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MEMORANDUM OF ASSOCIATION  
AND  
ARTICLES OF ASSOCIATION  
OF  
**THE VICTORIA MILLS LIMITED**

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MEMORANDUM OF ASSOCIATION  
OF  
THE VICTORIA MILLS LIMITED  
WITH  
ARTICLES OF ASSOCIATION

*(Articles of Association as adopted by a Special Resolution passed at the  
52nd Annual General Meeting of the Company held on the 9th day  
of June, 1965 and as amended upto 7-10-1996)*

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1996  
Reprinted

Company No.357

SECTION 18(1) OF COMPANIES ACT, 1956.  
CERTIFICATE OF REGISTRATION OF ORDER  
OF COMPANY LAW BOARD BENCH WESTERN REGION  
CONFIRMING ALTERATION OF OBJECTS.  
.....

**The VICTORIA MILLS LIMITED**

having by Special Resolution altered the provisions of its Memorandum of Association with respect to its objects and such alterations, having been confirmed by an order of COMPANY LAW BOARD, WESTERN REGION BENCH AT MUMBAI, COMPANY PETITION NO.215/17/CLB/WR/96. bearing dated the 7TH DAY OF OCTOBER, 1996.

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

Given under my hand at MUMBAI this SIXTH day of JANUARY One thousand nine hundred and ninety SEVEN.



(M.V. CHAKRANARAYAN)  
(Asst. Registrar of Companies  
Maharashtra, Mumbai.)

C O P Y

## Certificate of Incorporation

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I hereby certify that THE VICTORIA MILLS LIMITED  
was incorporated under the Indian Companies Act, IV of 1882, as a Limited  
Company, on the Thirty-first day of January One Thousand Nine Hundred  
and Thirteen.

Given under my hand at Bombay this Twenty-ninth day of September  
One Thousand Nine Hundred and Forty-one.



Sd/- BEHRAMJI M. MODI  
Registrar of Companies,  
Bombay.

C O P Y

# Certificate of Registration

*(Pursuant to the provision of Section 15(2) of Indian Companies Act, 1913).*

THE VICTORIA MILLS LIMITED having by Special Resolution altered the provisions of its Memorandum of Association with respect to its object, as confirmed by an Order of the High Court of Judicature at Bombay bearing date the 9th November, 1951.

I HEREBY CERTIFY THE REGISTRATION of a Certified Copy of the said Order and of the printed copy of the memorandum of association as altered.

Given under my hand at Bombay this Nineteenth day of February One Thousand Nine Hundred and Fifty-two.



(Sd/-)

Registrar of Companies,  
Bombay.

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MEMORANDUM OF ASSOCIATION

OF

**THE VICTORIA MILLS LIMITED**

( As amended upto 7th - 10 - 1996 )

- I. The Name of the Company is "The Victoria Mills Limited".
- II. The Registered Office of the Company will be situated in Mumbai.
- III. The objects for which the Company is established are :-
- (a) To enter into, execute and carry into effect, either with or without modification, an agreement to purchase or otherwise acquire all the lands, hereditaments, and premises situate at Gamdevi in Mumbai and known as Victoria Mills belonging to Girdhardas Harivallabhdas Parekh, Mangaldas Girdhardas Parekh, Chamanlal Girdhardas Parekh, Hormasji Manekji Mehta, Esa Sumar and Jehangir Hormasji Umrigar who are at present carrying on business thereon under the name 'Victoria Mills, and also to purchase or otherwise acquire all the plant, machinery, stock-in-trade' good-will etc. of or connected with the said business as a going concern, in the terms of a draft agreement, (a Copy whereof has, for the purpose of indentification, been endorsed with the signature of S.F.Mulla, Esquire, an Attorney of the High Court of Mumbai ) and to carry on the said business.
  - (b) To buy raw cotton, silk, wool, jute, hemp and other fibres and to spin, weave and dye the same and to sell the manufactured articles.
  - (c) To purchase or take on lease or otherwise acquire and work any Spinning Mills, Weaving Mills, Ginning Factories or Presses for pressing merchandise into bales, or any other similar concern and the property, business and good-will appertaining thereto.
  - (d) To purchase, take on lease, or otherwise acquire for the purpose of the Company, any lands, building, easement or other interests in immovable properties.
  - (e) To apply for and take out, purchase or otherwise acquire any patents, patent-rights or invention, copy-rights or secret processes, which may be useful for the Company's objects, and to grant licences to use the same.
  - (f) To pull down, reconstruct, alter, extend, erect, maintain and adapt any buildings, offices, workshops, and other things found necessary or convenient for the purpose of the Company.
  - (g) To buy, sell and generally deal in any plant, machinery, tools, stores, raw materials and other articles of any description useful or necessary for any of purposes of the Company and on such terms as the Company may think fit.
  - (h) To lend, invest and otherwise deal with the moneys of the Company not immediately required upon such securities or without security or to deposit same with such Banks and upon such terms as may from time to time be thought proper.
  - (i) To receive moneys on deposit with or without allowance of interest thereon.
  - (j) To draw, make, accept, endorse, discount, execute, issue negotiate and sell promissory notes, bills of exchange, hundies, warrants, debentures and other negotiable or transferable instruments with or without securities in connection with the business of the Company.

- (k) To borrow or raise money by bonds, deposit-receipt, or opening current accounts with or without securities, or by such other means as may be deemed expedient and secure the repayment thereof in such other manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock or by mortgaging, pledging or otherwise charging the whole or any part of the property, assets, or revenue of the Company present or future by special assignment or otherwise or to transfer or convey the same absolutely of in trust and giving the lender power of sale and other powers as may seem expedient.
- (l) To purchase, take on lease or licence or in exchange, hire or other wise any real and/or personal property and any rights or privileges and advantages of any kind whatsoever which the Company may think necessary or convenient for the purpose of its business or may enhance the value of any other property of the Company and, in particular, any land (freehold, leasehold or other tenure), tenements, building, easement, machinery, plant and stock-in-trade and on any such lands to erect buildings, factories, sheds godowns, or other structure for the works and purposes of the Company and to purchase flats or apartment in co-operative society or in any other manner whatsoever for the purpose of the Company and also for the residence and amenity of its directors, staff and other workmen and erect and instal machinery and plant and other equipment deemed necessary or convenient or profitable for the purpose of the Company and either to retain any property to be acquired for the purposes of the Company's business or to re-sell, mortgage let on lease or otherwise deal with to turn the same to account as may seem expedient.
- (m) And generally to carry on any other business of a similar nature or any business which may in the opinion of the Directors be conveniently carried on by this Company and to do all such other acts and thing as may appear to be incidental or conducive to the attainment of the object of the Company.
- (n) To provide for the welfare of the employees or ex-employees of the Company and the wives and families or the dependants or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grants of money, pensions allowances, bonus, or other payments or by creating from time to time subscribing or contributing to provident and other associations, institutions, funds, or trusts, and by providing or subscribing or contributing towards places of instruction and recreation, hospital and dispensaries, medical or other attendance and other assistance as the Company shall think fit; and to subscribe or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national or other institutions or objects, which shall have any moral or other claim to support or aid by the Company either by reason of locality of operation or of public and general utility or otherwise.
- (o) To undertake, carry out, promote and sponsor programmes for rural development, including any programme for promoting the social and economic welfare or the uplift of the people in any rural area, to incur any expenditure on any programme of rural development and to assist execution and promotion thereof, either directly or through any agency or in any other manner. Without prejudice to the generality of the foregoing the words "Programme for rural development" shall also include any programme for promoting the social and economic welfare or the uplift of the people in any rural area which the Directors may consider likely to promote and assist rural development, and that the words "rural area" shall include such area as may be regarded as rural area under Section 35CC of the Income-tax Act, 1961, under any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas.

In order to implement any of the above mentioned objects or purposes, the Directors may at their discretion transfer, without consideration or at such

fair or concessional value as the Director 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 Institution or Trust or Fund or any other agency devoted to the work of rural development established under any law for the time being in force or registered or approved by the Central or State Government or any other authority specified in that behalf.

- (p) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy 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 the Directors consider likely to promote national welfare on social economic or moral uplift of the public or any section of the public and in such manner and by such means as the Director may think fit. The Directors may at their discretion, in order to implement any of the above mentioned objects or purpose, transfer without consideration or at such fair or 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 Institution or Trust or Fund or any other agency devoted to the work of rural development established under any law for the time being in force or registered or approved by the Central or State Government or any authority specified in that behalf.
- (q) Without prejudice to the generality of the foregoing, to undertake, carry out promote and sponsor any activity for publication of any books, literature, newspaper, journals and other media or for organising lectures, conference, seminars, workshops, training programmes, and the like which may or are likely to advance the aforesaid, or for giving merit awards, scholarships, loans to any students or any other scholars or consultants or workers or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting or assisting any institution, society, fund, trust, foundation or other organisation, having any one of the aforesaid objects as one of its objects.
- (r) To subscribe or contribute money's or give donations to any charitable, benevolent, religious, scientific, national, public or any other useful institution or organisation or object or purpose or for any exhibition, or to form or promote any such institutions or to otherwise assist any such institution or organisation or to create trusts, foundations, or societies for relief of the poor, education, medical relief or any other object of general public utility and /or for any of the aforementioned purposes.
- (s) To give donations and to advance and lend money to any person, institution, society, trust, fund, foundation or other organisation, on such terms and conditions and with or without interest as may seem proper or expedient for the fulfilment of any one or more of the objects contained in the above sub-clause (o), (p) and /or (r).
- (t) To manufacture garments, uphoistery or any other articles made out of cotton or any other fibre or materials or other products.
- (u) To carry on trade or business, wholesale or retail and as importer and /or exporter in any or all the products of yarns, threads, cloth, converted cloth and fabrics or any other machinery.
- (v) to erect, build, construct, maintain, alter, extend, enlarge, purchase and sell, put down, remove or replace, improve or develop and to work, manage and control any buildings, chawls, offices, factories, mills, foundaries, refineries, furnaces, godowns, warehouses, shops, machinery, engines, roadways or other means of transport, sidings, bridges, reservoirs, tanks, water-courses, water systems,

IV. The liability of the members is limited.

V. "The authorised Capital of the Company is Rs. 2,00,00,000/- (Rupees Two Crores only) consisting of 2,00,000 (Two Lacs) Equity Shares of the nominal value of Rs. 100/- (Rupees One Hundred) each".

We, the several persons whose names and addresses are 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 set opposite our respective names.

Name	Addresses and Discription .	Number of Shares taken .	Witness to Signatures .
1. GIRDHARDAS HARIVALLABHDAS PAREKH .	Merchant Ahmedabad .	One	
2. MANGALDAS GIRDHARDAS PAREKH .	Merchant Ahmedabad .	One	
3. HORMASJI MANEKJI MEHTA .	Merchant Mumbai .	One	
4. CHAMANLAL GIRDHARDAS PAREKH .	Merchant Ahmedabad .	One	
5. ESA SUMAR .	Merchant Mumbai .	One	
6. JEHANGIR HORMASJI UMRIGAR .	Merchant Mumbai .	One	
7. GULBAI HORMASJI MEHTA .	Merchant Mumbai .	One	

Dated this

day of

1913 .