

**Memorandum of Association
of
SIHORA INDUSTRIES LIMITED**





**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Central Processing Centre
Manesar, Plot No. 6,7, 8, Sector 5, IMT Manesar, Gurgaon, Haryana, 122050, India

Certificate of Incorporation Consequent upon conversion to public company

Corporate Identity Number: U13999GJ2023PLC143747

IN THE MATTER OF SIHORA INDUSTRIES PRIVATE LIMITED

I hereby certify that SIHORA INDUSTRIES PRIVATE LIMITED which was originally incorporated on TENTH day of AUGUST TWO THOUSAND TWENTY THREE under Companies Act, 1956 as SIHORA INDUSTRIES PRIVATE LIMITED and upon an intimation made for conversion into public company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the ROC, CPC vide SRN AA9176894 dated 04/07/2024 the name of the said company is this day changed to SIHORA INDUSTRIES LIMITED

Given under my hand at ROC, CPC this SEVENTEENTH day of JULY TWO THOUSAND TWENTY FOUR

Document certified by DS CPC 1
<VIVEK.MEENA@GOV.IN>

Digitally signed by
DS CPC 1
Date: 2024.07.17 15:53:47 IST

Ibson Shah

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

Central Processing Centre

Note: The corresponding form has been approved by Ibson Shah, Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies and this letter has been digitally signed by the Registrar through a system generated digital signature under rule 9(2) of the Companies (Registration Offices and Fees) Rules, 2014

Mailing Address as per record available in Registrar of Companies office:

SIHORA INDUSTRIES LIMITED

PL 34/D/1 Laxminarayan, BRC Compound, Udhna, Mangrol, Surat- 394210, Gujarat





**GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS**

Central Registration Centre

Certificate of Incorporation

[Pursuant to sub-section (2) of section 7 and sub-section (1) of section 8 of the Companies Act, 2013 (18 of 2013) and rule 18 of the Companies (Incorporation) Rules, 2014]

I hereby certify that SIHORA INDUSTRIES PRIVATE LIMITED is incorporated on this TENTH day of AUGUST TWO THOUSAND TWENTY THREE under the Companies Act, 2013 (18 of 2013) and that the company is Company limited by shares

The Corporate Identity Number of the company is **U13999GJ2023PTC143747**

The Permanent Account Number (PAN) of the company is **ABLCS4533P***

The Tax Deduction and Collection Account Number (TAN) of the company is **SRTS30225G***

Given under my hand at Manesar this TENTH day of AUGUST TWO THOUSAND TWENTY THREE

Document certified by DS MINISTRY OF
CORPORATE AFFAIRS 10 <ds_crc@mca.gov.in>

Digitally signed by
DS MINISTRY OF CORPORATE
AFFAIRS 10
Date: 2023.08.10 18:28:25 IST

Kamal Harjani

Assistant Registrar of Companies/ Deputy Registrar of Companies/ Registrar of Companies

For and on behalf of the Jurisdictional Registrar of Companies

Registrar of Companies

Central Registration Centre

Disclaimer: This certificate only evidences incorporation of the company on the basis of documents and declarations of the applicant(s). This certificate is neither a license nor permission to conduct business or solicit deposits or funds from public. Permission of sector regulator is necessary wherever required. Registration status and other details of the company can be verified on mca.gov.in

Mailing Address as per record available in Registrar of Companies office:

SIHORA INDUSTRIES PRIVATE LIMITED

PL 34/D/1 Laxminarayan,BRC Compound,Udhna,Mangrol,Surat-394210,Gujarat

*as issued by Income tax Department



The Companies Act, 2013
MEMORANDUM OF ASSOCIATION OF
SIHORA INDUSTRIES LIMITED
[Company Limited by Shares]

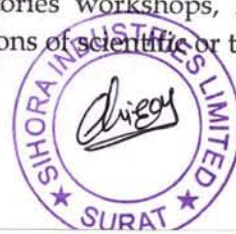
1. The Name of the Company is **SIHORA INDUSTRIES LIMITED**. *
2. The Registered office of the company will be situated in the state of Gujarat
3. **[A] The objects to be pursued by the company on its incorporation are;**
 1. To carry on in India or elsewhere the business of manufacturing, buying, selling, importing, exporting and dealing in Narrow Woven Fabrics and Hook and loop compatible narrow fabrics including but not limiting to industrial fabrics, zippers, elastics, lanyard tapes, label garments, garment lace, industrial tapes, industrial ropes, velcro, braiding ropes, carpet yarn, hair band, laces and borders, fancy lace and border, malai dori, Emboss lace, jacquard lace, rapier lace, jari border, digital printed ribbons, velvet tape, garment accessories, harnesses, webbings, straps, cords, rakhi thread, satin ribbon and such other related articles, goods and products.
 2. To carry on the business of producers, processors, distributors, agents, brokers, factor, stockists, commission agents and dealers in different kinds of label, textiles, yarn, fabrics, whether synthetic or natural prepared or manufactured from nylon cellulose, viscose, polyester, acrylics, rayon, silk, artificial silk, linen narrow fabrics, cotton, wool, jute, rubber, Teflon, fibre glass, hessian and any other fibre or fibre as materials, textile, substances, allied products, by products and substitute for all or any of them to manufacture and trade in the Narrow Woven Fabrics and to treat and utilize any waste arising from any such manufacture, production or process and converters of synthetic, artificial and natural and fibre glass into materials like cloth, tapes, ropes, yarns, twines and such other articles as may be produced or manufactured;
 3. To carry on the business of dyeing, texturing, colouring, mercerizing, twisting, improving, buying, selling, reselling, storing, fabricating, developing, marketing, or supplying and otherwise to deal in all types of natural and synthetic yarns and fabrics which are used to manufacture the Narrow Fabrics made of materials such as cotton, Newar cotton, worsted, linen, wool, nylon, viscose, ramie, polyester, silk, artsilk, jute, staple, fibres, cashmilon, filaments, terecotton, comofilaments, acrylics, polynosic, polypropylene, polyimide, polymethane, cellulose, dropping, spun or other fibrous substances or any combination thereof;
 4. To provide business support services including but not limited to transportation, design and content services and to own, create, operate and manage online shopping websites, e-commerce market places, portals, mobile applications and to create a virtual shopping place with online catalogue and to provide a convenient shopping experience to its customers and to carry on business as including but not limited to converters, job workers, indenters, packers, distributors, consignors, transporters, agents, sub-agents, wholesalers, retailers, representatives, commission agents, franchisers and dealers for all the above mentioned items;
 5. To take over the activities either in whole or in part of the business property, goodwill, rights, interests, assets and liabilities of Sole Proprietorship - "M/s. SIHORA NARROW FABRICS" and other firms - whether Proprietorship or Partnership or any other kind.

* The name of the Company was changed from "Sihora Industries Private Limited" to "Sihora Industries Limited" vide Special Resolution passed by the Members in their Extra-ordinary General Meeting held on June 12, 2024.



[B] Matters which are necessary for furtherance of the objects specified in clause 3(A) are;

1. To acquire real or leasehold estate and to purchase, lease or otherwise acquire or provide in any place in which any part of the business of the Company may from time to time be carried on, all such offices, warehouses, workshops, buildings, houses for employees and Directors, Machineries, Engines, Plant and appliances as may be considered requisite for the purpose of carrying on the business of the Company or any part thereof.
2. To form, constitute, float, lend, money to assist and control similar association or undertakings whatsoever.
3. To promote, subsidies and assist companies, syndicates and partnerships of all kind in any manner as may be thought fit in connection with any or the above objects of the Company.
4. To hold use, work, manage, improve, carry on, the undertaking, lands and movable estate or property and assets of any kind of the Company or any part thereof.
5. To dispose of any property of the Company either absolutely or conditionally and in such manner and upon such terms and conditions in all respects as may be thought fit and to accept payment or satisfaction for the same in cash or otherwise.
6. To subscribe for, take or otherwise acquire and hold shares, stocks debentures or other securities of any other Company having objects altogether or in part similar to those of the Company or carrying on any business capable of being conducted so as directly to benefit of the Company.
7. To subscribe or contribute or otherwise to assist or to guarantee money to charitable, benevolent, religious, scientific, national, public, or any other useful institutions in their objects or purposes or for any exhibitions but not for political objects.
8. 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 donation, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of Company or of any Company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary company or who are/were at any time Director or officers of the Company or of any such other company as aforesaid and the wives, widows, families and dependants of any such persons and also to establish and subsidies and subscribe to any institutions, associations, club or funds calculated to be for the benefit of or to advance the interest and wellbeing of the Company or of any such other company as aforesaid and make payment to or towards the insurance of any such persons as aforesaid and to any matters aforesaid either alone or in conjunction with any such other company as aforesaid.
9. To provide for the welfare of Directors, employees, or ex-employees of the Company and the wives, widows and families of the dependants or connections of such persons by building or contributing for the building, dwelling or quarters, or by grants of money, pensions, gratuities, allowance, bonus, profit sharing bonus or benefits or other payments or by creating and from time to time subscribing or contributing to provident and other associations, institutions, funds profit sharing or other scheme or trust and by providing or subscribing, or contributing towards places of instruction and recreation, hospitals and dispensaries, medical and other attendants, and other assistance as the Company shall think fit.
10. To establish, provide, maintain and conduct or otherwise subsidies research, laboratories and experimental workshop for scientific and technical research and experiments and tests of all kinds and to promote studies and research both scientific and technical investigation and invention by providing subsidizing or assisting laboratories workshops, libraries, lectures, meeting and conferences and by providing the remunerations of scientific or technical professor



or teachers and by providing for the award or exhibition, scholarship prizes and grants to students or otherwise and generally to encourage promote and reward studies, researches, investigation, experiment, tests and invention of any kind that may be considered likely to assist any of the business which the Company is authorized to carry on.

11. To appoint any Directors or Managers of any subsidiary company or of any other company in which this Company is or may be interested.
12. To aid peculiarly or otherwise, any association, body or movement having similar object, the solution, settlement or labour problems or the promotion of industry or trade.
13. To acquire and undertake all or any part of the business property and liabilities of any person, company carrying on or proposing to carry on any business which the Company is authorized to carry on or proposed of property suitable for the purpose of the Company which can be capable of being conducted so as directly to benefit the Company and to subsidies or assist any such persons or company financially or otherwise.
14. To vest any movable or immovable 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.
15. To lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and others having dealing with Company and to guarantee the performance of any contract or obligation and the payment of money to any such person or companies and generally to give guarantee and indemnities.
16. To guarantee the payment of money secured or unsecured by or payable under in respect of promissory notes, bonds, debentures, debenture-stock, contracts, mortgages charges, obligations, instruments of any person whatsoever, whether incorporated or not and generally to guarantee or become securities for the performance of any contracts or obligations.
17. To undertake and execute any trust, the undertaking of which may seem to the Company desirable either gratuitously or otherwise.
18. To carry on business or branch of a business which this Company is authorized to carry on by means or through the agency of any subsidiary or other companies and to enter into any arrangements with such subsidiary Company for taking the profits and bearing the loss at any business or branch so carried on, or for financing any such business or branch so guaranteeing its liabilities or to make any other arrangements which may seem desirable with reference to any business or branch so carried on including power at any time and either temporarily to close any such branch or business.
19. To pay all preliminary expenses of any company promoted by the Company or any company in which this Company is or may contemplate being interested including in such preliminary expenses all or any part of the cost and expenses of owners of any business or property acquired by the Company.
20. To procure the incorporation, registration or other recognition of the Company in any country, state or place outside India and to establish and maintain local registers and branches places of business in any part of the world subject to law in force.
21. To create any depreciation fund, reserve fund, sinking fund, insurance fund, educational fund or any other special fund or reserves 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 or for any other purposes conducive to the interest of the Company.



22. Subject to the provisions of the Companies Act, 2013 to place or reserve or to distribute as dividends or bonus share among the members or otherwise to apply any money received by way of premium on shares or debentures issued at a premium by the Company and any money received in respect of dividends accrued on or arising from the sale of forfeited shares.
23. To establish, promote or concur in establishing or promoting any company or companies for the purpose of acquiring all or any of the properties, rights and liabilities of the Company or for any other purpose which may seem directly or indirectly, calculated to benefit the Company and to place or guarantee the placing of subscribed for or otherwise acquired all or any part of the shares, business capable of being conducted so as directly or indirectly to benefit the Company.
24. To pay out of the funds of the Company all costs, charges and expenses of any incidental to the promotion, formation, registration and establishment of the Company and the issue of its capital including any undertaking or other commissions, broker's fees and charges in connection therewith and to remunerate (by cash or other assets or by the allotment of fully or partly paid shares) or by a call or option on shares, debentures, debenture-stocks, or securities of this or any other company or in any other manner whether out of the Company's capital or profits or otherwise to any person or persons for services rendered in introducing any property or business of the Company, in placing or assisting to place or guaranteeing the subscription of any shares, debentures, debenture-stocks or other securities of the Company as the directors may think proper.
25. To draw, make, accept, endorse, execute, issue, negotiate, assign and otherwise deal with cheques, drafts, bills of exchange, promissory notes, hundies, debenture, bonds, bills of lading, railway, receipts, warrants and all other negotiable or transferable instruments.
26. To insure with any other company or person against losses, damages, risks and liabilities of all kinds which may affect this Company.
27. To open account or accounts with any firm or Company or with any bank or banks or bankers or shroffs to pay into withdraw money from such account or accounts.
28. To apply for, tender, purchase or otherwise acquire and contracts, sub-contracts, licences and concessions for or in relation to the objects or business herein mentioned or any of them and to undertake execute, carry out dispose of or otherwise turn to account the same.
29. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns and undertakings having similar objects and generally of any assets, property or rights.
30. To take part in the management, supervision and control of the business or operation of any company or undertaking having similar objects and for that purpose to appoint and remunerate any directors, trustees, accounts or other experts.
31. Subject to the provisions of the Act, to pay for any properties, rights or privileges acquired by the Company either in shares of the Company or partly in shares and partly in cash or otherwise.
32. To amalgamate, enter into partnership or into any arrangement for sharing or pooling of profits, amalgamation, union of interest, cooperation, joint venture, reciprocal concession or otherwise with any person, firm or company carrying on or engaged in or about to carry on any business or transaction which may seem capable of being carried on or conducted so as, directly or indirectly to benefit the Company.
33. To lend, invest or otherwise employ or deal with money belonging to or entrusted to the Company in securities and shares or other movable or immovable property or without security upon such terms and in such manner as may be thought proper from time to time, to vary such



transactions and investment in such manner as the Directors may think fit subject to the provisions of the Companies Act, 2013.

34. To purchase or otherwise acquire, protect, prolong and renew any patents, rights, inventions, licences, protections and concessions which may appear likely to be advantageous or useful to the Company and to use and turn to account the same and to grant licence or privileges in respect of the same.
35. To pay or satisfy the consideration for any property, rights, shares, securities or assets whatsoever which the Company is authorized to purchase, or otherwise acquire either by payment in cash or by the issue of shares, or other securities of the Company, or in such other manner as the Company may agree to partly in one mode and partly in another.
36. To search for and to purchase, protect, prolong, renew or otherwise acquire from any Government, State or authority any patents, protections, licences, concessions, grants, decrees, rights, powers and privileges whatsoever which may seem to the Company capable of being turned to account, to work, carry out, exercise and turn to account the same.
37. To furtherance of the aforesaid objects of the Company:
 1. To enter into negotiations with and enter into arrangements and contracts and conclude the same with foreign and/or Indian parties and other persons for obtaining by grant, licence, and/or on other terms, formulate and other rights and benefits.
 2. To pay for technical know-how, technical and engineering assistance and information and/or service rights or privileges acquired by the Company either in shares of the Company or partly in cash or otherwise.
 3. To pay to promoters such remuneration and fees and otherwise recompensate them for their time and for the service rendered by them.
38. To do above things as may be incidental or conducive to the attainment of above objects, as principals and as or through agents, brokers, trustees, contractors, either alone or in partnership or in conjunction with others.
39. Subject to the provisions of Section 73 of the Companies Act, 2013 and the Rules made thereunder and the directives of the Reserve Bank of India, to borrow or raise or secure the payments of money or to receive money on deposit at interest for any of the purpose of the Company and at such time and from time to time and in such manner as may be thought fit and in particular by the issue of debenture or debenture-stocks convertible into shares of this or any other company or perpetual annuities and as security for any such money so borrowed, raised or received or for any such debentures or debenture-stocks so issued to mortgage, pledge or charge the whole or any part of the property, assets, or revenue and profits of the Company present or future including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or pay off any such securities and also by a similar mortgage, charger or lien to secure and guarantee the performance by the Company or any other person or company as the case may be provided that the Company shall not carry on banking business as defined in the Banking Regulations Act, 1949.
40. To enter into any agreements and to take all necessary or proper steps with Governments or with other authorities imperial, 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 carrying out the objects of the Company directly or indirectly or effecting any modifications in the constitution of the Company or furthering interests of its members and to oppose any such steps taken by any other Company, firm or person which may be considered likely directly or indirectly to prejudice the interest of the Company or its members and to



promote or assist the promotion, whether directly or indirectly of any legislation which may appear to be in the interests of the Company and to oppose and resist, whether directly or indirectly, any legislation which may seem disadvantageous to the Company.

41. To apply for, promote, and obtain any Act of Parliament or Legislature, charter, privilege, concession, licence or authorization of Government, State or Municipality provisional order or licence of the Board of Trade or other authority for enabling the Company to carry out any of the objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company for any other purpose which may seem calculated, directly or indirectly to prejudice the interests of the Company.
42. To make and/or receive donations, gifts or income to or from such persons, institution or trusts and in such cases and whether of cash or any other assets as may be thought directly or indirectly to benefit the Company or any of the object of the Company and also to remunerate any person or corporation introducing or assisting in any manner the business of the Company.
43. To establish and support or aid in the establishment of and support associations, institutions, companies, societies, funds, trusts and conveniences for the benefit of the employees or ex-employees or of persons having dealing with the Company or the dependants, relatives or connections of such persons and in particular friendly or other benefit societies and to grant pensions, allowances and bonuses either by way of annual payments or by way of lumpsum and to make payments towards insurance to form and contribute to provident fund and benefit funds, or to such persons.
44. To indemnify members, officers, directors, agents and employees of the Company against proceedings, cost, damages, claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company or any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of their offices or in relation thereto.
45. To establish agencies in India and elsewhere for sale and purchase to regulate and discontinue the same subject to law in force.
46. Subject to the provisions of the Act, the Company shall have power to borrow any sum or sums of money for the purpose of the Company on such terms and conditions and from such person or persons, firms, bank or any financial, industrial, institutions or any government or semi-government corporation as the Company may think fit.
4. 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.
- 5.¹ The Authorised Share Capital of the Company Rupees 6,00,00,000/- (Rupees Six Crores Only) divided into 6000000 (Sixty Lakhs) Equity Shares of Rupees 10/- (Rupees Ten Only) each.



¹ *Authorised share Capital increased from Rs. 50,00,000/- to Rs. 4,50,00,000/- vide Extra-ordinary General Meeting held on 04/12/2023 and thereafter from Rs. 4,50,00,000/- to Rs. 6,00,00,000/- vide Extra-ordinary General Meeting held on 05/12/2024.*


Authorized Share Capital of the Company has been increased from Rupees 50,00,000/- (Rupees Fifty Lakh Only) divided into 500000 (Five Lakh) Equity Shares of Rupees 10/- (Rupees Ten Only) each to Rupees 4,50,00,000/- (Rupees Four Crore Fifty Lakhs Only) divided into 4500000 (Forty-Five Lakhs) Equity Shares of Rupees 10/- (Rupees Ten Only) each vide Special Resolution Passed in Extra-ordinary General Meeting held on December 04, 2023.

Authorized Share Capital of the Company has been increased from 4,50,00,000/- (Rupees Four Crore Fifty Lakhs Only) divided into 4500000 (Forty-Five Lakhs) Equity Shares of Rupees 10/- (Rupees Ten Only) each to Rupees 6,00,00,000/- (Rupees Six Crores Only) divided into 6000000 (Sixty Lakhs) Equity Shares of Rupees 10/- (Rupees Ten Only) each vide Special Resolution Passed in Extra-ordinary General Meeting held on December 05, 2024.



- We, the several persons, whose names and address 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 against our respective names:
- I, whose name and address is given below, am desirous of forming a company in pursuance of this memorandum of association and agree to take all the shares in the capital of the company:
- 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:

Subscriber Details					
S. No.	*Name, Address, Description and Occupation	DIN / PAN / Passport number	No. of shares taken	DSC	Dated
1	PRIYAL GAUTAM SIHORA, D/O. Vrajlal Jadavbhai Mangukia, Residing at 5, Harish Nagar Soc., Behind Tapshil Soc., Hirabaug, Varachha Road, Surat ? 395006, Gujarat, India, Occupation: Business	APHPM2646E	125000 Equity,0 Preferen		08/08/2023
2	GAUTAM VALLABHBHAI SIHORA, S/O. Vallabhbhai Sihora, Residing at 5, Harishnagar Soc., Hirabaug, Varachha Road, Behind Tapshil Soc., Surat ? 395006, Gujarat, India, Occupation: Business	BADPS1831D	375000 Equity,0 Preferen		08/08/2023
Total shares taken			500000 Equity,0 Preference		

Signed before me					
Membership type of the witness (ACA/FCA/ACS/FCS/ACMA/FCMA)	*Name of the witness	*Address, Description and Occupation	DIN / PAN / Passport number / Membership number	DSC	Dated
ACA	RAHUL MISTRI	401, 4th Floor, White House, Near Petrol Pump, Sector 11, Gandhinagar - 382010, Gujarat, India, Occupation: Professional	184595	Rahul Mistri 	08/08/2023

7 Shri / Smt _____ Of _____ resident of _____ aged _____ years shall be the nominee in the event of death of the sole member.

