

**MEMORANDUM OF ASSOCIATION  
OF  
K G DENIM LIMITED**

**AMENDED VIDE SPECIAL RESOLUTION PASSED AT ANNUAL GENERAL  
MEETING DATED 27.09.2018  
(THE COMPANIES ACT, 2013)  
(COMPANY LIMITED BY SHARES)**

**MEMORANDUM OF ASSOCIATION**

**OF**

**K G DENIM LIMITED**

1. The name of the Company is **"K G DENIM LIMITED"**
2. The Registered office of the Company will be situated in the state of Tamil Nadu
- 3.a. The Objects for which the company is established are :
  - (i) To carry on the business of manufacturing and trading in all kinds of fibres, yarn, fabrics including canvas, denim, hosiery & Terry towels and Apparels.
  - (ii) To carry on or to be engaged in all processing involved in the manufacture of fibre, yarn, fabrics and Apparels.
  - (iii) To carry on the business as Merchants, exporters, importers, agents , distributors , retailers and Dealers in all kinds of yarn, fibres , fabrics and Apparels
  - (iv) To gin and process kappas and to buy, sell , press, distribute, supply, export , import or deal in any manner in kappas, cotton and cotton seed.
  - (v) To carry on all or any of the business of silk mercers, silk weavers, cloth manufacturers, hosiers, carpet makers, importers and wholesale and retail dealers of and in textile fabrics of all kinds.
  - (vi) To carry on the trade or business of real estate developers, architects , planners , civil engineers builders, contractors for construction work of any kind whether on land already held or proposed to be acquired , including residential , commercial , industrial buildings, integrated town

- ship,, gated community living, shopping malls, multistoried housing and commercial premises, technology parks including cyber parks , smart cities , hotels, resorts, city and regional level urban infrastructural facilities such as road, bridges, airports, harbors and other specialized structures and for the demolition of any structure either alone or in collaboration with any person or entity .
- (vii) To carry on the business of manufacturers, merchants, exporters, importers, agents, distributors and dealers in all kinds of plant, machinery, tools, appliances and components used in textile industry .
  - (viii) To carry on the business of manufacturers, merchants ,exporter, importers, agents, distributors and dealers in all types of electrical and electronic machinery, equipments, computers, instruments, tools, goods and appliances, including ancillaries and components .
  - (ix) To carry out financing operations and perform financing services, including factoring, bill marketing, making of loans, both short term and long term and without prejudice to the generality of the above engage in the business of advancing or lending money with or without security and make advances upon security of any property, movable or immovable or any interest thereon and to manage, supervise, or control the business or operations of any company or undertaking financed by the company and for that purpose appoint all necessary employees, experts or agents.
  - (x) To carry on and undertake the business of hire purchase, hiring or letting on hire, of all kinds of movable and immovable assets or properties and to assist in financing of all kinds of hire purchase, deferred payment or similar transactions and to subsidize, finance or assist in subsidizing or financing the sale and maintenance of any goods, articles or commodities whether new / used and located in India or in any part of the world.
  - (xi) To perform and undertake activities pertaining to lease or assist in leasing of all forms of movable and immovable properties and assets including buildings, godowns, warehouses and real estate of any kind or nature, whatsoever and all types of industrial, office and other plant, machinery and equipment, including heavy or medium industrial machinery, computers, including soft-wares and all types and description of vehicles, ships or air crafts and any other property or asset of any kind or nature

- and for the purpose, purchase or otherwise acquire dominion over the same, whether new or used and to alter, repair, and maintain such assets.
- (xii) To carry on the business of an investment company in all kinds, types, nature and description of immovable and movable properties and without prejudice to the generality of the foregoing to invest in and acquire, hold, sell and deal in real estate of buildings, lands, farms and to deal with and turn to account the same or invest in the capital of business undertakings of all kinds, nature, types and description, including firms, companies, body corporate, association of persons, etc.
  - (xiii) To build, equip, buy, takeover, take on lease, take on rental , maintain , alter, expand , repair, improve , operate , lease out , rent out sell auditoriums, theatres , exhibition halls, lecture halls, conference halls , broadcasting stations , television studios , photography studios, processing laboratories for developing and printing films, slides , all types of sound recording studios, stadiums , gymnasiums, swimming pools, lakes, golf courses , race tracks and other facilities for indoor and out door games , sports , fair grounds, exhibition grounds and circus grounds , zoos, aquariums and such other facilities.
  - (xiv) To erect, purchase, take on lease or otherwise acquire estates, forests , plantations and other lands of freehold, leasehold or other tenure and in particular lands producing or likely to produce tea, coffee , rubber , coconuts , cotton, flax, hemp, jute, silk and other fibres and crops and minerals of any kind , and also grants, concessions , claims, licences and authorities of any description and in particular on and over any such lands and any partial joint or other interest therein , and either absolutely or optionally or conditionally and to prove, develop, work , cultivate, turn to account and otherwise deal with any such lands , grants , concessions claims , licenses, authorities and any interest in the business of manufacturing or curing agricultural products .
  - (xv) to design , develop, manufacture, fabricate, assemble, maintain, service, repair, alter, convert, improve, buy, sell, trade , distribute, import , export , deal in all kinds of computer hardware and software data processing , software packages , solutions and applications for all sectors including industry, banking , finance, power, media, telecom networking

and other communications and all kinds of computer hardwares and also impart training and provide consultancy and advisory services either directly or as franchisees in all fields of computer and information technology and to carry out research, invention and design developments.

- (xvi) To plan and execute integrated programme for harnessing and developing conventional and non conventional sources of electric energy including but not limited to thermal power ( coal, lignite, gas, oil ) hydro, solar, wind, geo-thermal and/ or any other source of energy for generating power and To carry on the business of power generation, and own, operate and manage , manage as agent power station and ancilliary facilities of every kind and description and to generate, receive, purchase, use and distribute electric power and to transmit, distribute and supply such power through transmission lines and facilities and generally to develop , generate and accumulate power and transmit , distribute , sell and supply such power and to plan, locate, design, establish, purchase, acquire, lease, charter, build, construct, finance, equip, operate, make, use, administer, manage and maintain, service, improve, inspect, enlarge, alter, protect, develop, extend, repair, replace, refurbish, pull down and remove, and carry out works in respect of , the whole or any part or parts of any electricity generation station , developing an integrated and efficient power systems network in all its aspects, including planning, investigation, research, design and engineering , preparation of preliminary feasibility and definite project reports, construction, operation and maintenance of power stations, transmission lines, sub stations , lead dispatch stations and communications , facilities and appurtenant works directly or in coordination with the electricity Board and / or generating companies.
- (xvii) To buy, sell ,deal in all kinds of building materials required for infrastructural development including mining, prospecting, quarrying sand , stone, marble or any other building materials, deposits and mines required to construct , repair, improve maintain and develop.
- (xviii) To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of or the uplift of the people in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other

manner and to incur any expenditure by way of payment of any sum to any association or institution which has as its object the undertaking or carrying out any programme of rural development . Without prejudice to the generality of the foregoing , " programme of rural development " shall also include any programme for promoting the social and economic welfare of or the uplift of the people in any rural areas under the Income tax Act, 1961, or any other law relating to rural development for the time being in force and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes, 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 recognized or approved by the Central or State Government or any Authority specified in that behalf by such Government or established under any Law for the time being in force .

- (xix) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of the national economy and for discharging what 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 or social ,economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may think fit and the Directors may without prejudice to the generality of the foregoing undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspaper etc or for organizing lectures or seminars likely to advance these objects or for giving merit awards, scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to proceed their studies or academic pursuits or researches and for establishing ,conducting or assisting any institution, fund trust etc having any one of the aforesaid objects as one of its objects ,by giving donations or otherwise in any manner and the Directors may at their discretion in order to implement any of the above mentioned objects or purposes 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

Institutions or Trusts recognized or approved by the Central or State Government or any Authority specified in that behalf by such Government or established under any Law or the time being in force .

(xx) To provide vocational educational training in various skills including special education and employment enhancing vocational skills, especially among the rural sector, children, women, elderly and differently abled, promote and aid in livelihood enhancement projects, identify and operate training centers in or in the vicinity of manufacturing units in the textile manufacturing belts, create requisite infrastructure and fixtures, provide for interaction with Industry partners with respect to work integrated aspect of the training and internship as o the job training for unemployed youth, provide support staff for implementation and structure relationship and enter into Agreements with social entrepreneurship outreach entities in the public and private sector, universities and similar authorized and designated entities for the said purpose .

(xxi) To carry on all kinds of agency business

(xxii) To carry on in all or any other of their branches all or any one or more of the following business ,that is to say, the business of manufacturers, producers, importers, exporters, merchants, brokers and wholesale and retail dealers of an in all kinds of dyes, dyestuffs, chemical drugs, paints, varnishes, colours , industrial, pharmaceutical and other preparations, articles , compounds , ingredients and products or other goods of any description whether analogous to any of those above enumerated or not .

3.b. Matters which are necessary for furtherance of the objects specified in clause 3 (a) are

(i) Subject to the provisions of the Act, to borrow or raise or secure the payment of money from any Bank or Banks or any other person or persons for the purpose of the Company's business in such manner and on such terms and with such rights, powers and privileges as the Company may think fit and particularly by issue of , or upon bonds, debentures or debenture stock (perpetual or otherwise), bills of exchange, promissory notes or other obligation or securities of the company and with a view to hypothecate and / or in any way encumber or create charges on the

- undertaking and all or any of the immovable and movable properties, present or future, and all or any of the uncalled capital for the time being of the company and to purchase, redeem or pay off securities, with powers to make them transferable by delivery or through an instrument of transfer or otherwise, for these purposes the Company may appoint brokers, underwriters, bankers, etc., and fix and pay their remuneration, charges, brokerage, commission, expenses and the like, in cash or by shares or otherwise.
- (ii) To lend and advance money or give credit to such person or companies and on such terms as may seem expedient and in particular to customers and others having dealings with the company and to guarantee the performance of contracts, obligations and the payment of the money by any such person or the company and generally to give guarantees and indemnities; the company however shall not carry on any business of banking as defined by the Banking Regulations Act, 1949 or any statutory modifications thereof.
  - (iii) To draw, make, accept, discount, execute, and issue promissory notes, sell and deal in bills of exchanges, bills of lading, warrants, debentures and other negotiable or transferable instruments, without doing banking business as defined in the Banking Regulation Act, 1949.
  - (iv) Subject to the Provisions of the Companies Act, 2013 to take part in the management, supervision or control of business or operation of any company or undertaking and for that purpose to appoint and remunerate any directors, accountants or other experts or agents, to depute to foreign countries, directors, employees or any other person for exploring the possibilities of any business or trade or for acquisition of any plant or machinery, establishing trade connections or for promoting the interests of the company and to pay all expenses incurred in this connection. However the company shall not act as manager or managing agents of any other company.
  - (v) To pay cost, charges, and expenses of and incidental to the promotion, formation registration and establishment of the Company and the issue of its capital and charges in connection therewith and to remunerate (by cash or other assets or by allotment of fully or partly paid up shares or by a call or option of shares, debentures, debenture stock or securities

- of this or any other Company or in any other manner, whether out of the company's capital or profits or otherwise) any person/persons or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing the placing of any of the shares in the company's capital or any debentures or debenture stock or other securities of the Company or in the conduct of its business or acquisition of any property or business by the Company or for any other reason which the Company think proper.
- (vi) To open branches / agencies / trade channels in India and anywhere in the world and to get the company registered in any foreign country, adopt such means of making known to public the business or the products of the company as may seem expedient and in particular by advertising in the press, by circulars and publication of book and periodicals.
  - (vii) To act as agents, principals, brokers or trustees for any person or company and / or to undertake and perform sub-contracts and to do all or any part of the above things in any part of the world, either alone or jointly with others.
  - (viii) To form, promote, subsidize, organize and assist or aid in forming, promoting subsidizing, organizing, or assisting companies, syndicates, partnerships, associations, societies, and acquire an interest therein for the purpose of acquiring / undertaking any property / liability of the company or for advancing directly or indirectly the objects of the company.
  - (ix) To Engage, hire, retain or employ directly or indirectly individuals, professionals and organizations to carry out the objects of the company.
  - (x) To build, construct, alter, maintain, enlarge, pull-down, remove or replace, and, to work, manage buildings, offices, factories, mills, shops, machinery, equipment, plant, other facilities or conveniences as may required by the Company or which may seem directly or indirectly to advance the interest of the company, by itself or jointly with others.
  - (xi) To purchase, hold, sell, mortgage, assign, lease, pledge, hire and in any other manner acquire or dispose of the undertakings or properties including shares, debentures, stock or other securities as also machinery,

- tools, plants, stock in trade, receivables work-in-progress, | patents and patent rights, in whole or in part, of any other company / government, for such consideration as the Company may deem fit and necessary.
- (xii) To enter into agreement for foreign collaboration, technical or otherwise, with or without financial participation, for obtaining by grant, license or any manner, formulae and other rights and benefits, and to obtain technical information, know-how and expert advice in furtherance of the objectives of the company.
  - (xiii) To amalgamate, enter into partnership / arrangement, lend money to, guarantee the contracts, for sharing profits, union of interest, co-operation, joint venture, reciprocal concession or otherwise with any person, firm or company or body corporate carrying on or proposing to carry on any business or transaction or engage in or in any allied business / undertaking / transaction which may seem capable of being carried on / conducted so as to directly or indirectly benefit the Company.
  - (xiv) To promote, form and register, and aid in the promotion, formation and registration of any company or companies subsidiary or otherwise for the purpose of acquiring all or any of the property, rights and liabilities of this Company, and to transfer to any such Company any property of the Company and to be interested in or take or otherwise acquire, hold, sell or otherwise dispose of shares, stocks, debentures and other securities in or of such company or any other company for all or any of the objects mentioned in this Memorandum and to subsidize or otherwise assist any such company as regards secretarial or other works, duties and business of any such company on such terms as may be arranged.
  - (xv) To acquire, take over, absorb, amalgamate, merge with any company or companies having objects altogether or in part similar or totally different, to those of this Company or any other company, subject to the applicable provisions of the Companies Act 2013.
  - (xvi) To acquire / dispose of by purchase / sale, lease or may other means, develop, manage, alter, exchange, abandon immovable property of all descriptions whether free of encumbrances or not and to charge /

mortgage or accept charge / mortgage of immovable property, of all descriptions in the course of business.

- (xvii) To apply for, purchase or otherwise acquire, any patent, trademark, invention, licenses, concessions, protections, rights, privileges and the like conferring any exclusive or non-exclusive or limited rights to any secret or other information as to any invention which may seem capable of being used for any of the purpose of the company or may appear likely to be advantageous or useful to the company and to use, exercise, develop, grant license, privileges, in that respect or otherwise turn to account the property, right or information so acquired and to assist, encourage, and spend money in making experiments, tests, improvements of any invention, patent rights, which the company may acquire or propose to acquire.
- (xviii) To acquire by concession, grant, purchase, barter, lease, license or otherwise, either absolutely or conditionally, and either alone or jointly with others, any lands, buildings, machinery, plant, utensils, works, conveniences and other movable and immovable property of any description, and any patents, trade marks, technical know-how, drawings, concessions, privileges and other rights, for the objects and business of the Company and to construct maintain and alter any buildings, factories, godowns, work necessary or convenient for the purposes of the Company, and to pay for such lands, buildings and works, property or rights or any other property and rights purchased or acquired by or for the Company by shares, debentures, debenture stock bonds or other securities of the Company or by cash or otherwise, and to manage, develop, sell, let on lease or for hire, or otherwise dispose of or turn to account the same at such time or times, and in such manner, and for such consideration as may be deemed proper or expedient.
- (xix) To establish and support or aid in the establishment and support of associations, institutions, clubs, societies, funds, trusts, and conveniences calculated to benefit employees or ex-employees of the company or the dependent of such persons, or subject to the provisions of the Companies Act, to subscribe or guarantee money for any charitable national, religious, benevolent or general fund; or for any purpose which may, directly or indirectly, further the objects of the company or the interest

of its members or business, subject to the applicable provisions of the Companies Act 2013.

- (xx) To provide for the welfare of employees or ex-employees (including Director and ex-Directors) of the company and the wives and / families or the dependents by building or contributing to the building of dwelling houses or quarters, grant money, pensions, gratuities, allowances, bonuses or benefits, or any other payments by creating and from time to time subscribing or contributing to provident fund, institutions funds, profit sharing or other schemes, or trusts and by providing or subscribing or contributing towards place of instruction and recreation, hospitals and dispensaries, medical and other attendance as the company shall think fit.
  
- (xxi) To undertake, aid, promote and coordinate project studies and market research, arrange collaboration, extend technical assistance and services, prepare schemes, project reports, drawings, plans and estimates, including layout of plant and machinery and establish and or assist in establishing such concerns and to arrange technical and financial agreements for carrying on the business of the company.
  
- (xxii) To apply or join in applying to and obtain from any legislative authority, Government, Local Municipal or other Authority or Body or other persons any acts of parliament or other acts of Legislature, laws, decrees, concessions, orders, rights or privileges, or authority that may seem expedient to obtain any provisional orders or act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications or legislation or grant or withdrawal of any rights, privileges or concessions or any composition or alterations or cancellation of any taxes or duties or tariffs which may seem calculated directly or indirectly to prejudice the Company's interests.
  
- (xxiii) To establish, provide, maintain and conduct or otherwise subsidize research laboratories and experimental workshop for scientific and technical research and experiments, to undertake and carry on scientific

- and technical research, experiments and tests of all kinds to promote studies and research both scientific and technical, investigations and inventions by providing, subsidizing, endowing, or assisting laboratories, workshops, libraries, lectures, meetings, and conferences and by providing or contributing to the award of scholarships, prizes, grants, to students or others, and generally to encourage, promote and reward for studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any business which the company is empowered to carry on.
- (xxiv) To allot shares in the company to be considered as fully or partly paid-up in payment or consideration of any service or property of whatever description which the company may acquire.
- (xxv) To place to reserve, or to distribute as dividends or bonus among the members, or otherwise to apply, subject to the provisions of the Companies Act, 2013 ~~1956~~, as the company may from time to time think fit, any moneys received by way of premium on shares or debentures issued at a premium by the company and any money accrued in respect of dividends on forfeited shares and moneys arising from the sale by the company of forfeited shares.
- (xxvi) To create Depreciation Fund, Reserve Fund, Sinking Fund, Insurance fund, or any other Special Fund, whether for depreciation or for repair, replacement, improvement, extension or maintenance of any of the properties of the company or for redemption of debentures or redeemable preference shares, or for any other purpose whatsoever.
- (xxvii) To invest and deal with surplus moneys of the company in any manner including investment in Government securities or in securities guaranteed by the Government or in loans to other companies or deposits with banks and to accumulate funds or to acquire or take by subscription, purchase or otherwise, however or to hold shares or stock or other securities of any company, association or undertaking in India or abroad as the company shall think fit and to vary such investments.
- (xxviii) To invest any moneys of the Company, not required for the time being, for the purposes of the Company, in such investments (other than shares

or stock in the company)as may be considered expedient and to hold, sell or otherwise deal with such investments.

- (xxix) To subscribe, contribute or grant money to any charitable, benevolent, religious, social, scientific, national or other funds, institutions or objects and to any individual or body unless otherwise prohibited by law.
- (xxx) To refer to arbitration, disputes, present or future, between the company or any other company, firm, association of persons, individuals, or body of individuals, or any other person by an arbitrator in India and / or abroad and either in accordance with Indian Law or the Laws of any other country or the International agreements for enforcement of arbitral awards.
- (xxxi) In the event of the winding up to distribute among the members of the company, any of the properties of the company, in specie or in kind, and also dividends including bonus shares (including fractional share certificates) out of profits, accumulated profits, or fund and resources of the company in any manner permissible under law.

IV. The liability of the members is limited

V. The Authorised Share Capital of the Company is Rs.41 Crores divided into 3,10,00,000 Equity shares of Rs.10 each and 10,00,000 Preference Shares of Rs.100 each with power to increase or reduce the Capital and with liberty to divide the capital into several clauses and to attach thereto respectively such preferential rights, privileges or conditions and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 and as the Company deems fit and necessary.

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 to our respective names :

Sl. No.	Name, address, Description and Occupation of subscribers	No. of equity shares taken by each subscriber	Signature
1.	K.கோவிந்தசாமி நாயுடு த/பெ. கொண்டசாமி நாயுடு சண்முகா அன்னூர்-638 653 Business	9 (Nine only)	(S/d) K.கோவிந்தசாமி நாயுடு
2.	K.G.Balakrishnan S/o. Govindasamy Naidu 134, Race Course Coimbatore-641 018 Business	9 (Nine only)	(S/d) K.G.BALAKRISHNAN
3.	G.Bakthavathsalam S/o. Govindasamy Naidu 136, Race Course Coimbatore-641 018 Business	9 (Nine only)	(S/d) G.BAKTHAVATHSALAM
4.	R.Ramakrishnan S/o. Rangaswamy Naidu 135, Race Course Coimbatore-641 018 Business	9 (Nine only)	(S/d) R.RAMAKRISHNAN
5.	D.Balasundaram S/o. Duraiswamy Naidu 139, Race Course Coimbatore-641 018 Industrialist	9 (Nine only)	(S/d) D.BALASUNDARAM
6.	G.Ramaswamy S/o. Govindasamy Naidu 137, Race Course Coimbatore-641 018 Business	9 (Nine only)	(S/d) G.RAMASWAMY
7.	G.Vijayakumar S/o. Govindasamy Naidu 138, Race Course Coimbatore-641 018 Business	9 (Nine only)	(S/d) G.VIJAYAKUMAR

Sl. No.	Name, address, Description and Occupation of subscribers	No. of equity shares taken by each subscriber	Signature
8.	G.Kannappan S/o. Govindasamy Naidu 132, Race Course Coimbatore-641 018 Business	9 (Nine only)	(S/d) G.KANNAPPAN
9.	G.Seethalakshmi Ammal W/o. Govindasamy Naidu "Shanmugha" Annur-638 653 Business	9 (Nine only)	(S/d) G.SEETHALAKSHMI AMMAL
10.	K.ருக்மணியம்மாள் க/பெ. K.கோவிந்தசாமி நாயுடு சண்முகா அன்னூர்-638 653 வியாபாரம்	9 (Nine only)	(S/d) K.ருக்மணியம்மாள்

Date : 13.6.92

Place : COIMBATORE

Witness to the above signature : S/d. R.MAHADEVAN  
R.Mahadevan  
S/o. M.Rama Iyer  
Chartered Accountants  
"Gomathi Nilayam"  
101, Kaleeswara Nagar  
Coimbatore-641 009