

**\*Amended Memorandum of Association vide special resolution passed at Annual General Meeting held on 30<sup>th</sup> September, 2019.**

**MEMORANDUM OF ASSOCIATION  
OF  
SPENTA INTERNATIONAL LIMITED**



- I. The name of the Company is **SPENTA INTERNATIONAL LIMITED**.
- II. The Registered Office of the Company will be situated in the State of Maharashtra.
- III. The objects for which the Company is established are as follows:

**A. THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**

- 1. To carry on the business as manufacturers, importers and exporters, traders, processors, wholesalers, retailers, dealers in hosiery goods of every kind, nature and description, for men, women, and children including socks, stocking, sweaters, laces and so on and of all or anything which is used in hosiery goods.
- \*2 To carry in the business of manufactures of all types of garments and to carry on business of manufactures, spinners, weavers and doublers of cotton, silk rayon and rayon yarn, and also dyeing, printing, ginning, pressing, bleaching, processing, engravers of cotton, yarn, cloth, silk, rayon, nylon, and other fabric or textile products.

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

- 3. To carry on the business of agency and manufacturers' representatives, both Indian and foreign and to appoint sub-agents or other agents in any part of India or abroad for sale of its own manufactured goods and similar goods of principals.
- \*4. To apply for, purchase or otherwise, acquire, any patents, trademark, brevets d invention, licences, concessions, and the like conferring any exclusive or non-exclusive or limited rights to use or any secret or other information as to any invention which may seem capable of being used for any 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 otherwise turn to account the property, right or information so acquired.

---

**\* Amended vide Special Resolution passed by Postal Ballot dated December 22, 2014**



- \*5. To acquire and undertake the whole or any part of the business, property and liabilities of any person or company, carrying on any business which the company is authorised to carry on, on possession of property suitable for the purposes of this Company.
6. To receive goods on consignment, from any company, firm, association of persons, body, whether incorporate or not, individuals, government, semi-government or any local authority and sell the same as agents or on principal to principal basis.
7. To establish, purchase, taken on lease or otherwise acquire and run shops, showrooms, distributing centres, stores or depots at any place in India and abroad.
8. To act as export agents and purchase and sale representatives to stockists, products, processing units and units engaged in village industries, home industries, cottage industries, small and medium scale industries.
9. To import, purchase or otherwise acquire, instal, work, alter, improve, prepare for market, hold, use or develop and to sell on hire purchase or on any other basis and on such terms and conditions as the directors of the Company may deem necessary and desirable all types, of machinery and plants, patented or otherwise, apparatus, appliances, tools and components, spares and accessories which may be used for all or any of the objects of the Company which may in the opinion of the directors be conveniently combined with any or all the objects of the Company.
10. To purchase, take on lease or otherwise acquire and to hold and maintain land, rights over or connected with land, concessions, mills, factories, sidings, plants, machinery, building works, apparatus, implements stock in trade patents, inventions, immovable property of kind which may be deemed necessary or convenient for the purpose of the Company.
11. To acquire from any persons, firm or body corporate or unincorporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, layouts and blue prints, useful for the design, erection and operation of plant required for any of the business of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.
12. To purchase, acquire and undertake all or any part of the business, property and liabilities of any person or Company carrying on or proposing to carry on any business which this company is authorised to carry on.
13. To sell, exchange, mortgage, let on lease, royalty or tribute, grant licences, easements, options and other rights over and in any manner deal with or dispose of or turn to account the property, rights and information, so as required and to carry on any business in any way connected therewith.

---

\* Amended vide Special resolution passed by Postal Ballot dated December 22, 2014.



14. To expend money in experimenting on and testing and improving or seeking to improve any patents, rights inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
15. To insure with any other Company, firm or persons against losses, damages and risks of all kinds which may effect the Company, provided that nothing herein contained shall empower the Company to carry on the business of life insurance, accident assurance, fire assurance, employees' liability assurance, industrial assurance, motor assurance or any business of insurance or re-insurance with the meaning of the Insurance Act, 1938 or any Act amending, extending or re-enacting the same.
16. To receive money on deposit or loan, borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of Debentures, or debentures stock (Perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other persons or Company of any obligation undertaken by the Company or any person or Company as the case may be. Subject to provisions of Section 55 (A) and direction of RBI.
17. To open any kind of account in any Bank and to draw, make, accept, endorse, discount, negotiate and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities,
18. To engage, employ, suspend and dismiss executives, engineers, agents, managers, superintendents, assistants, clerks, coolies, and other servants and labourers and to remunerate any such persons at such rate as shall be thought fit, to grant bonus, compensation, pension or gratuity to any such person or to his widow or children and generally to provide for the welfare of all employees.
19. To adopt such means of making known the products of the company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or by publication of books and periodicals and by granting prizes, rewards and donations.
20. To create any depreciation fund, reserve fund, insurance fund, sinking fund, or any other special fund whether for depreciation or repairs, replacement, improvement, extension or maintenance of any of the properties of the Company or by way of Development Rebate Reserve, Investment Reserve or for redemption of debentures or redeemable preference shares or for any other purpose conducive to the interests of the Company.
21. To aid pecuniarily or otherwise, any association, body or movement having for an object the solution, settlement or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.





22. To subscribe, contribute or otherwise to assist or guarantee money for any national, charitable, benevolent public, general or useful object or for any exhibitions or subject to the provision of the Companies Act, 1956 for political purposes.
23. Subject to the provisions of Section 52 of the Companies Act, 2013 to place, to reserve or to distribute as bonus shares among the members or otherwise to apply as the Company may from time to time think fit any moneys belonging to the Company including those received by way of premium on shares or debentures issued by the Company at a premium and any moneys received in respect of forfeited shares and moneys arising from the re-issue by the Company or forfeited shares.
24. To manage lands, buildings, houses and any other property belonging to the Company and to collect rents and income and supply to tenants and occupiers of all kinds of conveniences and advantages.
25. To institute and to defend any suit, appeal, application for review or revision or any other application of any nature whatsoever, to take out executions, to enter into agreements of reference to arbitration and to enforce and where need be to contest any awards and for all such purposes to engage or retain counsels, attorneys and agents and when necessary to remove them.
26. To acquire by purchase, lease, concession, grant licence or otherwise, such lands, buildings, minerals, waterworks, plant, machinery, stock-in-trade, stores, rights, privileges, easements and other property as may from time to time be deemed necessary for carrying on the business of the company, and to build or erect upon any land of the Company howsoever acquired such manufactories, workshops, warehouses, offices, residences and other buildings and to erect such machinery and construct such roads, ways, tramways, railways, branches or siding bridges, reservoirs, water courses and by hydraulic systems as may be considered necessary.
27. To acquire, build, make, construct, equip, maintain, improve, alter and work factories, buildings, roads, water courses and other works and conveniences which may be necessary or convenient for the purpose of the Company or may seem calculated directly or indirectly to advance the Company's interests and to contribute, to subsidise or otherwise assist, or take part in the construction, improvement, maintenance, management, or control thereof.
28. To subscribe for, acquire, hold, sell and otherwise deal in shares, stocks, debentures, debenture-stock, bonds, mortgage, obligations and securities of any kind issued or guaranteed by any company (body corporate and undertaking) of whatsoever nature and whatsoever constituted or carrying on business in shares, stocks, debentures, debenture-stock, bonds, mortgages obligations and other securities issued or guaranteed by any government, sovereign ruler, commissioners, trust, municipal, local or other authority or body of whatever nature, whether in India or elsewhere.



29. To guarantee the performance of any contract or obligation of and the payment and repayment of money or of dividends and interest or premium payable of any stocks, shares of securities of any Company, Corporation firm or person in any case in which such guarantee may be considered likely directly or indirectly to further the objects of the Company or the interest of its shareholders.
30. To lend and advance money, either with or without security and give credit to such persons, firms or bodies corporate, (including government) and upon such terms and conditions as they may think fit.
31. To undertake financial transactions and operations.
32. To invest any moneys of the Company in such investments (other than shares or stock in the Company) as may be thought proper and to hold, sell or otherwise deal with such investments.
33. To procure the registration or recognition of the Company in or under the laws of any place outside India.
34. To form, incorporate or promote any Company or Companies, whether in India or elsewhere, having amongst its or their objects the acquisition of all or any of the assets or control management or development of the Company or any other objects or object which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business, the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or Company in any manner it shall think fit for services rendered in obtaining subscription for or placing or assisting to place or to obtain subscriptions of or for guaranteeing the subscriptions of or the placing of any shares in the Capital of the Company or any bonds, debentures, obligations or securities of the Company or any stocks, shares, bonds, debentures, obligations or securities of any other company held or owned by the Company or in which the Company may have an interest or in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion or formation of any other Company in which the Company may have an interest.
35. To amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture, licence or reciprocal concession of for limiting competition with any person or persons or Companies carrying on or engaged in or about to carry on or engaged in or about to carry on or engage in, any business or transaction which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith.



- IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.
- V. The Authorized share capital of the company is 3,50,00,000/- (Rupees Three Crores Fifty Lakhs only) divided into 35,00,000 (Thirty Five Lakh) Equity Shares of Rs. 10/- (Rupees Ten Only) each, with power to increase or reduce the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges, or conditions as may be determined and to vary, modify or abrogate any such rights, privileges, or conditions in such manner as may for the time being be provided by the Articles of Association of the company.



We, the several persons, whose names, addresses and descriptions are hereunder subscribed, below are desirous of being formed into a Company, in pursuance of this **MEMORANDUM OF ASSOCIATION** and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names :

Name, Address, Description, and Occupation of each Subscribers	No. of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature of Witness and his Name, Address, Description and Occupation
<b>SANJAY S. GADODIA</b> 12, Walkeshwar Road, Vijay Mahal Bombay - 400 006. Age : 21 Years 6 months S/o. Shyamsunder Gadodia "BUSINESS"	10	Sd/-	
<b>PARIMAL B. SHAH</b> 41/42, Bharat Mahal 86, Marine Drive, Bombay - 400 002. Age : 21 Years 7 months S/o. Bharatilal G. Shah "BUSINESS"	21	Sd/-	Sd/- <b>MR. ANIL V. KARNIK</b> <b>CHARTERED ACCOUNTANT</b> (S/o. Sri V. G. Karnik) 20 H, Kanchan Ben Dixit Road, Vile Parle (E), Bombay - 400 057.
<b>DANNY F. HANSOTIA</b> 231, A, Jolly Maker I, Cuffe Parade, Bombay - 400 005. Age : 21 Years 6 months S/o. Firoze M. Hansotia "SERVICE"	10	Sd/-	<b>WITNESS TO ALL :</b>
<b>TOTAL :-</b>	<b>41</b>		

**BOMBAY**, Dated the 23rd day of June, 1986

*(Handwritten Signature)*

