

` (THE COMPANIES ACT, 1956)
(COMPANY LIMITED BY SHARES)
MEMORANDUM OF ASSOCIATION
OF
CANTABIL RETAIL INDIA LIMITED

- I. The Name of the Company is: **CANTABIL RETAIL INDIA LIMITED.**
- II. The Registered Office of the Company will be situated in the Union Territory of Delhi.
- III. The objects for which the Company is established are:-

(A) MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

1. To carry on the business as manufacturers of and dealers in or as stockists, importers and exporters of cotton and polyester zips of every colour, kind and size, plastic, wooden and metallic buttons, thread, needle and tailoring material of all types.
2. To manufacture, purchase, sell, import, export and otherwise deal in plant and machinery capable of being used in the business of the company referred to in para (1) above.
3. To carry on the business of manufactures, importers, exporters and dealers in Men's, Women's and Children's Clothing, wearing apparel, Hosiery goods, Shoes, Jackets, Socks, Ties and other Fashion Wears etc., and other similar articles of every kind, nature, description made from cotton, synthetic, wool, worsted materials and /or Leather.
4. To carry on the business of Fabrication of all kinds of Garments and hosiery wears.

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) 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 licence or on such other terms of all types, formulae and such other rights and benefits, technical information, know - how and expert guidance and equipment and machinery and things mentioned herein above and to arrange facilities for training of technical personnel by them.
3. To establish, provide, maintain and conduct or otherwise, subsidise research, laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries lectures, meetings and conferences and by providing the remuneration to scientific and

technical professors and teachers and to award scholarships, prizes, grants and bursaries to students or independent students or otherwise and to encourage, promote and reward studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist the main businesses of the Company.

4. To acquire by concession, grant, purchase, licence or otherwise either absolutely or conditionally and either alone or jointly with others land, buildings, machinery, plants, utensils, works, conveniences and such other movable and immovable properties of any description and any patents, trademarks, concessions, privileges, brevets d'invention, licences, protections and concessions conferring any exclusive or limited rights to any inventions, information which may seem necessary for any of the objects of the Company and to construct, maintain and alter any building or work, necessary or convenient for the business of the Company and to pay for such land, buildings, works, property or rights or any such 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 otherwise and manage, develop, let on lease of for hire or otherwise dispose at such time or times and in such manner and for such consideration as may be deemed proper or expedient to attain the main objects of the Company.
5. 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.
6. To enter into any arrangement with any government, for Authorities, Municipal local or otherwise or any person or company, in India or abroad, that may seem conducive to the main objects of the company of any of them and to obtain from any such Government, Authority, persons or company any rights, privileges, charters, contracts, licences and concessions which the company may carry out, exercise and comply therewith.
7. To apply for and obtain any order of Central/State or such other authority for enabling the Company to carry on 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.
8. 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 subject to the provisions of the Companies Act, 1956/ the Companies Act, 2013, to amalgamate with any other such Company having main objects altogether or in part similar to those of the Company.
9. To purchase or otherwise acquire and undertake the whole or any part of the business, property, rights and liabilities of any company firms or person carrying on business which the Company is authorised to carry on or is possessed of rights suitable for the main objects of this Company.
10. To do all or any of the above things as principals, agents, contractors, trustees of otherwise and by or through trustees, agents of otherwise and either alone or in conjunction with others and to do ail such other things as are incidental or as may be conducive to the attainment of the main object is or any of them.

11. To promote, form and register, 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 properties, rights and liabilities of this Company and to transfer to any such company any property of this Company and to be interested in or take or otherwise acquire, hold, or otherwise dispose of shares, stock, debentures and such other securities of all types in or of any such company, subsidiary or otherwise for all or any of the main objects mentioned in this Memorandum of Association and to assist any such company and to undertake the management and secretarial or such other work duties and business on such terms as may be arranged.
12. To open accounts with any bank of financial institution and to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and such other negotiable or transferable instruments of all types and to buy the same.
13. Subject to the provisions of the Companies Act, 2013 and the Rules/ Regulations made therein and 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 objects 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 such other negotiable instruments of all types 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, as may deem expedient and in particular by the issue 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 and assets of the Company, both present and future, including its uncalled capital, 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 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.
14. To invest in other than investment in company's own shares, the moneys of the company not immediately required in such shares or upon such securities or investments and in such manner as may, from time to time be determined.
15. 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 such other having dealings with the Company and to give guarantees of securities of any such persons, firms or companies as may appear proper or reasonable provided that the Company shall not carry on the business or banking, within the meaning of Banking Regulations Act, 1949.
16. To sell, improve, alter, manage, develop, exchange, lease, mortgage, enfranchise dispose of, turn to account to otherwise deal with all or any part of the land, properties, assets and rights and the resources and undertakings of the Company, in such manner and on such terms as the Directors may think fit.

17. To remunerate any person or company for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business.
18. To create any depreciation fund, reserve fund, sinking fund, provident fund, superannuation fund or any special or other such fund, whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for redemption of debentures or redeemable preference shares, workers' welfare or for any other purpose conducive to the interest of the Company.
19. To provide for the welfare of employees or ex - employees (including Directors and other officers) of the Company and the wives and families or the dependents 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 such payments or by creating and from time to time, subscribing or contributing to provident fund and other associations, institutions, funds or trusts and / or by providing or subscribing or contributing towards places of instruction and recreation, hospital and dispensaries, medical and other such attendances and assistance as the Company shall think fit.
20. 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.
21. To procure the incorporation, registration, or such other recognition of the Company in the Country, State or place outside India and to establish and maintain local registered and branch places of the main business in any part of the world.
22. 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.
23. To assist any company or other such enterprise in its dealings with any Government, local, statutory and such authority whether in India or abroad in the legitimate pursuit of its activities, and to procure capital for any company or enterprise.
24. To carry on the business of manufacturers of importers, exporters and dealers in men's women's and children's clothing and wearing apparel hosiery goods, carpets, duries, mats, rugs, blankets and such other similar articles of every kind, nature and description made from cotton, synthetic, wool, worsted Material and/or leather.
25. To carry on the business of investment, hire purchase, and leasing of all movables and immovables.
26. To carry on the business of manufacturers of and dealers in all kinds of carpets, durries, mats, rugs, blankets and other similar articles of woollen and worsted materials.
27. To carry on the business or businesses of manufacturers, importers and exporters of and dealers in forgings, press, structural and rolling works of all kinds and in particular (i) bolts and nuts, rivets, washers, wires, nails, screws, hinges, hooks bolts, tower bolts, dogspikes, and press work of all kinds; (ii) rods, bars, wires, sheets and all kinds of ferrous and non-ferrous rolling works; (ii) hand and machine tools; (iv) sanitary fittings and sanitary pipes;

(v) utensils cutlery of steel or aluminium; (vi) electrical appliances, gadgets, and (vii) cycle parts.

28. To carry on the business of businesses of manufacturers, importers and exporters of brushes of all kinds.
29. To carry on the business of manufacturers and dealers of all kinds of paper and paper products.
30. To guarantee the payment or performance of any contracts or obligations or become surety for any person, firm or company for any purpose and to act as agents for the collection, receipt or payment of money and to act as agents for the render services to customers and others and to give guarantees and indemnities.
31. To carry on the business of manufacturers, dealers and fabricators of components, gadgets, accessories and ancillaries, instruments relating to conversion of solar energy into heat and electricity and also relating to conversion of all kinds of renewable sources of energy and also conservation of energy.
32. To carry on the business of steam and general laundry and to wash, clean, purify, bleach, wring, dry, iron, colour, dye, disinfect, renovate and prepare for use all articles of wearing apparel, household, domestic and such other linen and cotton and woollen goods and clothing and fabrics of all kinds and to buy, sell, hire, manufacture, repair, let on hire, after, improve, treat and deal in all apparatus, machines, materials and articles of all kinds related thereto.
33. To carry on the business of importers and exporters, shipowners, ship builders, charters of ships and such other vessels, of all types warehousemen, ships and insurance brokers, forwarding agents and wharfingers.
34. To carry on the business as proprietors and publishers of newspapers, periodicals, journals, books and such other literary works and undertakings of all types.
35. To carry, on the business as manufacturers of and dealers in all kinds of natural and synthetic rubbers, elastomers, synthetic resin, latex and formulations thereof and of all types of rubber products and goods.
36. To carry on the business as manufacturers of and dealers in leather and leather goods of all descriptions and of leather dresses, tanners, hides skins and all things and material connected therewith.
37. To carry on the business as manufacturers of and dealers in all types of plastics and plastic products, furniture, fancy goods, stationery, provisions, drugs, medicines chemicals, paints and articles of household use and consumption.
38. To carry on the business of canning and preservation tinning and bottling of food stuffs, meat, meat products, potted meats, fruits, vegetables, jam, pickles, sausages, table delicacies and preserved provisions of all kinds and to establish, own, operate, acquire, run and manage canning and such other factories for the purpose of packing, preserving and canning such articles and products.

39. To carry on the business as manufacturers, processors, producers of and dealers in dairy, farm and garden produce of all kinds, such as milk, cream, butter, ghee, cheese, condensed milk, milk powder, malt products, milkfoods and milk products and milk preparations of all description vegetables and fruits of all kinds.
40. To carry on the business as manufacturers and dealers in and sellers of all or any type of electronic components, their raw materials and equipments, audio products, electronic calculators, digital products, micro - processor based systems, mini computers, communication equipment and process control equipment, instrumentation and industrial and professional grade electronic equipments,
41. To carry on the business of mechanical engineers, iron founders, manufacturers of surgical and scientific materials and apparatus of all kinds, tool-makers, assemblers, brass founders, metal workers, boiler makers, millwrights, iron and steel converters, smiths, metallurgists, tube makers, galvanizers, electro-platers, water works engineers, gas generators, and to buy, sell, manufacture, repair, convert, alter, let on hire and deal in machinery, implements, rolling stock and hardware of all kinds.
42. To carry on the business of advisors on problems relating to the administration and organization of industry and business and to advise upon the means and methods for extending, developing and improving all types of business or industries and all systems and processes relating to the production, storage, distribution, marketing and sale of, goods and or relating to the rendering of the services.
43. To engage in research in all problems relating to industrial and business management and distribution, marketing and selling and to collect, prepare and distribute information and statistics relating to any type of business or industry.
44. To carry on the business of manufacturers and dealers in textiles such as man made fibres, cotton, silk, jute, woollen and synthetic.
45. To carry on the business of manufacturing, rolling and processing of all kinds of steel, ferrous and non-ferrous ingots, billets and of all articles and things used in the manufacture, maintenance and working thereof.
46. To carry on the business of manufacturing and/or processing of .oxygen and other gases, chemicals, industrial alcohols, graphite electrodes, and petroleum products, vegetable oils, alcoholic and non - alcoholic drinks and beverages of all kinds and brewers and distillers.
47. To carry on the business of running trucks, trailers, tempos, motor lorries, motor taxis and conveyances of all types for carriage /transportation of goods and passengers on such routes as the company may deem fit and to do the business of common carriers.
48. To carry on the business of manufacturers and dealers of tractors, automobiles, automatic and semi-automatic vehicles, earth moving equipment, cycles, mopeds and any other vehicles.
49. To carry on the business of manufacturers and dealers of cement, lime burners and ceramics including sanitary fittings and chinawares.
50. To carry on Hotel, motel and catering business.

51. To carry on all or any of the businesses of dealers in and owners of real estate, lands, sites, buildings, mansions, flats, maisonettes, dwelling houses, shops, offices and clubs and for these purposes to purchase, take on lease or otherwise acquire and hold lands or buildings of any tenure or district wherever situated or rights or interests therein or connected therewith, to prepare building sites and to construct, reconstruct, pull-down, alter, remodel, improve, decorate, design, furnish and maintain the same or otherwise improve the premises or any part thereof and let or lease them to tenants or sell and dispose them off in such manner as company may deem expedient.
52. To set up oil extraction plant with all the modern techniques and to extract all types of oils from oil bearing commodities, seeds and to manufacture crude oils. To carry on the business, import, export, produce, prepare, process, refine, Hydrogenate Oils from vegetable, dryfruits and all types of oil bearing commodities and deal in all types of vegetable oils of every type and description, whether crude or refined, processed, perfumed, hydrolised, deodorized and chemicalised; to acquire plant, machineries, equipments accessories and crude material related to the oil industry; to cultivate vegetables and oil bearing seeds and minerals.
53. To carry on all or any of the trades and the businesses of meal manufacturers, dealers on consumable stores and provisions of all kinds, food stuffs, grains, flour, seeds, fodder, cane, oils, corn, wheat, wheat products, stores, vegetable oils, vanaspati ghee and Vanaspati products, pure ghee, milk powder, milk curd and other milk products.
- IV. The liability of members is limited and this liability is limited to the amount unpaid, if any, on shares held by them.
- V. The Authorised Share Capital of the Company is Rs. 17,00,00,000/- (Rupees Seventeen Crore only) divided into 1,70,00,000 (One Crore Seventy Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each.

We, the several persons whose names and addresses are subscribed below are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the numbers of shares in Capital of the Company, set opposite our respective names :-

S. No	Name, Description, Occupation and Address of Subscribers	Number of Equity Shares taken by each subscribers	Signature of Subscribers	Signature of Witness with address and Occupation
1.	Vijay Kumar Gupta S/o Sh. Shri Chand R/o, 45/7, East Punjabi Bagh New Delhi Occupation : Business	100 (One Hundred)	Sd/-	<p style="text-align: center;">Sd/- (I.R.L. Goel) Chartered Accountant, M.No. 83406 of 1135/10, Naiwala, Karol bagh, New Delhi, witness that all the subscribers have signed in my presence at New Delhi.</p>
2.	Subhash Goyal S/o Sh. Jaggan Nath Goyal R/o, 45/7, East Punjabi Bagh New Delhi Occupation : Service	100 (One Hundred)	Sd/-	
3.	Sanjana Goyal W/o Subhash Goyal R/o, 45/7, East Punjabi Bagh New Delhi Occupation : Service	100 (One Hundred)	Sd/-	
TOTAL		300 (Three Hundred Equity Shares)		

Place: New Delhi

Dated: 9th day of February, 1989