

Co.No. 33475.



नाम में तब्दीली के परिणामस्वरूप निगमन के लिए नया प्रमाण - पत्र  
FRESH CERTIFICATE OF INCORPORATION CONSEQUENT  
ON CHANGE OF NAME

कम्पनी के रजिस्ट्रार के कार्यालय में .....

(कम्पनी अधिनियम 1956 (1956 का 1) के अधीन)

In the Office of the Registrar of Companies, Karnataka, Bangalore

(Under the Companies Act, 1956 (1 to 1956))

के विषय में

in the Matter of GOKALDAS EXPORTS PRIVATE LIMITED

में एतद्वारा प्रमाणित करता हूँ कि ..... परिसीमित जिसका निगमन मूलत 20 ..... के  
..... दिन इस ..... अधिनियम के अधीन और ..... परिसीमित नाम द्वारा  
किया गया कम्पनी अधिनियम 1956 की धारा 21/22 / 31/44 (1) (क) / 22(1) (ख) के निर्बंधनो के अनुसार आवश्यक संकल्प पारित  
कर चुकी है और इसकी बाबत केन्द्रीय सरकार की लिखित अनुमति कम्पनी कार्य विभाग द्वारा प्रदान कर दी गई है।

I here by certify that Gokaldas Exports Private Limited ..... Private,  
which was originally incorporate on First ..... day of March ..... under the Companies Act,  
1956 and under the name Gokaldas India Private Limited ..... Private  
having duly Passed the necessary resolution in terms of section 21/22/31/44/43A of Companies Act, 1956, and the  
approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

क्षेत्रीय निदेशक के तारीख ..... 20 ..... के पत्र सं..... द्वारा  
प्राप्त की जाने पर उक्त कम्पनी का नाम इस दिन ..... परिसीमित में तब्दील कर दिया गया है और यह  
प्रमाण-पत्र उक्त अधिनियम की धारा 23(1) के अनुसार में जारी किया जाता है।

Approval of the Registrar of Companies, Karnataka, Vide letter No. .... Nil  
..... date ..... Nil ..... 200..... the name of the said company is this day changed to  
GOKALDAS EXPORTS LIMITED ..... Private  
and this Certificate is issued purusant to section 23(1) of the said Act.

मेरे हस्ताक्षर से यह तारीख .....  
के दिया गया।

Given under my hand at Bangalore this Twenty fourth ..... day of JANUARY ..... 2005.....  
(Two thousand and Five.....)



ANAND  
.....  
Registrar of Companies  
Karnataka, Bangalore

यहाँ पर कम्पनी का वह नाम लिखिए जो की तब्दीली से पूर्व था।  
Here give the name of the company as existing prior to INCORPORATION.  
यहाँ पर अधिनियम (अधिनियमों) का नाम लिखिए जिनके अधीन कम्पनी का मूलतः पंजीकरण और निगमित किया गया था।  
Here give the name of the Act (s) under which Company was originally registered and incorporated.



Co.No. 33475.



नाम में तब्दीली के परिणामस्वरूप निगमन के लिए नया प्रमाण - पत्र  
FRESH CERTIFICATE OF INCORPORATION CONSEQUENT  
ON CHANGE OF NAME

कम्पनी के रजिस्ट्रार के कार्यालय में .....

(कम्पनी अधिनियम 1956 (1956 का 1) के अधीन)

in the Office of the Registrar of Companies, Karnataka, Bangalore

(Under the Companies Act, 1956 (1 to 1956))

के विषय में

In the Matter of .....GOKALDAS..INDIA..PRIVATE..LIMITED.....

में एतद्वारा प्रमाणित करता हूं कि .....परिसीमित जिसका निगमन मूलतः 20 ..... के  
दिन इस .....अधिनियम के अधीन और .....परिसीमित नाम द्वारा  
किया गया कम्पनी अधिनियम 1956 की धारा 21/22 / 31/44 (1) (क) / 22(1) (ख) के निर्णयों के अनुसार आवश्यक संकल्प पारित  
कर चुकी है और इसकी बाबत केन्द्रीय सरकार की लिखित अनुमति कम्पनी कार्य विभाग द्वारा प्रदान कर दी गई है।

I here by certify that .....Gokaldas India Private ..... Limited,  
which was originally incorporate on .....~~First~~ ..... day of ~~2004~~ <sup>March</sup> ..... under the Companies Act,  
1956 and under the name...~~Gokaldas..India..Private~~..... Limited.  
having duly Passed the necessary resolution in terms of section ~~21/22/31/44/44(a)~~ of Companies Act, 1956, and the  
approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

क्षेत्रीय निदेशक के तारीख ..... 20 ..... के पत्र सं..... द्वारा  
प्राप्त की जाने पर उक्त कम्पनी का नाम इस दिन ..... परिसीमित में तब्दील कर दिया गया है और यह  
प्रमाण-पत्र उक्त अधिनियम की धारा 23(1) के अनुसार में जारी किया जाता है।

Approval of the Registrar of Companies, Karnataka, Vide letter No. ~~TA/SVK/33475/CN/21/2004~~.....  
.....date ~~14.12~~.....2004..... the name of the said company is this day changed to  
.....~~GOKALDAS..EXPORTS..PRIVATE..LIMITED~~.....~~Limited~~  
and this Certificate is issued pursuant to section 23(1) of the said Act.

मेरे हस्ताक्षर से यह तारीख .....  
के दिया गया।

Given under my hand at Bangalore this...~~Fourteenth~~..... day of ~~December~~.....2004.....  
(Two thousand and ~~Four~~.....)



ANAND  
कम्पनी के रजिस्ट्रार  
Registrar of Companies  
Karnataka, Bangalore

यहाँ पर कम्पनी का वह नाम लिखिए जो की तब्दीली के पूर्व था।  
Here give the name of the company as existing prior to the change.

यहाँ पर अधिनियम (अधिनियमों) का नाम लिखिए जिसके अधीन कम्पनी का मूलतः पंजीकरण और निगमित किया गया था।  
Here give the name of the Act (s) under which Company was originally registered and incorporated.





प्रारूप आई. आर.  
Form I. R.  
निगमन का प्रमाण - पत्र

## CERTIFICATE OF INCORPORATION

ता. ....क से .....

CIN.....U18101KA2004PTC033475

मैं एतद्वारा प्रमाणित करता हूँ कि आज .....

कम्पनी अधिनियम (1956 का) के अधीन निगमित की गई है और यह कम्पनी परिसीमित है।

I hereby certify that ..GOKALDAS..INDIA..PRIVATE..LIMITED

is this day incorporated under the companies Act, 1956 (No.1 of 1956)  
and that the company is limited.

मेरे हस्ताक्षर से आज ता. .... को दिया गया।

Given under my hand at BANGALORE this ..FIRST.....  
day of.....MARCH.....Two thousand and ..FOUR.....

(B.M. ANAND)  
कम्पनियों का रजिस्ट्रार  
कर्नाटक, बेंगलूर  
Registrar of Companies  
KARNATAKA, BANGALORE



**THE COMPANIES ACT, 1956  
(A COMPANY LIMITED BY SHARES)**

**MEMORANDUM OF ASSOCIATION**

**OF**

**GOKALDAS EXPORTS LIMITED**

Incorporated under the Companies Act, 1956

- I. The Name of the Company is Gokaldas Exports Limited.**
- II. The Registered Office of the Company will be situated in the State of Karnataka.**
- III. The objects for which the Company is established are :**
- (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:**
1. To carry on all or any of the business as manufacturers, traders, exporters, stockists, distributors, consignors, consignees, agents, factors of and/or otherwise deal in yarn of all kinds and description made out of any fibrous material/s (including cotton yarn, silk yarn, jute yarn, synthetic yarn) hosieries, manmade fibres, viscose and viscose blended fibre, readymade garments, made-ups, dhoties, sarees, lungies, bed- sheets, towels, table cloth, curtain cloth, furnishing material, hosieries, mosquito curtains, fishing nets, ropes and/or other textile fabrics of all kinds and description manufactured out of cotton yarn, silk yarn, synthetic yarn, nylon, terene, wool, teri-cotton, terelyne, poly-fibre and/or any other fibrous material.
  2. To carry on all or any of the business as spinners, doublers, weavers, engravers, embroiders, bleachers, dyers, printers, mercers, calenders, knitters and/or hosieries in cotton, wool, silk, terylene, nylon, teri- cotton, teri-woolen, linen, nylon, synthetic fibre, polyester-fibre and/or other fibrous materials and/or deal in the end products of such business as traders, agents, stockists, distributors, consignors, consignees, C&F agents, mercantile agents and/or in any other capacity.
- (B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE :**
1. To buy all kinds of plant, equipment, machinery, apparatus, tools, utensils, commodities, substances, articles and things necessary or useful for carrying on the main businesses of the Company.
  2. To enter into agreements with any company or persons for obtaining by grant of



license or on other terms formulae and other rights and benefits, technical information, know-how, equipment and machinery for the production and manufacture in India and to arrange facilities for training of technical personnel by them.

3. To establish, provide, maintain, promote and conduct or otherwise subsidise research laboratories and experimental workshops for scientific and technical research, experiments, studies, scientific and technical investigation, invention, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and by providing for the award, scholarships, prize, grants and bursaries to students or otherwise that may be considered likely to assist the main businesses of the Company.
4. To subsidize, assist and guarantee the payment of money by or the performance of any contract, engagement or obligation by any person or companies and in particular customers of the Company or any person or companies with whom the Company may have or intended to have business relations.
5. To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificate warrants, rights, bonds, debentures, notes, trust receipts and other securities, obligations, chose in action and evidences of indebtedness or interest issued or created by any corporation, companies, associations, firms, trusts or persons, public or private or by the Government, or by any state, territory, province, municipality, or by any government agency and as owner thereof to possess and exercise all the rights, powers and privilege of ownership, including the right to execute, consent and vote thereon and to do any and all acts and things necessary or advisable for the preservation, protection, improvement or enhancement in value thereof.
6. To acquire by concession, grant, purchase, barter, lease, license or otherwise either absolutely or conditionally and either alone or jointly with others, land, buildings, machinery, plants, works, conveniences and other movable and immovable properties of any description including any patents, trademarks, concessions, privileges, brevets inventions, licenses, protections and concessions conferring any exclusive or limited rights to any inventions, secrets or other information which may seem necessary for any of the purposes of the Company.
7. To lease, let out on hire, mortgage, pledge, hypothecate sell or otherwise dispose of the whole or any part or parts of the undertaking of the Company or any land, property, rights or assets of any kind of the company or any share or interest therein respectively in such manner and for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any



other body corporate having objects altogether or in part similar to those of the Company.

8. To employ experts to investigate and examine into the condition, prospects, value, character and circumstances of business, concerns and undertakings and generally of any assets, property or rights.
9. To establish branches and agencies of the Company in India and elsewhere and to discontinue the same whenever necessary.
10. To open Banking accounts with any Bank and to pay into and draw money from such accounts.
11. To appoint attorneys and agents whether on commission or otherwise and constitute agencies and sub- agencies of the Company in India or elsewhere.
12. To act as consultants in items being dealt with by the Company in the matter of manufacturing, buying, selling, importing and exporting of raw material in their finished, semi-finished or in their raw form.
13. To enter into any arrangement, with any Government or Authorities, Municipal, local or otherwise or any persons or company, in India or abroad, that may seem conducive to the objects of the Company and to obtain from any such government, authority, persons or company any rights, privileges, charters, contracts, licenses and concessions.
14. To apply for and obtain any order or such other authority for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other such purpose, which may seem expedient, and to make representations against any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
15. To enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint-venture, reciprocal concessions or otherwise with any person, firm or company carrying on or engaged in any business or transactions which this Company is authorised to carry on and to amalgamate with any other such company or companies having objects altogether or in part similar to those of this Company in India or abroad.
16. To enter into collaboration agreement to acquire technical know-how and/ or any financial assistance.
17. To take or otherwise acquire and hold shares or such other interests in or securities of any other such companies or firms having objects altogether or in part similar to those of this Company.



18. Subject to Sections 3(1)(iii)(d), 58A, 292, 293, 295 and 370 of the Companies Act, 1956, the rules made therein and the directions issued by Reserve Bank of India, to borrow, raise or secure the payment of money or to receive money as loan at interest for any of the purpose of the Company and at such time or times as may be expedient by promissory notes, bills of exchange, hundies, bills of lading, warrants or other negotiable instruments or by taking credit in or opening current accounts or over-draft accounts with any person, firm, bank or company and whether with or without any security or by such other means may deem expedient and in particular by the issue money of debentures or debenture stock, perpetual or otherwise and in security for any such money so borrowed raised or received and of any such debentures or debenture stock so issued, to mortgage, pledge or charge the whole or any part of the property by special assignment or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders power of sale and such other powers as may seem expedient and to purchase, redeem or pay off such securities, provided that the Company shall not carry on the business of banking within the meaning of the Banking Regulations Act, 1949.
19. Subject to Section 77 of the Companies Act, 1956, to invest in other than investment in Company's own shares and deal with money of this Company not immediately required upon such shares or upon such securities or investments and in such manner as may, from time to time, be determined.
20. To advance money not immediately required by the Company or give credit to such persons, firms or companies and on such terms, with or without security, as may seem expedient and in particular to customers of and others having dealings with the Company and to give guarantees or securities for any such persons, firms or companies as may appear proper or reasonable to the directions, provided that the Company shall not carry on the business of banking, within the meaning of Banking Regulations Act, 1949.
21. To undertake and execute any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise for the attainment of the main objects of the Company.
22. To confer upon any encumbrance, or trustee for any encumbrance of uncalled capital, such powers of making and enforcing calls and to voting the transfer of shares not fully paid up as may be thought.
23. To create any subscription fund, sinking fund, mutual funds, insurance fund or any other special funds whether for repairing, improving, extending or maintaining any of the property of the Company or for any other purpose conducive to the interest of the Company or the staff or labour or for any development fund.



24. To make donations to such persons or institution and in such form of cash and otherwise than cash or any other assets as may be thought directly or indirectly 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 also to subscribe, contribute or otherwise assist or grant money for charitable, scientific, religious or benevolent, national public or other institutional objects or for any public, general or other objects.
25. To give to any officers, servants or employees of the company any share or interest in the profits of the Company's business or any branch thereof, and whether carried on by means or through the agency of any subsidiary company or not, and for that purpose to enter into any arrangements the Company may think fit.
26. Subject to the provisions of Companies Act 1956 to vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf of or for the benefit of the Company and with or without any declared trust in favour of the Company.
27. To carry on any business or branch of a business which this Company is authorized to carry on by means by means or through the agency of any subsidiary company or companies and to enter into any arrangement with any such subsidiary Company for taking the profits and bearing the losses of any business or branch so carried on, or financing any such subsidiary or guaranteeing its liabilities to any other business or branch so carried on including power at any time either temporarily or permanently to close any such business or branch and/or to appoint Directors or Managers of any such subsidiary company.
28. To do all or any of the above things either as principals, agents, brokers, trustees, contractors or otherwise and either by or through agents, brokers, sub- contractors, trustees or otherwise, and either alone or in conjunction with others and to do all such things as are incidental or conducive to the attainment of the above objects.
29. 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 and donations or holding exhibitions.
30. To refer all or any dispute for arbitration.

**(C) THE OTHER OBJECTS OF THE COMPANY NOT INCLUDED IN (A) AND (B) ABOVE ARE:**

1. To design, develop, manufacture, install, buy, sell, import , export or obtain know how and technology whether in India or abroad or otherwise engage in related activities similar or compatible with the objects of the Company.





2. To undertake and execute any contract for work involving the supply or use of any machinery, equipment and to carry out any ancillary or other works comprised in such contracts.
3. To carry on the business of manufacturers, repairers, importers, exporters and dealers in components, spares, assemblies and parts for all kinds of Textile machineries, telecommunication, electronics and general engineering industrial applications.
4. To carry on the business of agents and manufacturers, representative in respect of all kinds of machines, appliances, systems, components, spares and assemblies of general engineering systems and textile machines.
5. To carry on the business of telecommunication, electrical and electronic, industrial, mechanical and civil engineers.
6. To carry on the business of dealers in all kinds of office automation and equipment, including fax, photocopying machines, telecommunication equipment, multimedia and desktop publishing systems.
7. To carry on business as consultants, give advice and impart technical knowledge in developing systems or process relating to production, storage, distribution, marketing of various consumer durables and to provide logistical support for any business activity both in India and / or abroad.

**IV. The Liability of the members is Limited.**

- V. **\*\*The Authorised share capital of the Company is Rs. 42,50,00,000 /- (Rupees Forty Two Crores Fifty Lakhs Only) divided into 8,50,00,000 (Eight Crores Fifty Lakhs Only) Equity Shares of ₹ 5/- each.**



**\*\* The authorized share capital of the Company was increased from Rs. 32,50,00,000/- (Rupees Thirty Two Crores and Fifty Lakhs Only) to Rs. 42,50,00,000/-/ (Forty Two Crore Fifty Lakhs only) vide ordinary resolution passed by the shareholders of the company at the EGM held on 29.02.2024.**

We, the several persons whose names, addresses and occupations are hereunder subscribed 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 as set opposite our respective names.

Sl. No.	Name, Address, Description and Occupation of Subscribers	Number of Equity Shares taken	Signature of Subscriber	Signature, Name, Address, Description and occupation of witness
1	<b>Madanlal J. Hinduja</b> S/o Late Sri Jhamandas Hinduja No. 121, 6 <sup>th</sup> Cross, 10 <sup>th</sup> Main Road, RMV Extension, Bangalore – 560 080 Occupation: Business	1,80,500	sd/-	sd/- <b>Ketan Malkan</b> Chartered Accountant 803-804, Prestige Meridian 2, M. G. Road, Bangalore – 560 001
2	<b>Rajendra J. Hinduja</b> S/o Late Sri Jhamandas Hinduja 251, 18th Cross, Sadashivnagar, Bangalore – 560 080 Occupation: Business	1,80,500	sd/-	
3	<b>Dinesh J. Hinduja</b> S/o Late Sri Jhamandas Hinduja 211, Upper Palace Orchards, Bellary Road, Bangalore – 560 080 Occupation: Business	2,75,500	sd/-	
4	<b>Vivek M. Hinduja</b> S/o Sri Madanlal J. Hinduja No. 121, 6 <sup>th</sup> Cross, 10 <sup>th</sup> Main Road, RMV Extension, Bangalore – 560 080 Occupation: Business	1,26,730	sd/-	
5	<b>Ashwin R. Hinduja</b> S/o Sri Rajendra J. Hinduja 251, 18th Cross, Sadashivnagar, Bangalore – 560 080 Occupation: Business	1,26,635	sd/-	
TOTAL C/F		8,89,865	(Eight Lakhs Eighty Nine Thousand Eight Hundred Sixty Five Only)	
Place : Bangalore		Dated : 16/02/2004		



We, the several persons whose names, addresses and occupations are hereunder subscribed 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 as set opposite our respective names.				
Sl. No.	Name, Address, Description and Occupation of Subscribers	Number of Equity Shares taken	Signature of Subscriber	Signature, Name, Address, Description and occupation of witness
	TOTAL C/F	8,89,865		
6	<b>Gaurav D. Hinduja</b> S/o Sri Dinesh J. Hinduja 211, Upper Palace Orchards, Bellary Road, Bangalore – 560 080 Occupation: Business	31,635	sd/-	sd/- <b>Prinut J. Shah</b> Chartered Accountant 803-804, Prestige Meridian 2, M. G. Road, Bangalore – 560 001
7	<b>Maze Trading Pvt Ltd</b> No. 70, Mission Road, Bangalore – 560 027 Rep by: Director <b>Vivek M. Hinduja</b> S/o Sri Madanlal J. Hinduja, Occupation: Business	9,500	sd/-	
8	<b>Rapple Trading Pvt Ltd</b> No. 70, Mission Road, Bangalore – 560 027 Rep by: Director <b>Rajendra J. Hinduja,</b> S/o Late Sri Jhamandas Hinduja Occupation: Business	9,500	sd/-	
9	<b>Dice Trading Pvt Ltd</b> No. 70, Mission Road, Bangalore – 560 027 Rep by: Director <b>Gaurav D. Hinduja,</b> S/o Sri Dinesh J. Hinduja Occupation: Business	9,500	sd/-	
	TOTAL	9,50,000	(Nine Lakh Fifty Thousand only)	
Place : Bangalore		Dated : 16/02/2004		

