

Form No. INC-33

e-MOA (e-Memorandum of Association)

[Pursuant to Schedule I (see Sections 4 and 5) to the Companies Act, 2013)]



Form language

English

Hindi

Refer instruction kit for filing the form.

All fields marked in * are mandatory

* Table applicable to company as notified under schedule I of the Companies Act, 2013

A - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

(A - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY SHARES

B - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

C - MEMORANDUM OF ASSOCIATION OF A COMPANY LIMITED BY GUARANTEE AND HAVING A SHARE CAPITAL

D - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND NOT HAVING SHARE CAPITAL

E - MEMORANDUM OF ASSOCIATION OF AN UNLIMITED COMPANY AND HAVING SHARE CAPITAL)

Table A/B/C/D/E

1 The name of the company is

L W S KNITWEAR LTD

2 The registered office of the company will be situated in the State of

Punjab

3 (a) The objects to be pursued by the company on its incorporation are:

1. To acquire and take over as a going concern, the firm namely LWS Knitwear with all or any of the Assets and Liabilities of that firm on such terms and conditions as may be mutually agreed upon,

2. To Carry on the business of manufacturing of Woollen fabrics, Synthetic fabrics Cotton fabrics, man made fabrics and dyeing, finishing, processing and sizing of all types of yarn and fabrics.

3. To carry on in India or elsewhere all or any of the business of manufactures of and dealers in all kinds of hosiery textiles, cloth, linen nylon, rayons, decron and other synthetic fibres and fibrous substances, silk mercers, weavers, flax. hemp and jute spinners, worsted spinners, wool spinners, wool combers and to manufacture, buy, sell import export and deal in products and articles manufactured or made from the raw materials, textiles, yarn and other fabrics (whether felted, netted or looped) including from substitutes thereof.

4. To carry on the business of hotel, restaurant, caf?, confectionery, snack bars, catering and others in and outside India (self operation on

sale basis as well as lease basis) under own brand or in agreement with any other brand. #

5. To carry on the business of construction, builders, contractors, engineers, colonizers, town planners, surveyors, values, appraisers, decorators, furnishers, manufacturers of prefabricated and precast houses / villas, residential complexes, residential flats, malls, commercial complexes, multi storied buildings etc. and also to act as manufacturers, importers, exporters, buyers, sellers, repairers, stockists and otherwise dealers of all type of plant, equipment, machinery, spare part and accessories required in connection therewith. #

Amended vide shareholder resolution dated 28.09.2023

1. To enter into any arrangement with any Government or Authority (Supreme, Local municipal or otherwise) that may seem conducive to Company's objects or any of them and to obtain from any such Government or Authority all right concessions and privileges, which the company may think desirable to obtain in connection with its business and to carry out, exercise and comply with any such arrangements rights, privileges and concessions.

2. To enter into any arrangement or agreement or contract with any person Association, Firm or Corporation whether in India or outside, for technical collaboration knowhow training of technicians or for such other purpose that may seem beneficial and conducive to the objects of fire Company.

3. To design, develop, alter, exchange process, manufacture, deal either as principals or agents, let on hire, import and export the technical know-how, machinery, assemblies components and other parts used in the manufacture of products specified above and ancillaries thereof.

4. To acquire and undertake all or any part of business, property, liabilities and rights of any person, firm. or Company carrying or any business which the Company is Authorised to carry on or be possessed of property suitable for the purpose of the company.

5. Generally to purchase or take lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the company may think necessary or convenient with reference to any of these objects and capable of being profitably dealt with in connection with and of the Company's property or right, for the time being.

6. To institute, conduct, defend, compound,

compromise any legal proceedings against or by the company.

7. To employ experts to investigate and examine into the condition prospect value character and circumstances of any business concern and undertaking and generally of any assets property or rights proposed to be acquired by the company.

8. To remunerate any person, firm or Company for services rendered or to be rendered in the acquisition of property by the company or the conduct of Its business

9. To do all or any Of the businesses or business which are ancillary or incidental to the attainment of the main objects which are not specified hereinafter

10. To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal in all or any part of the property and rights of the Company.

11. To open account or accounts with any individuals, firms or company or with any bank or bankers or shroffs and to pay into and to withdraw money from such account.

12. To distribute as dividend or bonus, among the members or to place to reserve or otherwise to apply as the company may from time to time think fit any money received by way of premium or shares or debentures issued at a premium by the Company and money arising from the sale by the Company of forfeited shares.

13. To undertake the study of consumer tastes in Indian or foreign markets and to co-operate with Trade Associations and Government Agencies.

14. To establish, purchase and take on lease or otherwise acquire and run shops, show-rooms, distributing centres, stores and depot at any place in India and abroad.

15. To acquire, purchase and take on lease all or any of the fixed assets, machinery, furniture, stores, stocks of raw and finished materials, privileges, quota rights pertaining to any business to achieve the aforesaid objects.

16. To acquire for the purpose of the Company by purchase, lease, exchange or otherwise any estates, lands, buildings and hereditaments of any nature or description and any estate or interest therein and any rights over or connected with land and to turn the same to account as may seem expedient in connection with the business of the Company.

17. To lend money, either with or without security and generally to such persons and upon such terms and conditions as the Company may think fit in connection with its business and also invest the money of the company not immediately required in such manner as from time to time may be determined provided that the company shall not carry on the business of banking in any such case as defined under the Banking Regulation, Act, 1949.

18. To promote any Company or Companies for the purpose of acquiring all or any of the property rights and liabilities of this Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company.

19. To adopt such means of making known the products of the Company as may seem expedient and in particular by advertising in the press, by circular, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes, rewards and donations.

20. To take interest and promote and Undertake the formation and establishment of such institutions and companies as may be considered to be conducive to the interest of the Company and also to promote subsidiaries and ancillaries.

21. To sell, lease, mortgage, or otherwise dispose of property, assets or undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, stock. Debentures or securities of any other company having objects altogether or in part similar to those of this Company

22. To employ/acquire technical experts, technocrats, consultants, engineers mechanics, foremen, skilled and unskilled labour for any of the purposes/business of the Company.

23. To amalgamate with or take over other company or companies having objects altogether or in part similar to those of this Company.

24. To insure with any person or company against losses, damages, risks and liabilities of any kind which may affect the company either wholly or in part directly or indirectly.

25. To enter into partnership, agreement or into arrangement for sharing profits or into any union of interest, joint ventures, reciprocal concession or co-operation with any person or persons, company or companies carrying on or engaged in or about to carry on or engage in or

being authorised to carry on or engage in any business or transaction Which this Company is authorised to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly to benefit the Company.

26. To apply, for purchase or otherwise acquire and protect and renew in any part of the world, any patents, Design/ Trade Marks/Copyrights, patent rights, invention licences, concession and the like conferring any exclusive or non-exclusive or limited right to their use or any information as to any invention which may seem calculated directly or indirectly to benefit the Company in connection with Its business and to use, exercise, develop or grant licences in respect of the information so acquired and to spend money in experimenting upon. testing or improving any such patents, inventions or rights and to get the existing?s converted / transferred in the name of the Company.

27. To build, construct, alter maintain, enlarge, pull-down, remove or replace and to work, manage and control any buildings, offices, factories, mills, shops, machinery, engines, roadways, tramways, railways, branches or sidings. bridges, reservoirs, water courses wharves electric works and other works and conveniences which are calculated directly or indirectly to advance the interest of the Company and to join with any person in doing any of these things.

28. To pursue the registration or other recognition of Company in any country, state or place and to establish and to regulate agency for the purpose of the Company?s business and to apply to join in applying to any Parliament Local, Government, Municipal or other authority or body, Indian or foreign, for any Acts or Parliament law decrees, concessions, orders, rights or privileges that are conducive to the Company?s objects or any of them and to oppose any proceedings or applications which may seem calculated directly or indirectly or, to prejudice company?s interest/ rights.

29. To do all or any of Company?s business or of principals, agents or representatives of any person, firm, Company or corporation , having business or objects altogether or in part similar to those of this Company and to carry on the business of the Company with foreign collaboration on terms and conditions subject to laws governing the same.

30. Subject to the provisions of the Companies Act, 1956 to invest in any, real or personal property rights or interest acquired by or belonging to the Company in any personal Company on behalf of or

for the benefit of the Company but with the declared trust in favour of the Company.

31. To carry on any business or branch of a business which this company is authorised to carry on by means of or through the agency of any subsidiary or ancillary Company or companies and to enter into any arrangement with any such subsidiary Company/Companies for taking the Profits, bearing losses of any business or branch so carried on, or for financing any such subsidiary company or guaranteeing its liabilities, or to make any other arrangement which may seem desirable with reference to any other business or branch so carried on and to appoint Directors or managers of a any such Company.

32. To take such steps as may be necessary to give the Company the same rights or privileges in one part of the world as are possessed by local Companies or concerns of a similar nature.

33. Subject to the directives of Reserve Bank of India and Provisions of Section 58A & 292 of the Companies Act, 1956 and the rules made thereunder, to borrow or raise money or to receive money on deposit or loan at interest or otherwise in such manner as the Co. may think and in particular by the issue of debentures or debentures stock(Perpetual or otherwise) any convertible or not, the shares of the Company and to secure the repayment of any such money borrowed, raised or received or owing by mortgage, pledge, charge or lien upon all or any or any of the property, assets or revenue of the Company (both present and future) including its uncalled Capital and to give to the creditors the power 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, charge or lien to secure and guarantee the performance by the Company in connection with its business provided that the Company shall not carry on banking business as defined in Banking Regulations Act, 1949

34. To create depreciation fund, reserve fund, sinking fund, insurance fund, provident fund or any special or other fund whether for depreciation or for repairing, improving, extending or maintaining any of the properties of the Company or for any other purpose whatsoever conducive to the interest of the Company.

35. To pay all costs charges and expenses of and incidental to the promotion, registration and establishment of the Company

36. To draw, accept and make, endorse, discount and negotiate promissory notes, Cheques, hundis, bills of exchange, bill of lading

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

and other negotiable instruments in connection with the business of the company.

37. To train or pay for the training in India or abroad of any of the Company's officers, employees or any candidate in the interest of or for the furtherance of the company's objects.

38. To make donations to such persons or institutions either in cash or any other assets as may be thought directly or indirectly conducive to any of the Company's objects or otherwise expedient and to provide for the welfare of the Directors, Officers, employees and ex-directors, ex-officers and ex-employees of the Company and wives, widows and families of the dependants or connection of such persons, by building or contributing to the building of houses, dwellings, chawls or by grants of moneys, pension allowances, bonus or other payments or by creating and from time to time subscribing or contributing towards places of excursions and recreation, hospitals and dispensaries medical and other attendance and other assistances as the Company shall think fit and to subscribe or contribute or otherwise to assist or to guarantee in money to charitable, benevolent religious scientific, national or other institutions and objects which shall have any moral, public or other claim to support or aid by the Company either-by the reason of locality of operations or of public and general utility or otherwise subject to provisions of Section 293 A of the Companies Act, 1956.

39. To give to officers, servants or employees of the Company any share or interest in the profits of the Company's business or any branch thereof and whether carried on by means of or through the agency of any subsidiary/ancillary Company or not and for that purpose to enter into any arrangements, the Company may think fit.

40. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory provident, pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pension, allowances or employments or any other pecuniary aid to any persons who are or were at any time in the employment or service of the 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 or who are or were at any time the Directors and Officers of the Company or any such other Company as aforesaid and the wives, widows, families and dependants of any such person, and also establish and subscribe to any institution association, club or funds calculated to the benefit of or to advance the interests and

well-being of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of any such persons and aforesaid and to any of the matter aforesaid either alone or in conjunction with any such Company aforesaid.

41. To provide residential and/or sleeping accommodation for workmen and other and in connection with to afford to such persons facilities and convenience for washing, bathing, cooling, reading and writing and for the purchase, sale and consumption of provisions both liquid and solid and for the safe custody of goods.

42. To refer or agree to refer any claim, demand, dispute or any other question, by or against Company or in which the company is interested or concerned, and whether between the Company and the member or members or their representatives, or between the Company and third parties to arbitration in India and/or at place outside India. and to observe and perform all acts, deeds, matters and things necessary to carry out or enforce the awards/decisions.

43. To remunerate any persons or Company for services rendered or to be rendered in placing or assisting to place or guaranteeing, the placing of, any shares in the Company's Capital or any debentures, debenture stock or other securities of the Company or in or about the formation or promotion of the Company or the acquisition of property by the Company or the conduct of its business.

Other Objects

1. To carry on the business of producers and manufacturers of oxygen, dissolve acetylene, nitrogen, argon, hydrogen, carbon-dioxide, nitrous oxide, freon, carbonic acid and other gases kindred.

2. To carry on the business of manufacturers of refractories, bricks, tiles, pipes, pottery, earthen ware and ceramic products of all kinds

3. To act as consulting agents and management consultants and to prepare project reports and plant layouts and provide technical advice, guidance and supervision in the erection, installations, commissioning, of electric arc furnace and rolling mills and refractory units.

4. To carry on the business of suppliers of electricity for the purpose of the lights, heat, motive power or otherwise and manufacturers of & dealers in apparatus and things required for and capable of being used in connection with the generation, distribution, supply, accumulation,

employment of electricity, atomic power and gas generation and manufacturers of various small scale items, electrical appliances any machinery.

5. To manufacture, deal, import, export in all sorts of electronic goods, instruments and wireless instruments and articles.

6. To carry on the business of stationers, printers, lithographers, electrotypers, photographic printers, photo lithographers, engravers, diesinkers, envelop manufacturers, machine rurales, numerical printers, paper maker, paper bag and account book makers, cardboard manufacturers, type founders, photographers, manufacturers of and dealers.

7. In playing, visiting, railways, festive, complimentary and fancy cards, and valentines dealers in parchments, dealers in stamps agents her the payment dealers in stamp- agents for the payment of stamp and other duties, advertising agent, designers, draft- man, ink manufacturers. pen, ball pen and pencil manufacturers, book sellers, publishers paper manufactures, and dealers in the material used in the manufacture of paper, cabinet makers.

8. To carry on the business and to act as cloth merchants. yarn merchants, traders, commission agent, guarantee brokers. money lenders, financiers, contractors, engineers, mechanics ship owners, carriers or in any capacity and to export, import buy, sell, barter exchange pledge, make advance upon and otherwise deal in gold, nonferrous metals, silvers bullion, stock, shares securities, goods, articles producers seeds and merchandise of all kinds and descriptions whatsoever.

9. To purchase, take on lease, hire and otherwise acquire, maintain and work jute mills, Jute Process, cotton mills, cotton presses, hemp presses, oil, dal and rice mills, ice factories, And other factories, mills, works and plants.

10. To carry on business of carriers by land as well as by water of Passengers, mails, live stocks, jute and other merchandise of every description whatsoever.

11. To open and carry on business of companies, iron foundry work-shop or factories, to build, construct and repair, cargo boats, steam launches, steamers, flats, barges and other vessels of any class or description as also motor cars, motor lorries and mini- buses of all kinds.

12. To carry on the business of electricians, electrical engineers and manufacturers of all kinds of electrical machinery and electrical

apparatus for any purpose whatsoever and to manufacture, sell, supply and deal in accumulators, lamps, meters, Switch-gears, water meters, engines, dynamos batteries, telephone or telegraphic apparatus of any kind and manufacture of and dealers in scientific instruments of any kind.

13. To carry on the business of mechanical engineers and manufacturers of machinery, tool makers, brass founders, metal workers, boiler makers, millwrights, machinists iron and steel makers, iron founders, and converters, smiths. wood-workers, builders, painters, metallurgist, water supply engineers, gas makers, printers, carries and merchants and to buy sell, manufacture, repair, convert, alter, let on hire, and deal in machinery, implements, rolling stock and hardware of all kinds and to carry on any other business (Manufacturing or otherwise) which may seem to the company capable of being conveniently carried on in connection with the above, or otherwise calculated, directly or indirectly carried on in connection with above or otherwise calculated, directly or indirectly, to enhance the value of any of the property and rights of the company for the time being.

14. To prepare, manufacture and produce machineries, plants, tools implements and other articles, whatsoever, used or required by the company in relation or incidental to the above mentioned business or any of them or which the company may think profitable to prepare, manufacture or produce.

15. To build, construct, acquire, purchase, take on lease, give on lease, or on rent any buildings, offices, factories, mills, shops machinery, engines, roadways, which are calculated directly or indirectly to advance the interest of the Company and to join with any person in doing any of these things.

16. To carry on the business of manufacturers, hire purchase and hire out of motor minibuses, motor cars, lorries, taxies and of all kinds of vehicles railway Coaches for transport of persons and goods whether propelled or moved by electricity, atomic energy, oil vapour gas or other method of mechanical power.

17. To carry on the business as proprietors. managers and consultants of hotels, restaurants cafes. road houses, hotel holiday camps, caravan sites apartment house keepers and to buy sell, import, procure, manufacture or otherwise deal in food and food products. Meat, groceries, fruits confectionery wine, spirit alcoholic beverages tobacco, drug suppliers, beverages. linen, furniture and furnishings and other articles required in the said business.

18. To carry on the business of manufacturers, importers, exporters sellers, buyers and dealers, whether as wholesaler or retailers of all kinds of electric motors, cable Rolling Mills. Steel Furniture. Cycle parts, Sewing Machine Parts, Refractories, Ceramics, Chill, Rolls, Auto Parts, Chemicals, Furniture and other goods of all kinds.

19. To act as Suppliers, Brokers, Commission Agents, indenter, and exporters, importers of cycle parts, cycles, auto parts, tractors, scooter parts, sewing machines and its parts, machine tools, agricultural implements, expellers electrical goods, hardware, building materials, hosiery, woollen and Textile goods or garments and all types of yarn, furniture, all kinds of papers, stationery goods and packing materials, engine parts, rubber products, T V sets, utensils, stainless steel products, ship and air craft parts, railway spare parts, oil and lubricants, acids and chemicals, jewellery and gems, drugs and medicines ginning machinery parts, industrial parts, fibre glasses, vanaspati ghee, oils and facts.

20. To deal in raw rubber, synephrine cebine, clay, chemicals and other dye stuff, required in the rubber goods manufacturing industries and to set up factories for the manufacturing of rubber, plastic and fibre moulded goods.

21. To give guarantee for the repayment of any loan or taken or securities issued by any person, firm, company/ and the Payment of interest thereof.

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 Every member of the company undertakes to contribute:

(i) to the assets of the company in the event of its being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the company or of such debts and liabilities as may have been contracted before he ceases to be a member; and

(ii) to the costs, charges and expenses of winding up (and for the adjustment of the rights of the contributories among themselves), such amount as may be required, not exceeding * rupees.

(iii) The share capital of the company is rupees, divided into

5500000	Equity Share	Shares of	10	Rupees each	
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Attachments

First Subscriber (s) sheet

subs sheet MOA.pdf

Declaration

Pursuant to resolution no. dated, I, on the behalf of Board of Directors, declare that following amendments have been adopted in Memorandum of Association:

Main Objects

4. To carry on the business of hotel, restaurant, cafe, confectionery, snack bars, catering and others in and outside India (self operation on sale basis as well as lease basis) under own brand or in agreement with any other brand.
5. To carry on the business of construction, builders, contractors, engineers, colonizers, town planners, surveyors, values, appraisers, decorators, furnishers, manufacturers of prefabricated and precast houses / villas, residential complexes, residential flats, malls, commercial complexes, multi storied buildings etc. and also to act as manufacturers, importers, exporters, buyers, sellers, repairers, stockists and otherwise dealers of all type of plant, equipment, machinery, spare part and accessories required in connection therewith.

*
V. The Authorised Share Capital of the Company is Rs. 15,50,00,000 /- (Rupees Fifteen Crores Fifty Lakhs Only) divided into 1,55,00,000 (One Crore Fifty-Five Lakh) equity shares of Rs. 10/- (Rupees Ten Only) each, with the power to the Board to increase or reduce the capital of the Company and/or the nominal value of the shares and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions with or without voting rights, as may be determined by or in accordance with the Articles of Association of the Company or as may be decided by the Board of Directors or the Company in General Meeting, as applicable in conformity with the provisions of the Act and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions and to consolidate or sub-divide the shares and to issue share of higher or lower denominations in such manner as may for the time being be provided by the Articles of Association of the Company.

To be digitally signed by

Name

GIRISH KAPOOR

Designation

Director

DIN

01870917

DSC