

**The Companies Act, 2013**

**Public Company Limited by Shares**

*Memorandum*

*and*

*Articles of Association*

*of*

**VEDANT FASHIONS LIMITED**



सत्यमेव जयते  
 प्राकृत्यं आईं आरं  
 Form I. R.

निगमन का प्रमाण-पत्र

**CERTIFICATE OF INCORPORATION**

तां ..... को संं .....  
 CIN No. **U 51311 WB 2002 PTC 94677**

..... of Date **2002**

मैं एतद्वारा प्रमाणित करता हूँ कि आज .....

कम्पनी अधिनियम 1956 (1956 कां० 1) के अधीन निगमित की गई है और वह कम्पनी परिसीमित है।

I hereby certify that **Vedant Fashions Private Limited.**

is this day incorporated under the Company Act, 1956 (No. 1 of 1956) and that the Company is limited.

मेरे हस्ताक्षर से आज तां ..... को दिया गया।

Given under my hand at Calcutta this **Twentyfourth**  
 day of **May**, two thousand **Two.**



  
 ( D. BANDOPADHYAY. )

कम्पनियों का रजिस्टार  
 पश्चिम बंगाल  
 D.Y. Registrar of Companies  
 West Bengal

**Certificate of Incorporation Consequent upon conversion to Public Limited Company**



**GOVERNMENT OF INDIA**  
MINISTRY OF CORPORATE AFFAIRS

Registrar of companies, Kolkata  
Nizam Palace, 2nd MSO Building 2nd Floor, Kolkata, West Bengal, India, 700020

Corporate Identity Number: U51311WB2002PLC094677

Fresh Certificate of Incorporation Consequent upon Conversion from Private Company to Public Company

IN THE MATTER OF VEDANT FASHIONS PRIVATE LIMITED

I hereby certify that VEDANT FASHIONS PRIVATE LIMITED which was originally incorporated on Twenty fourth day of May Two thousand two under the Companies Act, 1956 as VEDANT FASHIONS LIMITED and upon an intimation made for conversion into Public Limited Company under Section 18 of the Companies Act, 2013; and approval of Central Government signified in writing having been accorded thereto by the RoC - Kolkata vide SRN T34940635 dated 25.08.2021 the name of the said company is this day changed to VEDANT FASHIONS LIMITED.

Given under my hand at Kolkata this Twenty fifth day of August Two thousand twenty-one.



Vineet Rai

Registrar of Companies

RoC - Kolkata

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

VEDANT FASHIONS LIMITED  
Paridhan Garment Park, 19 Canal South Road, SDF-1, 4th Floor, A501-  
A502, Kolkata, West Bengal, India, 700015



**THE COMPANIES ACT, 2013**  
**(PUBLIC COMPANY LIMITED BY SHARES)**  
**Memorandum of Association**  
**OF**  
**VEDANT FASHIONS LIMITED**

- I. The name of the Company is **VEDANT FASHIONS LIMITED**.
- II. The Registered Office of the Company will be situated in the State of West Bengal.
- III. The objects for which the Company is established are :-

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

1. To acquire and takeover the whole or any part of Goodwill, Business, concern, Property, Rights, Assets and Liabilities of Proprietorship Business now carried on under name and style of Vedant Creation of Shyam Kunj, 12C Lord Sinha Road, Block AB, Flat 2A /2, 2nd Floor, Kolkata-700071, west Bengal, with all the assets and liabilities of that business in connection therewith and with a view thereto to enter into the agreement and to carry on all such business as done by the above said firm.
2. To carry on the business as manufacturers, designers, traders, dealers, wholesalers, agents, distributors, consigners, consignee, commission agent, retailers, combiners, job work, scourers, spinners, weavers, finishers, dyers, tailors and drapers, cutters, Import and export of all garments including ethnic wears and related accessories of gentlemen, ladies and children and products like under-garments, handkerchiefs, scarfs, ribbons, gloves, socks, nylon, caps, headdresses, garters, towels, linens, sheets, bed covers, sportswear, sport gear, and accessories made of all fabrics viz. cotton, woolen, silk, terene, terry-cotton, linen and such fabrics which may come into market as an advent of scientific development and suitable for manufacture of garments, industrial and furnishing cloth and printing, knitting, dyeing and coloring of all kinds of fabrics and yarn, silk house and to carry on any business in any way connected therewith and in this connection to open and operate show rooms, departmental stores or any other retail outlets.

For Vedant Fashions Limited

**(B) OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECT:**

1. To purchase, acquire, build, construct, alter, maintain, enlarge, equip, pull down, remove or replace, and to work, manage and control any buildings, offices, factories, mills, laboratories, shops, machinery, equipment, apparatus, engines, roadways, trolley ways, reservoirs, water-courses, electric works and other works and conveniences, which may seem calculated directly or indirectly to advance the main objects of the Company and to join with any other person or body corporate in doing any of these things.
2. To import and purchase any machinery, implement, apparatus, equipment, material, articles and stores and to do all things for developing the property and resources of the estates and land in such a manner as the Company may think best.
3. To purchase, take on lease, or tenancy or in exchange, hire, take options over or otherwise acquire of any estate or interest whatsoever and to hold, develop, plan, improve, work, cultivate, deal with and turn to account, concessions, grants, decrees, licences, privileges, claims, options, lease, property real or personal, rights or powers of any kind which may be appear to be necessary or convenient for attaining the main objects of the Company and to purchase, charter, hire, build or otherwise acquire crafts, cars, vans or vehicles of any description and to employ the same in the business of the Company.
4. To acquire from any person, firm or body corporate or unincorporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, layouts and blue prints useful for the design, erection and operation of plant, machinery or apparatus required for attaining the main objects of the Company and to acquire any grant or license and other rights and benefits in connection therewith.
5. To do other things ancillary to main business that may seem to the Company capable of being conveniently carried on in connection with the main objects or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights of which it may be advisable to undertake with a view to improving, developing, rendering valuable or turning to account any property, real or personal belonging to the company or in which the company may be interested and to do all or any of the above things, either as principles, agents, trustees, contractors or otherwise and either alone or in conjunction with other and either by or through agents, subcontractors, trustees or otherwise.
6. To sell, exchange, mortgage, let out on lease, royalty or tribute, grant licences, easements, options and other rights over and in any other manner deal with or dispose of the whole or any part of the undertaking property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for stocks, shares, whether fully or partly paid up, or securities of any other Company.
7. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full or in part or otherwise.

For Vedant Fashions Limited

8. To lend and advance money out of the surplus fund of the company not immediately required either with or without security and give credit to such persons (including Government) and upon such terms and conditions as the Company may think fit but not amounting to Banking business, as defined under the Banking Regulation Act, 1949.
9. To undertake commercial obligations, transactions and operations for achievement of the main objects of the Company.
10. To guarantee the performance of any contract or obligation of and the payment of money unsecured or secured of and interest on, any debenture, debenture-stock or securities of any company, corporation, firm or person in any case in which guarantee may be considered likely, directly or indirectly to further the main objects of the Company to and in the above context to act as sureties.
11. To invest any money of the Company out of the surplus fund not immediately required in such investments as may be thought proper.
12. Subject to the provisions of law in force and the rules framed there under and directives issued by R.B.I, for the time being, to receive money on loan and borrow, or raise money in such manner as the Company shall think fit, and in particulars by the issue of debentures, or debenture stock ,perpetual or otherwise and to secure the payment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the property or assets of the Company (both present and future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company or any obligation undertaken by the Company or any other person or company as the case may be but not amount to Banking business, as defined under the Banking Regulation Act, 1949.
13. To open any account in any bank and to draw, make, accept, endorse, discount, negotiate, execute and issue bills of exchange, promissory notes, bills of lading, warrants debentures and other negotiable or transferable instruments or securities.
14. To apply for purchase or otherwise acquire and project, prolong and renew in any part of the world, any patents, patents rights, trade mark, designs, licences, protections, concessions and the conferring of any exclusive or non-exclusive or limited rights to their use of any secret or other information as to any invention, process or privilege which may seem capable or being used for-any of the purpose of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop, grant licences or privileges in respect of or otherwise turn to account the property, rights and information acquired.
15. To expend money experimenting on and testing and in improving or seeking to improve any patents, rights, invention, discoveries, process or information of the Company or which the Company may acquire or propose to acquire.

For Vedant Fashions Limited

16. To establish, provide, maintain and conduct research and other laboratories, training colleges, schools and other institutions for the training, education and instruction of students and others who may desire to avail themselves of the same and provide for the delivery and holding of lectures, demonstrations, exhibitions, classes, meetings and conferences in connection therewith.
17. To acquire and undertake all or any part of the business property and liabilities of any person or company carrying on or proposing to carry on any business which this Company is authorised to carry on or possessed of property, suitable for the purpose of the Company or which can be carried on in conjunction therewith or which is capable of being conducted so as directly to benefit the Company.
18. To procure the registration or recognition of the Company in, or under the laws of any place outside India and to open branches of the Company at any place whether in India or outside India.
19. To form, incorporate or promote any company or companies whether in India or elsewhere having amongst its or their objects, the acquisition of all or any of the assets or objects within the opinion of the Company or any other object or objects which could or might directly or indirectly assist the Company in the development of its properties or otherwise prove advantageous to the Company and to pay all of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered.
20. Subject to the provisions of the Companies Act, 2013, or any re-enactment thereof for the time being in force, to amalgamate with company, companies or to enter into partnership or into any arrangement for sharing profits, union of interests, co-operation, joint venture or reciprocal concession with any person or persons, company or companies carrying on or engaged in any business or transaction which the Company is authorized to carry on or engage in or which can be carried on in connection therewith or which is capable of being conducted so as directly or indirectly benefit the Company.
21. To enter into any arrangements and to take all necessary or proper steps with Governments or with other authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interest and to carry on any negotiations or operations for the purpose, directly or indirectly carrying out the objects of the Company or effecting any modifications in the constitution of the Company or furthering the 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 interests 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 interest of the Company and to oppose and resist whether directly or indirectly, any legislation which may seem disadvantageous to the Company and to obtain from any such Government

authority or any company by lawful means any charters, contracts, decrees, rights, grants, loans, privileges or concessions which the Company may think fit and desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.

22. To adopt such means of making known the products of the Company as may seem expedient and in particular by, advertising in the press or any other media by purchase, exhibition or reproduction of works of art or interest, by publication of books, pictures and periodicals in print or electronic media or otherwise and by granting prizes, rewards and donations, or in such other manner as the Company may deem desirable.
23. To undertake and execute any trust, the undertaking of which may seem to the Company desirable, either gratuitously, or otherwise and vest any real or personal property, rights or interest acquired by or belonging to the Company in any person or Company on behalf or for the benefit of the Company and with or without any declared trust in favour of the Company.
24. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension, of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce generally and particularly with the trade including any association, institution or fund for the protection of the interest of masters, owners and employers against loss by the debts, strikes, culminations, fire, accidents or otherwise or for the benefit of any clerks, workman or others at any time employed by the Company or any of its predecessors in business or their families or dependents and whether or not in common with other persons or classes of persons and in particular or friendly co-operatives and their societies, reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, churches, chapels, temples, schools and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose whatsoever.
25. To aid pecuniary or otherwise any association, body or movement having for an object the solution, settlement, or surmounting of industrial or labour problems or troubles or the promotion of industry or trade.
26. Subject to provisions of the Companies Act, 2013 to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, subject to the compliance of Central and State laws.
27. 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 donations, gratuities, pensions, allowances or emoluments to any person 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 company, or who are or were at any time Directors or officers of the Company or any such other company as aforesaid, and the wives, widows, families and dependents, of any such person, and also establish and subscribe to any institutions, associations, clubs or funds



calculated to be for the benefit of or to advance the interest 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 person as aforesaid and do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid, subject to the compliance of Central and State laws.

28. Subject to the provisions of any law for the time being in force to distribute among the members any property of the Company, or any proceeds of sale or disposal of any property of the Company in the event of winding up.
29. To undertake, carry out, promote and sponsor rural development including any programme for promoting the social and economic welfare of, or the uplift of the people in any rural area and to incur an expenditure on any programme of rural development and assist execution of any promotion thereof, either directly or through any independent agency or in any other manner. Without prejudice to the generality of the foregoing "programme for rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the people in any rural area which the Directors consider it likely to promote and assist rural development and that the words "rural area" shall include such area as may be regarded as rural areas under the Income Tax Act, 1961, or any other law relating to rural development for the time being in force or as may be regarded by the Directors as rural areas and the Directors may at their discretion, in order to implement any of the above mentioned objects or purposes, transfer without consideration or at such fair or concessional value as the Directors may think fit and divest the ownership of any property of the Company to or in favour of any public or Local body or authority or Central or State Government or any Public Institutions of Trust or Fund as the Directors may approve.
30. To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging what the Directors may consider to be social responsibilities of the Company to the public or any section of the public as also any activity which the Directors consider likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and in such manner and by such means as the Directors may without prejudice to the generality of the foregoing, undertake carry out, promote or sponsor any activity for publishing any books, literature, newspaper or for organizing lectures or seminars likely to advance these objects or for giving merit awards scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies for academic pursuits or research and for establishing, conducting or assisting any institutions, funds, trusts etc. having any one of the aforesaid objects or purpose, transfer without consideration or at such fair or concessional value as the directors may think fit and divest the ownership of any property of the Company to or in favour of any public or local body property or authority or Central or State Government or any public institutions or trusts or funds as the directors may approve.
31. To distribute, repair, alter, improve, exchange, let out on hire, and deal in all factories, works, plant, machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things, capable of being used in any business which this company is competent to carry on or which may seem capable of being profitably deal with in connection therewith and to

For Vedant Fashions Limited

distribute, experiment with, render marketable and deal in all products or residual and by-products incidental to or obtained in any of the businesses carried on by the company and to do all such other things as may be deemed incidental or conducive to the attainment of the main objects of the Company or any of them.

**(C) THE OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED ARE:**

1. To manage land, building and other properties whether belonging to the Company or not and to collect rents and income and to supply tenants and occupiers and others refreshments, attendance, light, waiting rooms, teaching rooms, meeting rooms electric conveniences and other advantages.
  2. To carry on in India or elsewhere the business of builder, contractors, designers, architects, decorators, furniture, consultants, constructors and brokers of all types of building and stationeries including houses, flats, apartments, offices, godowns, wine shops, shops, factories, sheds, hospitals, hotels, holiday resorts, shopping cum residential complexes, and to develop, erect, install, alter, improve, add, establish, renovate, recondition, repair, demolish, remove, replace, maintain manage, buy, sell, lease or let on hire, commercialized and to purchase, sell or deal in all types of movable or immovable properties for developments, investments, or for resell and to act as buyer, seller, importer, exporter, agent, distributor, stockiest or otherwise to deal in all types of raw materials, goods, fittings, parts, accessories.
- IV. The liability of members is limited.
- V. The Authorised Share Capital of the Company is ₹ 30,10,00,000\* (Indian Rupees Thirty Crores Ten Lakhs only) divided into 30,10,00,000 (Thirty Crores Ten Lakhs only) equity shares of ₹ 1 (Indian Rupee One only) each with power to classify or reclassify, increase and reduce the capital of the Company or to divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges or condition as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company and the legislative provisions for the time being in force.

*Resolution passed in the Extraordinary general meeting held on 27th June 2002 to increase the Authorised Capital from Rs.10,00,000/- divided into 1,00,000 Equity shares of Rs.10 Each to Rs.50,00,000 divided into 5,00,000 shares of Rs.10 Each.*

*Resolution passed in the General meeting held on 12th January 2004 to increase the Authorised Capital from Rs.50,00,000/- divided into 5,00,000 Equity shares of Rs.10 Each to Rs.75,00,000/- divided into 7,50,000 shares of Rs.10 Each.*

*Resolution passed in the General meeting held on 1st March 2005 to increase the Authorised Capital from Rs.75,00,000/- divided into 7,50,000 Equity shares of Rs.10 Each to Rs.1,50,00,000/- divided into 15,00,000 Equity shares of Rs.10 Each.*

*Resolution passed in the General meeting held on 1st March 2005 to increase the Authorised Capital from Rs.1,50,00,000/- divided into 15,00,000 Equity shares of Rs.10 Each to Rs.3,00,00,000/- divided into 30,00,000 Equity shares of Rs.10 Each.*

*Resolution was passed in the General meeting held on 12th December 2006 to increase the Authorised Capital from Rs.3,00,00,000/- divided into 30,00,000 shares of Rs.10 each to Rs.10,00,00,000/- divided into 1,00,00,000 Equity shares of Rs.10 Each.*

*Resolution was passed in the General meeting held on 31st March 2009 to increase the Authorised Capital from Rs.1,00,00,000/- divided into 1,00,00,000 shares of Rs.10 each to Rs.12,00,00,000/- divided into 1,20,00,000 shares of Rs.10 Each.*

*Resolution was passed in the Extraordinary General Meeting held on 10th July, 2017 to increase the Authorised Capital from Rs. 12,00,00,000/- divided into 1,20,00,000 shares of Rs.10 each to Rs.15,00,00,000/- divided into 1,50,00,000 shares of Rs.10 Each.*

*Amended as per Shareholders Resolution passed at Extraordinary General Meeting of the Company held on 22nd November, 2017 (sub-division of each Equity Share having Face value of Rs 10/- (Rupees Ten only) into 5 (Five) Equity Shares of Face value of Rs 2/- (Rupees Two only) each fully paid-up and consequently.*

*Amended as per Shareholders Resolution passed at Extraordinary General Meeting of the Company held on 22nd November 2017.*

*Amended as per the Final Order passed by the National Company Law Tribunal of Kolkata Bench, dated 25<sup>th</sup> September, 2018, in the matter of amalgamation of (erstwhile) Vedant Fashions Private Limited with Rainbow Iron & Steel Suppliers Private Limited.*

*\*Amended as per the Shareholders Resolution passed at Extraordinary General Meeting held on 16<sup>th</sup> July, 2021.*

We the several persons, whose names and addresses are given hereunder, are desirous of being formed into a company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the capital of the company set opposite to our respective names.

Signature Full Names, Addresses Father/ Husband Name and Occupation of Subscribers	Number of equity shares taken by each subscribers	Signature, Full Names, Addresses and description, Occupation of witness
<p><b>1. RAVI MODI</b> S/o, D.N.Modi 12C, Lord Sinha Road Shyam Kunj, Block A/B, Flat 2A/2, 2<sup>nd</sup> Floor Kolkata – 700 071 Business</p>	<p>5,000 (Five Thousands)</p>	
<p><b>2. SHILPI MODI</b> W/o, Ravi Modi 12C, Lord Sinha Road Shyam Kunj, Block A/B, Flat 2A/2, 2<sup>nd</sup> Floor Kolkata – 700 071 Business</p>	<p>5,000 (Five Thousands)</p>	<p>Witness to all the Signatories:- <b>SANJAY KUMAR DAS</b> S/o, Sri Sanat Das 23B, N.S.Road, Kolkata- 700 001 Business</p>

Kolkata, dated 21<sup>st</sup> day of May, 2002

For Vedant Fashions Limited