the Company, borrow or secure the payment of such sums as it thinks fit, create such charges mortgages and hypothecation in Addition to the existing charges, mortgages and hypothecation created by the company, on such movable and immovable properties of the company where so ever situate, both present and future, on such terms, at such time, in such form in such manner as the board may deem fit, together with power to take over the management and the business and concern of the of the company in certain events in favour of all or any of the following, namely: banks, financial institution, insurance companies, investment institution, other investing agencies, bodies corporate incorporated under any statute and trustees for the holder of debentures/secured premium notes/bonds/other securities /debt instruments, and other secured lenders (hereinafter referred to as "the lender" ) to secure repayment of any loans (both rupee loans and foreign currency loans) and/or any other financial assistance and/or guarantee facilities already obtained or that may hereafter be obtained from any of the lenders by the company, and/or to secure redemption of debentures (whether partly/fully convertible or non-convertible)/secured premium/Notes/bonds/other securities / debt instruments and/or bond with share warrants attached, already issued or that may hereafter, be issued by the company, together with all interest, compound additional interest, commitment charge, liquidated damages, premium on prepayment or on redemption, trustees remuneration costs, charges, expenses and all other monies including revaluation/devaluation/fluctuation in the rates of foreign currencies involved, payable by the company to the lenders concerned, in term of their respective loan agreements/ heads of agreements /hypothecation/agreements/ trustees agreements/letters of sanction/ memorandum of terms and conditions/debenture certificates entered into/to be entered into/issued/to be issued by the company, provided that the total borrowings of the company (exclusive of interest)

Whether by way of loans and/or any other financial assistance and/or guarantee / Letter of Credit facilities and/or issue of debenture/secure premium notes/ other securities/debt instruments to be secured as aforesaid(apart from temporary loans obtained or to be obtained from the company's bankers in the ordinary course of business) shall however, where the money to be borrowed together with the moneys already borrowed by the Company(apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set aside for any specific purpose, the Board shall not borrow or raise such moneys without the consent of the Company in General Meeting.

#### **83. Payment or repayment of money borrowed:**

Subject to the provisions of Article 81 hereof, the payment or repayment of moneys borrowed as aforesaid may be secured in such manner and upon such terms and conditions in all respects, as the Company in General Meeting shall prescribe including money borrowed by way of the issue of bonds, debentures, debenture certificates



Company, charge upon all or any part of property of the Company (both present and future), including its uncalled capital for the time being and the bonds, debenture stock other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

#### **84. Terms of issue of Bonds, Debentures:**

Subject to the provisions of the Act, any bonds, debentures, debenture-stock or other securities may be issued, whether on rights basis or on private placement, at par, premium or otherwise and may be issued on condition that they shall be convertible into shares of any denomination and with any privileges and conditions as to redemption, surrender, drawing, allotment of shares and attending (but not voting) at the General Meetings, appointment of Directors and otherwise. However, the bonds or Debentures with the right to conversion into or allotment of shares shall be issued only with the consent of the Company in General Meeting accorded by a Special Resolution.

#### **85. Proceeding of the Board**

Quorum of the Board Meeting and adjournment of Meeting for want of quorum:

- A. The quorum for a Board Meeting shall be as provided in the Act. If a meeting of the Board could not be held for want of quorum then the meeting shall automatically stand adjourned to such date and at such time as may be decided by the Chairman.
- B. The participation of Director(s) in meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules or permitted under law.

#### **86. Chairman not to vacate Chair and shall have casting vote:**

(a). The Chairman of a meeting shall not be required to vacate the Chair unless at the time of transaction of any business in which he is or might be deemed to be interested including his own election or appointment.

(b). In case of any equality of votes, the Chairman of the Board, if any, shall have a second or casting vote.

#### **87. Resolution by Circular:**

Save as expressly otherwise provided in Section 175 of the Act, a resolution in writing approved by a majority of the Directors or members of any committee thereof who are thin in India shall be valid and effectual as if it had been passed at a meeting of the Board or Committee duly convened and held.

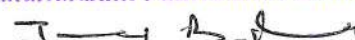
#### **Management**

#### **88. Managerial Personnel:**

Subject to the provisions of the Act, the Company may appoint Managing Director(s), Jt. Managing Director, Deputy Managing Director(s) or Manager or Whole Time Director and entrust the whole or in part management of the Company to him or them, but in doing so the Company shall duly observe the provision of the Act.

#### **89. Appointment of Managing Director(s)/Jt. Managing director(s) or Whole Time Director(s):**

*For, Mahalaxmi Fabric Mills Limited*



*Director*



Subject to the provisions of the Act, the Directors may from time to time appoint one or more of them to be Managing Director(s)/Jt Managing Director/Deputy Director(s) or Whole Time Director(s) (hereinafter referred to as Managing Director(s) or Whole Time Director(s) of the Company, for fixed term not exceeding five years for which he is or they are to hold such office and may from time to time (subject to the provisions of any contract between him or them and Company) remove or dismiss him or them from office and appoint another or others in his or their place or places.

**90. Managing Director/s may be liable to retire by rotation:**

A Managing Director/Jt. Managing Director or Whole Time Director may be subject to retirement by rotation, unless otherwise decided by the Board of Directors.

**91. Key Managerial Personnel and their appointment:**

The Managing Director, Jt. Managing Director, Deputy Manager Director or any Whole Time Director, the Chief Financial Officer, the Company Secretary or such other person as may be specified in the Act shall be the Key Managerial Personnel.

**92. Power of Managing Director(s):**

The Directors may from time to time entrust to and confer upon a Managing Director(s), or the Deputy/ Jt Managing Managing Director(s) for the time being such of the powers exercisable by them may thin fit and may confer such powers for such time and to be exercised for such objects and purposes, and upon such terms and conditions, and with such restrictions as they think fit and they may confer such powers either collaterally with or to the exclusion of , and in substitution for, all or any of the powers of the Directors in that behalf, and may from time to time revoke ,withdraw, alter, or vary all or any of such powers.

**93. Compensation for loss of office:**

Payment may be made by the Company to the Managing Director or Directors by way of compensation for loss of office of as consideration for retirement from office or in connection with such loss or retirement only as permitted by section 191 and 202 of the Act, or other relevant provisions of law from the time being in force.

**94. Re-appointment of Managing Director(s).**

The Board of Directors of the Company may subject to the provisions of the Act and these Articles, from time to time re-appoint re employ, or extend the term of office of al or any of the Managing Director(s) or Jt. Managing Director or Deputy Director(s) for such period not exceeding the maximum term permitted under the Act.

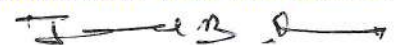
**95. Dividend:**

Subject to the provisions of the Act, the Board may retain the dividends payable upon shares in respect of which any person is under Article 32 entitled to become a Member or which any person under that Articles is entitled to transfer, until such person shall become a Member of such shares or shall duly transfer the same.

**96. Declaration of dividends:**

The Company in General Meeting may declare dividends but no dividend shall exceed the recommended by the Board.

For, Maheshwari & Co. Private Limited



Director

**97. What to be deemed net profits:**

The declarations of the Board as to the amount of the net profits of the Company shall be conclusive.

**98. Interim Dividend:**

The Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

**99. Dividends to be paid out of profits only:**

No dividend shall be payable except out of the profits of the year or any other undistributed profits except as provided by Section 123 of the Act.

**100. Method of payment of dividend:**

Subject to the rights of persons, if any, entitled to share with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid.

No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of these regulations as paid on the share.

All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date, such shares shall rank for dividend accordingly.

**101. No Member to receive dividend whilst indebted to the Company and Company's right of reimbursement there from.**

No member shall be entitled to receive payment of any interest or dividend in respect of his share(s), whilst any money may be due or owing from him to the Company in respect of such share(s), or otherwise, however, either alone or jointly with any other person(s), and the board may deduct from the interest or dividend payable to any member all sums of money so due from him to the Company.

**102. Transfer of shares must be registered:**

Subject to the provision of the Act, a transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

**103. Unpaid or unclaimed dividend:**

Where the Company has declared a dividend but which has not been paid or the dividend warrant in respect thereof has not been posted within 30 days or such period as may be prescribed from time to time, from the date of declaration to any shareholder entitled to the payment of the dividend, the Company shall within 7 days from the date of the said period of 30 days, open a special account in that behalf in any scheduled bank called "Unpaid Dividend of Mahalaxmi Rubtech Limited" or such other name as the Board of Directors may decide and transfer to said account, the total amount of dividend which remains unpaid or in relation to which no dividend warrant has been posted.

For, Mahalaxmi Fabric Mills Limited



Director



Any money transferred to the unpaid dividend account to the Company which remains unpaid or unclaimed for a period of seven years or such other term as may be prescribed by the Act, from the date of such transfer, shall be transferred by the Company to the investor education and protection fund established by the Central Government/ Committee appointed by the Central Government by the shareholders to whom the money is due.

No unclaimed or unpaid dividend shall be forfeited by the Board before the claim becomes debarred by law.

The Company shall comply with the provision of section 124 of the Act in respect of dividend.

(a) Any general meeting declaring a dividend may, on the recommendation of the Directors, make a call on the members of such amount as the meeting decides, but so that the call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend and the dividend may, if so arranged between the Company and the members, be set off against the calls.

## **Miscellaneous**

### **104.The seal, its Custody and use:**

The Director shall provide a Common seal for the purpose of the Company and shall have power from time to time to destroy the same, and substitute a new seal in lieu thereof and shall provide for the safe custody of the seal for the time being. Unless otherwise determined, the common seal of the Company shall be affixed to any instrument or document in presence of at least one director or secretary of the company or such other person as may be authorized in that behalf by the Board or committee of the Board, who shall sign the instrument or document to which the seal is affixed, provided nevertheless that certificates of shares may be under the signature of such person as provided by Act or rules made there under and enforce from time to time.

### **105.Directors, officers, etc. bound by Secrecy Clause**

The managing Director and every Director, Manager Auditor, Member of a committee, KMP, Officer, Servant, Accountant or other person employed in the business of the Company shall pledge himself to observe strict secrecy respecting all transactions of the Company with the customer or state of accounts with individual and in matters relating there to and shall always be bound not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required to do so by the Director or by any meeting or by any court of law or by the person to whom such matters relate and except in so far as may be necessary in order to comply with any of the provisions in these Article contained.

### **106.Director and other right to indemnity:**

Subject to the provision of the Act, the Managing Director/Jt. Managing Director/Deputy Managing Director/Whole time Director and every Director and KMP of the Company and every employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the fund of Company to pay all costs expenses, losses (including travelling expenses) which they may incur or become liable to by reason of any contract entered into or act or deed done by him as such Managing Director/Jt. Managing director/Deputy Managing Director/Whole time Director and every Director and KMP, officer or employee or in the discharge of his duties and the amount for which such indemnity is provided, shall immediately attach as a lien on the property of the Company and have priority between the members over all other claims.

*For, Mahalaxmi Fabric Mills Limited*

*J. B. S.*

*Director*



#### **107. Directors and other Officers not responsible for acts of others:**

Subject to the provisions of the Act, no Director, Managing Director, Deputy Managing Director, Key Managerial Personnel or other Officer of the Company shall be liable for the Acts, receipts, neglects or defaults of any other Director or Officer or for joining in any receipt or other act for community or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Directors in or upon which any of the moneys of the company shall be invested or for any loss or Damage arising from the Bankruptcy, insolvency or tortuous act of any person, Company or corporation with whom any moneys, securities or effects shall be interested or deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss or damage or Misfortune whatsoever, which shall happen in the execution of the Duties of his office or in relation thereto, unless the same happens to his own dishonesty.

#### **108. General Authority:**

Wherever in the Act it has been provided that the Company shall have right, Privilege or Authority or that the company cannot carry out any transaction unless the Company is so Authorize by its Articles then in that case, Articles hereby authorize and empower the Company to have such right, Privilege or Authority & to carry out such transactions as have been permitted by the Act.

#### **109. Accounts**

(a) The books of accounts and books and papers of the Company, or any of them, shall be open to the inspection of Directors in accordance with applicable provisions of the Act and the Rules.

(b) No member (not being a Director) shall have any right of inspecting any books of account or books and papers or document of the Company except as conferred by law or authorized by the Board.

#### **110. Audit**

The appointment, qualifications, powers, rights, duties and remuneration of the Auditors shall be regulated by and in accordance with the Act and Rules made there under.

#### **111. Winding Up**

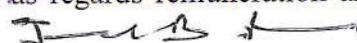
Subject to the provisions of the Act and rules made there under-

(a) If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.

(b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.

**112.** The Board shall have power to appoint a secretary, a person fit in its opinion for the said office, for such period and on such terms and conditions as regards remuneration and

*For Mahalaxmi Fabric Mills Limited*



*Director*



otherwise as it may determine. The secretary shall have such powers and duties as May, from time to time, be delegated or entrusted to him by the board.

### **113.Powers as to commencement of business**

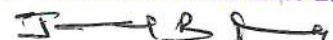
Subject to the provisions of the act, any branch or kind of business which the memorandum of Association of the company or those present is expressly or by implication authorized to be undertaken by the company , may be undertaken by the Board at such time or times as it shall deem fit and further may be suffered by it to be in abeyance whether such branch or kind of Business may have been actually commenced or not so long as the Board may deem it expedient not to commence or proceed with such branch or kind of business.

### **114.Minutes**

The company shall comply with the requirements of Section 118 of the Act, in respect of the keeping of the minutes of all proceedings of every General meeting and every meeting of the Board or any Committee of the Board.

The Chairman of the meeting shall exclude at his absolute discretion, such of the matters as are or could reasonably be regarded as defamatory of any person irrelevant or immaterial to the proceedings or detrimental to interests of the company.

*For, Mahalaxmi Fabric Mills Limited*



*Director*

We, the several persons whose names and addresses are subscribed here, are desirous of being formed into a Company in pursuance of these Articles of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, address, description occupation & signature of subscribers	Number of Equity shares taken by each subscriber	Signature, address, description and occupation of the witness
<p>1. Rahul J. Parekh S/o Jeetmal Parekh 47, New Cloth Market Ahmedabad - 2</p> <p>Business Sd/- Rahul J. Parekh</p>	10 (Ten)	
<p>2. Lalit G. Kothari S/o Gulabsingh Kothari 7, Kamal Apts., Nr. Hira Bang Rly. Crossing, Ambawadi Ahmedabad - 6</p> <p>Business Sd/- Lalit G. Kothari</p>	10 (Ten)	<p>Common witness to all Kishanmal Mehta S/o Maganmal Mehta 38, New Cloth Market Ahmedabad - 2</p> <p>Chartered Accountant Sd/- Kishanmal Mehta</p>
<p>3. Rajendra R. Mehta S/o Ratanchand Mehta 84, Paradise, Ambawadi, Ahmedabad - 380 015</p> <p>Service Sd/- Rajendra R. Mehta</p>	10 (Ten)	
Total	30 (Thirty)	

Place : Ahmedabad

Dated this 28 th day of February, 1991

For, Mahalaxmi Fabric Mills Limited

*J. B. B.*

Director



