

**DRAFT MEMORANDUM OF
ASSOCIATION TO BE PLACED
BEFORE MEMBERS FOR
APPROVAL**

कम्पनी का नाम और पता कम्पनी का नाम लिखें
कम्पनी का पता लिखें, जहाँ के अवरय लिखें



शास्त्र कार्ड नं०

Form I. R.

निगमन का प्रमाण-पत्र Certificate of Incorporation

ता० का सं०
No. 10-06 324 of 19 91

मैं एतद् द्वारा प्रमाणित करता हूँ कि "मिड इंडिया स्पिनिंग लिमिटेड"

कम्पनी अधिनियम, 1956 (1956 1) के अधीन निगमित की गई है और कम्पनी
परिसीमित है।

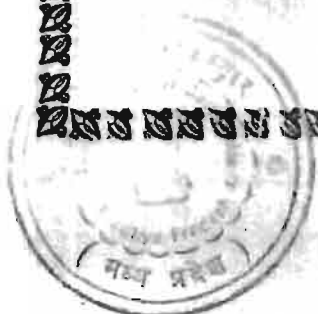
I hereby certify that MID INDIA SPINNING LIMITED

is this day incorporated under the Companies Act, 1956 (No. 1 of 1956)
and that the Company is limited by shares.

मेरे हस्ताक्षर से आज तारीख 29 फाल्गुन शके उन्नीस सा चार
को दिया गया।

Given under my hand at GWALIOR this
day of MARCH One thousand Nine hundred and NINETY ONE

(D. N. HARI SHI)
कम्पनियों का रजिस्ट्रार
कम्पनी रजिस्ट्रार,
Registrar of Companies
गुवालीयोर



For Mid India Industries Ltd.,

Director.



कम्पनी नं. 10-06324

सत्यमेव जयते

कारबार प्रारम्भ करने के लिए प्रमाण-पत्र

Certificate for Commencement of Business

कम्पनी अधिनियम, 1956 की धारा 149 (3) के अनुसार में

Pursuant of Section 149 (3) of the Companies Act, 1956

मैं एतद्वारा प्रमाणित करता हूँ कि मिड इंडिया इंडस्ट्रीज लिमिटेड.

जो कम्पनी अधिनियम 1956 के अधीन तारीख 12 मार्च 1991 को

निगमित की गई थी और जिने आज विहित प्राकृत में सम्पू्क रूप से सत्यापित घोषणा फाइल कर दी है कि उक्त अधिनियम की धारा 149 (1) (क) से लेकर (घ) तक/ 149 (2) (क) से लेकर (ग) तक की शर्तों का अनुपालन किया गया है, कारबार प्रारम्भ करने की हकदार है।

I hereby certify that the ...

which was incorporated under the Companies Act, 1956, on the ... day of ... 19... and which has this day filed a duly verified declaration in this prescribed form that the conditions of section 149 (1) (a) to (d)/149 (2) (a) to (c) of the said Act, have been complied with is entitled to commence business.

29 अगस्त, 1991

मेरे हस्ताक्षर से यह तारीख को में दिया गया।

Given under my hand at ...

this ... day of ... One thousand nine hundred and ...



Handwritten signature and stamp of the Registrar of Companies, Madhya Pradesh

For Mid India Industries Ltd.,

Handwritten signature of the Director

Company No. 6324

FRESH CERTIFICATE OF INCORPORATION
CONSEQUENT ON CHANGE OF NAME

In the Office of the Registrar of Companies, Madhya Pradesh.

In the matter of Mid India Spinning Limited

I hereby approve and signify in writing under section 21 of the Companies Act, 1956 (Act I of 1956) read with the Government of India, Department of Company Affairs, notification No., G.S.R. 57 E dated the 24th June, 1956 the change of name of the company from Mid India Spinning Limited

To Mid India Industries Limited

And

I hereby certify that Mid India Spinning Limited

which was originally incorporated on 19.3.91 under the Companies Act, 1956 and under the name Mid India Spinning Limited

having duly passed the necessary resolution in terms of section 21/22(1)(a)/22(1)(b) of the Co. Act. 56 the name of the said company is this day changed to

MID INDIA INDUSTRIES LIMITED.

and this certificate is issued pursuant to section 23(1) of the said Act.

Given under my hand at GWALIOR this Twentyfirst

day of February One thousand nine hundred Ninety Five



(Signature)
(HAR LAL)

Registrar of Companies
Madhya Pradesh Gwalior.
बि. प्र. प्र. ग्वालियर.

For Mid India Industries Ltd.,

(Signature)



सत्यमेव जयते

GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Gwalior
3rd Floor, A'Block Sanjay Complex, Madhya Pradesh, India, 474009

Corporate Identity Number: L17124MP1991PLC006324

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 MID INDIA INDUSTRIES LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 25-09-2019 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 null this Eighth day of November Two thousand nineteen.



RAJPAL SINGH

Registrar of Companies
RoC - Gwalior

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

MID INDIA INDUSTRIES LIMITED

Textile Mill Area,, Station Road,, MANDSAUR, Madhya Pradesh, India, 458001



THE COMPANIES ACT, 1956
&
THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION
OF

MID INDIA INDUSTRIES LIMITED

- I. The Name of the Company is MID INDIA INDUSTRIES LIMITED.
- II. The Registered Office of the Company will be situated in the State of Madhya Pradesh.
- III. The objects for which the Company is established are:

[A] THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE AS UNDER:*

1. To carry on the business of manufacturers, designers, stockiest, distributors, importers, exporters, spinners, weavers, ginners, pressers, packers, balers, liners, cleaners, processors, deublers, combers, knitters, dyers, bleachers, printers, calendars, sellers, buyers, mercerisers, barterers shippers of all products and merchandise, related to yarn, synthetics and textiles including cotton, linen, hemp, jute, silk, artificial silk rayon, nylon, man made synthetic fibres, staple synthetic yarn and wood hair.
- 1A. To carry on the business of Builders, Contractors, Developers and to acquire, purchase, sell, construct, develop, build, erect, demolish, repair, renovate, alter, let out, lease, license, exchange, furnish, fabricate, acquire tenements, occupational rights and other interest or rights inland, estate, buildings or building schemes, flats, apartments, houses, farms, roads, highways, railways, waterways, hospitals, schools, industrial sheds, pavements, concrete structures, godowns, shops, shopping malls & commercial complexes, control towers, water tanks, electric light, bridges, culverts, row houses, hutment, halls, conference houses, auditorium, buildings for dwelling and commercial purposes, public conveniences, townships, amusement & entertainment parks, recreation parks, holiday homes, warehouses, cold storages and other structural work and for such purpose prepare layouts, estimate plans, designs, specifications or models and to do any of the above activities on built, Operate and Transfer Basis (BOT) or on any other basis as may be declared to be covered under various schemes of State Governments, Central Government, Local Authorities etc. and to carry out any type of surveys including for Roads, Bridges, Dams etc. and to provide

** Alteration in Object Clause of Memorandum of Association vide Special Resolution passed in Annual General Meeting held on 25th September, 2019.*

consultancy in respect of any of the above matters and to carry on the business of integrated township development involving provision of residential, educational, medical, community, commercial or institutional buildings, Apartments, Swimming Pools, Utilities, Multiplexes, landscaped open plots and creation of required facilities including roads, water supply, water treatment, sanitation and sewerage systems and solid waste treatment and management systems.*

- 1B. To carry on in India or elsewhere the business as traders, merchants, wholesalers, retailers, liasioners, stockists, distributors, importers, exporters, intermediaries, middle men, brokers, suppliers, indentors, C&F agents, commission agents, buying agents, selling agents, or otherwise to exchange, load, unload, handle, deal in all types of machinery equipments, furniture, components, goods, articles, things, products, agri and non-agri commodities, consumables, packaging materials, food products, accessories, cloths, garments, spare parts, ingredients, systems, substances, instruments, chemicals, devices, fittings, tools, dies, jigs, compounds, raw materials, by-products, semi-finished products, materials, wastes, residues, derivatives, appliances, stores, preparations, mixtures, vehicles and other items and units used in any industry, commerce, transport, public welfare needs, defence, aviation, agriculture, constructions, power, transmission, pollution or in any other field.**

[B] MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE AS UNDER*

2. To acquire, takeover or amalgamate with any business institution, society, Association and Company which has objects, altogether partly, similar to the objects of the company, on such lawful terms agreement with the owner of the business subject to the provision of the Monopolies and Restrictive Trade Practices Act, 1969.
3. To open saving, fixed Deposit, Recurring and other Accounts with post office or to keep deposit of money with any persons with a view to earn interest and to raise fund.
4. To establish and maintain the Branches, Depots and Agencies in India and elsewhere and to appoint Dealers, Agents and stockiest for the purpose of the Company, subject to law in force.
5. To raise fund or to borrow loan or provide for or secure the repayment to loans borrowed or guaranteed by the company in such lawful manner, as may be expedient, and in particular by mortgage charge of whole or any part of the property and effects or by the issue of debentures stock (perpetual otherwise) charged upon or any of the company's property (whether) present or future including its uncalled or unpaid share capital and redeem or pay for the same, but the company shall, not do the banking business defined under the Banking Regulations Act 1949. This will also be subject to section 73 of the Companies Act 2013 and Rules made there under and directives of RBI.
6. To lease, let out on hire, mortgage, pledge, sell or other wise dispose of the whole or any part undertaking of the company, or any business, right or interest therein, in such manner and for such consideration as the company may deem fit.

** Alteration in Object Clause of Memorandum of Association vide Special Resolution passed in Annual General Meeting held on 25th September, 2019.*

***Alteration in Object Clause of Memorandum of Association vide Special Resolution passed in Annual General Meeting held on 20th September, 2021.*

7. To appoint directors of any subsidiary company or any other company or may be interested.
8. To purchase and or erect plant and machinery for any of the purposes and objects herein mentioned.
9. To pay out the funds of the company, all expenses of or incidental to the formation, registration and establishment of the Company or the issue of its capital or any modification of its Memorandum and Articles of Association and of application to Court on behalf of the Company.
10. To promote and work for companies, association, joint-ventures and firm authorized to carry on business wholly or partly similar to those of this company.
11. To make, draw, sign, accept and endorse, execute and on behalf of the company, bills of exchange, Promissory Notes Cheques, Hundies, Securities, Bonds, Documents of Title, Negotiable, Transferable and nontransferable instruments and documents but amounting to the business of the banking company subject to Reserve Bank of India directives.
12. To appoint Trustees to hold securities on behalf and protect the interest of the company, its members, debenture holders and customers.
13. To distribute in species whole or any of the assets, effects and liabilities, of the company amongst its members and creditors, subject to the provision of the Companies Act, 2013.
14. To promote and aid in promoting, enter into partnership for sharing profit, joint ventures or sub-contract with any person, firm or Company carrying on any business capable of being conducted so as to be of Advantageous to this Company and to acquire or join in acquiring any such business.
15. To enter in to collaboration, joint-venture or to deal with foreign or local persons, association, their agents local or foreign Government Authorities for setting up of industries and plants or for the supply of plant machinery, tools, equipments, technical know-how, technical expertise, in cences, patents, instruments and things for any purpose in connection with the business of the Company.
16. To start, maintain, construct or make contributions or donations in cash or kind to such Charitable Dispensaries, Charitable institution, Temples, Hospitals, Health Centers, Clubs, Libraries, Schools or other institutions or societies which the Company deems proper in the interest of the staff of the Company or society as a whole.
17. To establish, work and maintain, for the use if Company's directors, officers, employees, suppliers, customers or other hotels, restroom, guest houses, restaurents, refreshment room, theater, cinema, musical, dancing and dramatic performances and entertainments, games, Hall, out-door and indoor hospital and dispensaries, collage, school, training center and cultural institutions, markets, shops, laundry, reading rooms and libraries.
18. To apply for purchase or otherwise, acquire any patents rights, inventions, Trade-Marks, designs, rights, secrets, regarding trade, commerce and manufacture and use them and otherwise to account the property rights or information therein.
19. To repair, alter, remodel, renovate, convert and prepare for resale and resell any goods from time to time belonging to the company.

20. To establish or promote or be interested in establishing or promoting any companies for the purpose of acquiring all or any property, rights and liabilities of the Company for any purpose whatsoever and to transfer any such company, any property of this company and to place or guarantee the placing of underwrite acquire all or any part of the shares, debentures or other securities of any such other company and to subsidise or otherwise assist such other company.
21. To apply for promote and obtain or defend any Act of parliament, charter, privilege, license any Government, State or Municipality or provisional order in the interest of the Company.
22. Subject to the provisions of the Act to give to any officers, servants or employees of the Company any share or interest in the profit of Company's business or any branch thereof whether carried on by company or through the agency of any subsidiary company and for that purpose to enter into such arrangements as the company may think fit.
23. To invest and deal with the money of Company not immediately required in such lawful manner as may, from time to time, be determined.
24. To act as agents or brokers and as trustees for any person or Company and to undertake and perform subcontract in any part of the world either alone or jointly with others.
25. To procure the incorporation or registration of the Company in any country, state or place and to establish and regulate agencies for the purpose of the company's business.
26. To establish and run training centers for staff and to improve the credit and public confidence and to avoid or minimize any financial or other disturbances and to do all such other things as may be deemed incidental or conducive to the attainment if the object of the company.

IV. The Liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.*

- V. The Authorised share capital of the Company is Rs. 30,00,00,000 (Rupees Thirty Crores) divided into 3,00,00,000 (Three Crore) Equity Shares of Rs. 10/- (Rupees Ten) each, with the rights, privileges and conditions attaching thereto as are provided in the Regulations of the Company for the time being, with the power to increase and reduce the capital of the company and to divide the share capital for the time being into several classes to attach thereto respectively such preferential rights privileges or conditions as may be determined by or in accordance with the Regulations of the company 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 regulations of the company, subject to the Companies Act, 2013.

** Alteration in Liability Clause of Memorandum of Association vide Special Resolution passed in Annual General Meeting held on 25th September, 2019.*

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

S. N.	Names, addresses, descriptions and occupations of subscribers	No. of equity shares taken by each subscriber	Signature of subscribers	Signature & Name, addresses, description and occupation of witness
1.	Pradyumn Ganediwala S/o. Shri Ranchhod Prasadji Ganediwal, 265, Jawahar Marg, Indore, Business	10 (Ten)	Sd/-	I witness the signatures of all subscribers R. Ganesan S/o. Shri R. Rajamani E-5/18, Aera Colony, Bhopal Chartered Accountant
2.	Sudha Kant S/o. Shri Premsinghji Garg, Parwati Bhawan, Nai Abadi, Mandsoar- Business	10 (Ten)	Sd/-	
3.	Ram Singh Verma S/o. Shri Laloo Singhji Verma, Mandsoar Textile Mill, Mandsoar- Business	10 (Ten)	Sd/-	
4.	Rasik C. Patel S/o. Shri Chhotalal Patel, Textile Mill Area, Mandsoar- Business	10 (Ten)	Sd/-	
5.	Sunil Kumar Mehta S/o. Shri Surajmal Mehta, A-1, Housing Colony, Mandsoar – Business	10 (Ten)	Sd/-	
6.	Ranchhod Prasad Ganediwala S/o. Shri Laxmi Narayan Ganediwala, 265 Jawahar Marg, Indore- Business	10 (Ten)	Sd/-	
7.	Surajmal S/o. Shri Kajodimalji Mehta, A-1, Housing Colony, Mandsoar - Business	10 (Ten)	Sd/-	
	Total No. of equity shares taken	70 (Seventy Equity Shares)		