#THE COMPANIES ACT, 2013

TABLE-A MEMORANDUM OF ASSOCIATION

OF

A PUBLIC COMPANY LIMITED BY SHARES

I. *The Name of the Company is **"R & B DENIMS LIMITED"**

II. The Registered office of the Company will be situated in the state of **Gujarat-GJ.**

III. **#(a) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE**

To carry on the business of traders, exporters, importers, jobworkers, buyers, sellers, manufacturers and promoters of textile materials, fabrics, garments, print saris, bed sheets, cotton printed fabrics, fabric materials, art silk, silk, wool, jute, hemp, linen, flax and/or other fibrous substances and goods whether textile, felted, netted, embroidered or looped or otherwise.

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

1. To install, lease, hire, acquire or such related activities for generation, transmission, production of power, fuel, energy through solar, wind or any other form of energy for furtherance of main object.

2. To acquire and takeover any business or undertaking carried on, upon or in connection with/without any land or building which the Company may desire to acquire as aforesaid or become interested in and the whole or any of the assets and liabilities of such business or undertaking and to carry on the same or to dispose or remove or put an end thereto.

3. To acquire purchase, start, run, erect and maintain lands, building, factories, foundries, workshops, mills, cold storage, plants, equipments, machineries, plants and tools, industrial undertaking of any kind, warehouse, cellers, vaults, wagons, branch offices, depos and showrooms for the business of the Company.

4. To form, promote, subsidise, organise and assist or aid in forming, promoting, subsidising, organising or aiding companies, syndicates and partnership of all kinds for the purpose of acquiring and undertaking any properties and liabilities of this Company or for advertising directly the objects thereof, which this Company may think expedient.

5. To acquire from and/or give to any person, firm or body corporate incorporated whether in India or elsewhere, technical information, know-how, process, engineering, manufacturing and operating data, plants, lay outs and blue prints useful for the design, erection and operation of plant required for any of the businesses of the Company and to acquire any grant or licences and other rights and benefits in the foregoing, matters and things.

6. To pay to promoters such remuneration and fees and otherwise re-compensate them for their time and for the service rendered by them.

7. To invest any surplus moneys of the Company not immediately required for the purpose of its business in such investments or derivatives (including but not limited to futures, options, commodities, currency) or securities as may be thought expedient, including securities issued and/or guaranteed by Central or State Government corporations, trusts and financial institutions.

***As amended by the special resolution passed at the Extra-ordinary General Meeting held on 15th December, 2010**

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8. To carry out in any part of the world all any part of the Company's objects as principal, agent, factor, trustee, contractor either alone or conjuction with any other person, firm, association, corporate body, Municipality province, State or Government or colony or dependent thereof.

9. To secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgage, charges upon the undertaking and all or any of the assets and properties (present and future) and the uncalled capital of the Company or by the capital creation and issue on such terms as may be thought expedient of debenture stock or other securities of any description or by the issue of shares credited as fully or partly paid up.

10. To purchase or otherwise acquire, sell, dispose off, concerns and undertaking, mortgages, charges, annuities for certain period or on deferred basis, patents, licences, securities, concessions, policies, book debts and claims, any interest in real or personal property and any claims against such property or against any person or Company.

11. To amalgamate, enter into partnership or into any arrangements for sharing profits or losses, union of interest, co-operation, joint ventures or reciprocal concessions with any person or company carrying on or engaged in or about to carry on or engage in or which can be carried on in conjuction therewith or which is capable of beings conducted so as directly or indirectly to benefit the company and to give or accept by way of consideration for any of the acts or things aforesaid or properties acquired, any shares, debentures, debenture – stock or securities that may be agreed upon and to hold and retain or sell, mortgage and with any shares, debenture-stock or securities so received.

12. To guarantee the title or quiet enjoyment of properties either absolutely or subject to any qualifications or conditions and to guarantee person interested or about to become interested in any property against any loss, actions, proceedings, claims or demands in respect of any insufficiency or imperfection or deficiency of title in respect of any encumbrances, burden or outstanding rights.

13. To negotiate, enter into agreements and contracts or collaborate with foreign companies, firms and individuals for getting or supplying and procuring financial or technical assistance, know-how in the marketing, importing and exporting of any of the products.

14. To become member of and to communicate with Chamber of Commerce and other mercantile and public bodies throughout the world and to advise on, concert, promote and support measures for the protection, advancement, growth of commerce and industry and for protection and welfare of persons engaged therein.

15. To guarantee the fidelity of persons filling or about to fill situation of trust of confidence and the due performance and discharge by such persons of all or any of the duties and obligations imposed on them by contract or otherwise.

16. To guarantee the due performance and discharge by receivers, liquidators, committees, guardians, executors administrators, trustees, attorneys, brokers and agent of their respective duties and obligations.

17. To guarantee persons fillings or about to fill situations of trust or confidence against liabilities in connection therewith and in particular against liabilities resulting from the misconduct of any particular co-trustee, co-agent, sub-agent or other person or from the insufficiency, imperfection or deficiency in any security or from any bankruptcy, insolvency, fraud or tortuous act on part of any other person on from any error of judgement or misfortune.

18. To take or hold mortgages, liens and charge, to secure the payment of the purchase price or any unpaid balance of the purchase price of any part of the Company's property of whatsoever kind sold by Company or any money due to the Company from the purchaser and others.

19. To contract with lease holders, borrowers, lenders, annuitants and other for the establishment, accumulations, provisions and payment of sinking funds, renewal funds, redemption funds and any other special funds and that either in consideration of lumpsum or of annual premium or otherwise and generally on such terms and conditions as may be arranged.

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20. To undertake and execute any trust or discretion the undertaking whereof may seen desirable and the distribution amongst the beneficiaries, pensioners or other persons entitled to thereof, any income, capital annuity or other sums of moneys or other properties whether periodically or otherwise and whether in money in specie in furtherance of any trust, discretion or other obligation or permission.

21. To lend surplus money to and guarantee the performance of the obligations of and the payment of interest on any stocks, shares and securities of any company, firm or person in any case in which such loan or guarantee may be considered likely to directly or indirectly to further the objects of this company and generally to give any guarantee whatsoever which may be demand likely, directly or indirectly to bank to benefit the company or its members.

22. To train and get trained to and/or pay training for the employees both present and future, for and in connection with the business of the company.

23. To hold administer, sell, realise invest dispose off the moneys and properties, both real and personal and to carry on, sell, realise, dispose off and deal with any estate of which the Company is executor or administrator or in any trust of which the Company is the Trustee or of which the Company is administrator receiver, liquidator or agent.

24. To make deposit, enter into recognised bonds and otherwise give security for the execution of the offices and performance of the duties of executors, administrators and trustees, receivers, liquidator and agent.

25. To take such steps as may be necessary to give the Company the same rights and privileges in any part of the world as are possessed by local companies or partnership of similar nature.

26. To apply for tender, purchase or otherwise acquire and contracts, subcontracts, 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 off or otherwise turn to account the same.

27. To dedicate, present or otherwise dispose off either voluntarily or for value any property of the Company deemed to be of national, public or local interest to any national trust, public body, museum, corporation or authority or any trustees for or on behalf of the same or on behalf of the public.

28. To promote, assist or take part and appear or lead evidences before any Commission, investigation, inquiry, trial or hearing whether public or private relating to matters connected with any trade business or industry.

29. To promote co-operation, hold conference, organise and participate in meetings, maintain bureau, carry on correspondence, arrange discussions, symposiums and debates, prepare statements, reports and articles relating to any and all matters of interest to the Company.

30. To acquire by purchase, lease, assignment or otherwise lands, tenaments, buildings, basements, rights and advantages of any kind whatsoever and resell, mortgage and let on lease the same.

31. To sublet all or any of the works, contracts from time to time and upon such terms and conditions as may be thought expedient.

32. To form, manage, join or subscribe to any syndicate, pool or cartel for the business of the Company.

33. Subject to the provisions of the Companies, Act, 2013 to distribute among the members in specie any property of the Company or Any proceeds of sale or disposal of any property in the event of winding up.

34. To enter into any arrangement with any Government or authority, supreme, municipal, local or otherwise or any person or company that may seem conducive to the Company's objects or any of them and to obtain from any such Government, authority, person or company any rights, privileges, charters, licences and concession which the Company may think fit and desirable to obtain and to carryout, exercise and comply therewith.

35. To apply for, promote and obtain any act, charter, order regulation, privilege concession, license or authorisation of any Government, State or municipality or any authority or any corporation or any public body which may be empowered to grant for enabling the Company to carry on its objects into effect or

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for extending any of the powers of the Company or for affecting any modification of Company's constitution or for any other purpose which may seem expedient and to oppose any bills, proceedings application which may seem calculated directly or indirectly to prejudice the Company's interest and to appropriate any of Company's shares, debentures, debenture stock or other securities and assets to defray the necessary costs charges and expenses thereof.

36. To apply for, purchase or otherwise acquire, use, protect and renew in any part of the world any patents, patent rights, brevets invention, trade-marks designs, licences, copy rights, concession and the like conferring any exclusive or non-exclusive or limited right to their use or any secret or other information as to any invention, which may seem capable of being used for any of the proposes of the Company or acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licences in respect of or otherwise turn to account the property, rights or information so acquired and to expend money in experimenting upon, testing or improving any such patents inventions or rights.

37. To establish, provide, maintain conduct or otherwise subsidies, assist research laboratories and experimental workshops for scientific and technical researches and experiments and to undertake and carry on the scientific and technical researches, experiments and tests of all kinds and to promote studies and research, both scientific and technical, investigations and inventions by providing, subsidising, endowing or assisting laboratories, workshops, libraries, the remuneration of scientific or technical professors of teachers and by providing for the award of scholarships, prizes and grants to students or otherwise and generally to encourage, promote and reward studies, researches, investigations experiments, tests and inventions of any kind that may be considered likely to assist any of the businesses which the Company is authorised to carry on.

38. To make donations to such persons or institutions either of cash or any other assets as may be thought directly or indirectly conducive to any of Company's objects or otherwise and in particular to remunerate any person or corporation introducing business to this Company and also to subscribe, contribute or otherwise assist or guarantee money for charitable, scientific, religious or benevolent, national, public, cultural, educational or other institutions or object or for any exhibitions for any public general or other objects.

39. To establish, aid, support or/and in the establishment and support of association, institutions, funds, trusts, private or public, for the benefit of its employees or ex-employees Directors, ex-Directors of the Company or its connections in business and for persons having dealing with the Company or dependents, relatives or connections of such persons and in particular friendly or other benefit societies and grant pensions, allowances, gratuities and bonuses either by way of annual payment or lumpsum and to make payment towards insurance and to form and contribute to provident and other benefit funds for such persons and to provide for the welfare of Director, ex-Director and employees and ex-employees of the Company and the wives, widows and families or the dependents or connections of such persons by building or contributing to the building of houses, dwellings or chawls or by grant of moneys, pensions, allowances, bonuses or other payments and to provide or subscribe or contribute towards places of instructions and recreations, hospitals, dispensaries, holiday-homes, medical and other attendance and other assistance as the Company shall think fit.

40. To refer or agree to refer any claims, demands, disputes or any other questions by or against the Company or in which the Company is interested or concerned and whether between the Company and the member or members or his or their representatives or between the Company and third parties to arbitration in India or any places outside India and to observe and perform awards made thereon and to do all acts, deeds, matters and things to carry out or enforce the awards, in accordance with the provisions of Indian Arbitration Act.

41. To pay all preliminary expense of any company promoted by the Company or any company in which the Company is or may contemplate being interested and preliminary expenses may include all or any part of the costs and expenses of owners of any business or property acquired by the Company.

42. To enter into joint sector arrangements with any person, body or corporate whether in India or abroad for the business of the Company.

43. To pay, out of the funds of the Company, all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company or the issue of capital including

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brokerage and commission for obtaining applications for taking, placing or underwriting of shares, debentures, debenture-stocks or other securities of the Company.

44. To pay for any rights or properties acquired by the Company and to pay or to remunerate any person or company for service rendered or to be rendered in placing or assisting to place or guaranteeing the placing of shares in Company's capital or any debentures, debenture-stocks or other securities of the Company or in or about the formation or promotion of the company or acquisition of properties by the Company for the purpose of the Company whether by cash payment or by the allotment of shares, debentures, debenture-stocks or other securities of the Company credited as paid-up in full or in part or otherwise as the case may be.

45. To open current or fixed accounts with any bank, bankers, shroff or merchants and to pay into and draw money from such accounts and to draw, make endorse, discount and execute all types of negotiable instruments.

46. To insure the whole or any part of the property and personnels of the Company either full or partially, to protect and indemnify any part or portion thereof either on mutual, principal or otherwise.

47. To employ experts to investigate and examine into conditions, value, character and circumstances of any business, concerns and undertakings having similar objects and generally of any assets properties or rights.

48. To carry on any branch of a business whether in India or outside India which this Company is authorised to carry on by means or through the agency of any subsidiary Company or companies and to enter into any arrangement with such subsidiary company for taking the profits and bearing the losses of any business or branch so carried on or for finance any such subsidiary, guaranteeing its liabilities or to make any other arrangement which seem desirable with reference to any business or branch to be carried on including the power and provision at any time either temporarily or permanently to close any such branch or business.

49. To take part in the management, supervision, conduct and control of the business or operations of any company or undertaking having similar objects and for that purpose to appoint and remunerate the Directors, trustees, accountants or other experts, personnel or agent for any of such operations or purposes.

50. To purchase, take on lease or exchange, hire or otherwise, acquire and dispose off any immovable or movable properties, real or personal of all kinds and of any rights or privileges which the Company may think necessary or convenient for the purpose of its business and either to retain the properties so acquired for the purpose of the Company's business or to turn the same to account as may seem expedient.

51. To accept as consideration for or in lieu of the whole or any part of the Company's properties either land or cash or Government security or securities guaranteed by Government or shares in joint stock companies or partly the one and partly the other and such other properties or securities as may be determined by the Company and to take back or acquire the properties so disposed off by repurchasing or taking lease the same at such price and on such terms and conditions as may be agreed upon by the company.

52. To let on lease or licence or on hire purchase or to lend any properties belonging to the Company and to finance for the purpose of any article or articles whether made by the Company or not, by way of loans or by hire-purchase system.

53. To sell, purchase, mortgage, grants, easements and other rights over and in any other manner deal with the undertakings, properties, assets, both movable and immovable, rights, effects of the Company or any part thereof whether real personal for such consideration as the Company may think fit and in particular for shares, debentures, debenture-stock, securities of any other company whether or not having objects all together or in part similar to those of the Company and to make advances upon the security of land and/or buildings and/or other properties movable and/or any interest therein.

54. To invest any moveable or immovable properties, rights or interest 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.

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55. To alienate, transfer, gift, donate, settle any property of the company with or without consideration to any person including any trust whether public or private, discretionary or specific either by revocable or irrevocable transfer or settlement and upon such terms and conditions as the Company may deem fit.

56. To explore, examine, investigate, test, make, experiment, obtain report, opinion of experts, certificates, analysis, surveys, plans, descriptions and information in relation to any property or right which the Company may acquire or become interested in or may propose to acquire or with the view of discovering properties or rights which company may acquire or become interested in and to engage, employ, pay fees to retain the services of and send to any part or the world agents, explorers, technical experts, engineers, lawyers and counsels.

57. To adopt such means of making known the business/activities 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 publications of books and periodicals and by granting prizes, rewards and donations.

58. To undertake, carry out, promote, sponsor, contribute or assist in any activity, project for rural development including any programme for promoting the social and economic welfare of or the upliftment of the people in rural area irrespective whether the Company has any business dealings in such areas or not to incur any expenditure or use any of the assets and facilities of the Company on any programme or project or activity or rural development and to assist execution and promotion thereof either directly or in association with any other company or person or organisation or through an independent agency or in any manner as the Company may deem fit in order to implement any of the projects or programmes or activities of rural development, to transfer without consideration or at such fair or concessions value and divert the ownership of the properties of the Company to or in favour of any public or local body, authority, Central or State Government or any public institution or trust or fund.

59. To raise or borrow money from time to time for any of the purposes and objects of the Company by receiving advances of any sum or sums with or without security upon such terms as the Directors may deem expedient and in particular by taking deposits from or open current accounts with any individual or firms including banks and financial institutions or any other agency the agents of the Company, whether with or without giving the security or by mortgaging or selling or receiving advances on the sale of any lands, building, machineries, goods or other properties of the Company or by the issue of the debentures or debenture-stocks, perpetual (both present and future) including its uncalled capital or by such other means as Directors may in their absolute discretion deem expedient.

60. Subject to the Companies Act and Rules framed there under and the directives issued by Reserve Bank of India to borrow or raise money or to take money on loan on interest from Banks, financial institutions, government agencies, co-operative societies, persons, companies, firms in such manner as the Company may think fit and in particular by the issue of debentures or debenture stock convertible into shares of this Company or perpetual annuities and in security of any such money borrowed raised or received to mortgage, pledge, hypothecate, or charge the whole or any part of the properties (movable or immovable) assets or revenue of the Company present or future including its uncalled capital by special assignment or to transfer or to convey the same absolutely or in trust and to give the lenders power of sale and other powers as may be deemed expedient and to purchase, redeem or pay off any such securities. The Company shall not carry on any banking or insurance business which may fall within the purview of Banking Regulation Act, 1949 or the Insurance Act,1938, respectively.

61. To Guarantee the payment of money secured or unsecured by or payable under or in respect of any promissory notes, bonds, debenture stock, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, central, state, municipal, local or of any person whomsoever whether incorporated or not incorporated and generally to guarantee or become securities for the performance of any contracts or obligations of any person, firm or company and to guarantee the repayment of loan with interest availed from Financial institution/s, Banks, Private Financiers, availed by the person, company, firm, society, trust or body corporate.

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. **** The Authorised Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty crores only) divided into 30,00,00,000 (Thirty Crores) equity shares of Re. 1/- (Rupee One only) each."

*****Approved by the ordinary resolution passed at the Extraordinary General Meeting held on 13th March, 2026.**

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6.

We, the several persons whose names and addresses are subscribed hereto, 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

Sr. No.	Names, addresses, descriptions, occupation and signature of subscribers	Number of Equity shares taken by each subscriber	Signature, name, address, occupation of the witness, description and
1.	Amit Anand Dalmia S/o. Anand V. Dalmia 502, Laxmi Vilas Appt. Ghod Dod Road, Surat - 395001 (Guj.) Occupation : Business Sd/-	12,500 (Twelve Thousand Five Hundred only)	
2.	Rajkumar Mangilal Borana S/o. Mangilal A. Borana Bung. No. 90, Subhashnagar Society, Ghod Dod Road, Surat, Gujarat - 395007 Occupation : Business Sd/-	12,500 (Twelve Thousand Five Hundred only)	In Witness to All the Subscribers Sumit Bihani S/o. Sampatraj Bihani 2002, Rathi Palace, Ring Road, Surat - 395002 (Guj.) Occupation : Chartered Accountant M. No. 121551 Sd/-
3.	Ankur Mangilal Borana S/o. Mangilal Borana Bunglow No. 90, Subhashnagar Ghod Dod Road, Surat, Gujarat - 395007 Occupation : Business Sd/-	12,500 (Twelve Thousand Five Hundred only)	
4.	Deepak Anand Dalmia S/o. Anand V. Dalmia 502, Laxmi Vilas Appt., Ghod Dod Road, Surat - 395001 (Guj.) Occupation : Business Sd/-	12,500 (Twelve Thousand Five Hundred only)	
	TOTAL	50,000 (Fifty Thousand only)	

Place : SURAT

Dated this 10th day of November, 2010

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