

THE COMPANIES ACT, 2013  
COMPANY LIMITED BY SHARES  
(Incorporated under the Companies Act, 2013)  
MEMORANDUM OF ASSOCIATION  
OF  
**SAMTEX FASHIONS LIMITED**

- I Name of the Company is **SAMTEX FASHIONS LIMITED**.
- II The Registered Office of the Company will be situated in the State of Uttar Pradesh (U.P.).
- III. The objects for which the Company is established are:-
  - (A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-
    - 1. To prepare, bleach and otherwise manufacture, buy, sell, import, export and deal in readymade garments and hi-fashion garments of all kinds and description natural, artificial and synthetic, with textile, felted, netted, knitted, woven or looped.
    - 2. To buy, sell, import, export, exchange and deal in yarn, cotton, cotton in process raw cotton silk, wool, jute, flax hump and other fibrous substance, natural artificial or synthetic.
    - 3. To manufacture fabricate, export, import, buy, sell and/or otherwise deal in leather garments, shoes of all kinds, hosiery items, textiles, fabrics, yarn, carpets, handicrafts, silk antiques, pictures, spectacles, fancy goods toys woodwork embroidery work sewing works and precious stones.
    - 4. To manufacture, fabricate, process, export, import, buy, sell, deal, trade, factor, and/or otherwise deal in all kinds of furnishings including home furnishings, decoration articles and madeups of all kinds of textiles and fabrics.

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

1. To purchase and otherwise acquire, own, import, all materials, substances, appliances, machines, containers and such other articles and apparatus and things capable of being used in any of the business and to own, and otherwise acquire and use facilities of whatever kind as may be convenient or useful or conducive to the effective working of the business of the Company.
2. To acquire, build, alter, maintain, enlarge, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery and conveniences which may seem necessary to achieve the objects of the company.
3. To buy, repair, alter, improve, exchange, let out on hire import, works, plants, machinery, tools, utensils, appliances, apparatus, products, materials, substance, articles and things capable of being used in any business which this Company is competent to carry on and to experiment with, render marketable all products residual and by-products incidental to or obtained in any of the business carried on by the Company.
4. To purchase, or tenancy or in exchange, take options over or otherwise acquire any estate or interests, whatsoever and develop work, concessions, grants, decrees, licences, privileges, claims, options, property, real or personal or rights or powers of any kinds which may appear to be necessary for the business of the Company.
5. To pay for preliminary and pre-incorporation expenses of the Company.
6. To exchange, mortgage, royalty or tribute, grant licences, easements, options and such other rights over and dispose of the whole or any part of the undertaking, property assets, rights and effects of the Company for such considerations as may be thought fit and in particular for stocks, shares debentures whether fully or partly paid up or securities of any other such company having objects whole or in part similar to those of the Company.
7. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full.
8. To advance money, either with or without security and give credit of such persons(including Government) and upon such terms and conditions as the Company may deem fit, provided that the Company shall not carry on banking business within the meaning of Banking Regulations Act, 1949.
9. To undertake financial and commercial obligations, transactions and operations of all kinds.
10. To guarantee the performance of any contract or obligations and the payment of money or dividends and interest on any stock, share or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the objects of the Company.
11. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any Authority, Supreme, Municipal, Local or of any persons whether incorporated or not incorporated and to guarantee or become sureties for the performance of any contracts or obligations as may be necessary for the business of the Company.

12. To subscribe for, acquire and hold shares, share-stock, debentures, bonds, debenture-stock, mortgages, obligations, securities of any kind issued or guaranteed by any company (Body corporate undertaking) of whatever nature and whatsoever constituted or carrying on the business and to subscribe for, acquire and hold share, debentures and debenture-stocks and debenture-bonds, mortgages, obligations and such other securities issued or guaranteed by any Government, trust, Municipal, local or such other authority or body of whatever nature, whether in India or elsewhere as may be conducive to the business of the Company.
13. Subject to the provisions of Companies Act, 2013 the Rules made thereunder and the directions issued by Reserve Bank of India to invest other than investment in Company's own shares, any money of the company not immediately required in any investments movable or immovable as may be thought proper and to hold, invest in shares or stock in the company as may be necessary for the business of the Company.
14. Subject to applicable provision of Companies Act, 2013 and the Rules made there under and the directions issued by Reserve Bank of India to receive money or loan and borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture-stock ( perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing on the mortgage, charge or lien upon all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other such person or Company, of any obligation undertaken by the Company.
15. To draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, debentures and other negotiable or transferable instruments or securities.
16. To apply for, purchase or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets inventions, trademarks, designs, licenses, protections, and concessions conferring any exclusive or non-exclusive or limited right to their use of information as to any invention, process or privileges which may seem capable of being used for the objects 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 or privileges in respect of the property, rights and information so acquired.
17. To spend money in experimenting upon 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.
18. To do all or any of the objects either as principals, agents, trustees, contractors or otherwise either alone or in conjunction with others and either by or through agents, sub-contractors, trustees or otherwise.
19. To acquire and takeover all, or any part of the business property and liabilities of any person, firm or company carrying on or proposing to carry on any business which this Company is authorized to carry on or possess property, suitable for the business of the Company.
20. To procure the registration or recognition of the company in or under the laws of any place outside India.
21. 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 controls,

management or development of the Company or any other such object which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or 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 or to be rendered in or about the formation or promotion of the Company or the conduct of its business or in about the promotion of any other such company in which the Company may have any interest.

22. Subject to the provisions of Section 230 to 240 of the Companies Act, 2013, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal with any person or persons of company or companies carrying on or engaged in the business of the Company.
23. To enter into any arrangements and take all necessary or proper steps with Governments or with other such authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting any modification in the constitution of the company or for furthering the interests of the members and to oppose any such steps taken by any other such company, firm or person which may be considered likely, directly or indirectly, to prejudice the interest of the Company or its members, and to assist in the promotion whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from any such Government Authority and company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.
24. To adopt such means of making known the business of the Company as may seem expedient and in particular by advertising in the press by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards.
25.
  - (a) To undertake and execute any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights or interests acquired by or otherwise and vest any real or personal property, rights or interests acquired by or belonging to the company in any person of Company on behalf of or for the benefit of the company and with or without any declared trust in favour of the Company.
  - (b) To Accept gifts including by way of awards/prizes from Govt. and semi-Govt. bodies and to give gifts to create trust for the welfare of employees, member, directors and/or their dependents, heirs and children and for deserving object for and other persons.
26. To apply the assets of the Company in any way or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce and particularly with the trade, including any association, institution or fund for the interests of masters, owners and employers against loss by bad debt, strike, combustion, fire, accident or otherwise or for the benefit of any employee workman or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with such other persons or classes of persons and in particular of friendly, co-operative and such other societies, reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, churches, chapels,

schools, and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose.

27. To aid pecuniary or otherwise, any association, body or movement having for an object the solution, settlement of industrial or labour problems or troubles or the promotion of industry or trade.
  28. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object for any exhibition, subject to the applicable provisions of Act.
  29. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, and give, or procure the giving of gratuities, pensions, allowances or emoluments to any person who are or were at any time in the employment or service of the Company or is allied to or associate with the company or with any such subsidiary Company or who are or were at any time Directors or officers of the company as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well being of the Company or of any such other Company as aforesaid and make payments to or towards any of such persons as aforesaid and do any of the matters aforesaid, either, alone or in conjunction with any such other company as aforesaid.
  30. To do all such other things as may be deemed incidental or conducive to the attainment of the objects.
- 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 Rs. 16,00,00,000 (Rupees Sixteen Crores Only) divided into 8,00,00,000 (Eight Crores Only) Equity Shares of Rs.2/- (Rupees Two) each.

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

S. No.	Name, Addresses Description and Occupation of each subscriber	Number and type of Shares Equity	Signature of Subscribers	Name, Addresses description and Signatures of witnesses
1.	Anil Mittal S/o Sh. Sardari Lal R/o M-181, Greater Kailash-II, New Delhi-110048 (Business)	10 (Ten) Equity Shares	Sd/-	I witness the signatures of all the subscribers  Sd/- (Rakesh Verma) FCA Membership No. 83311 S/o Shri H. N. Verma G-21, East of Kailash, New Delhi
2.	Suresh Kumar Goel S/o Sh. Baljit Kumar Goel R/o 81C/41, Punjabi Bagh, New Delhi-110026 (Business)	10 (Ten) Equity Shares	Sd/-	
3.	Sunil Gupta S/o Sh. Jugal Kishore Gupta R/o 16/14. East Punjabi Bagh, New Delhi-110026 (Business)	10 (Ten) Equity Shares	Sd/-	
4.	Sunil Mittal S/o Sh. Sardari Lal R/o B4/215. Safdarjang Enclave, New Delhi-110029 (Business)	10 (Ten) Equity Shares	Sd/-	
5.	Vinay Mittal S/o Sh. Sardari Lal R/o M-181, Greater Kailash-II, New Delhi-110048 (Business)	10 (Ten) Equity Shares	Sd/-	
6.	Rakesh Goel S/o Late Sh. Baljit Kumar Goel R/o 81C/41, Punjabi Bagh, New Delhi-110026 (Business)	10 (Ten) Equity Shares	Sd/-	
7.	Parveen Gupta S/o Sh. Jugal Kishore Gupta R/o 16/14. East Punjabi Bagh, New Delhi-110026 (Business)	10 (Ten) Equity Shares	Sd/-	
		70 (Seventy)		

Place : New Delhi

Dated : 16th April, 1993