

THE COMPANIES ACT, 1956

(COMPANY LIMITED BY SHARES)

Memorandum

And

Articles of Association

OF

DENIM DEVELOPERS LIMITED

For- Denim Developers Limited
Jaya.
Director

For- Denim Developers Limited
[Signature]
Director

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, पश्चिम बंगाल

नाम परिवर्तन के पश्चात नया निगमन प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L36101WB1969PLC115504

मैसर्स ORIENTAL VINYLs LIMITED

हैं मानते थे, मैं एतद्वारा सत्यापित करता हूँ कि मैसर्स
ORIENTAL VINYLs LIMITED

जो मूल रूप में दिनांक पंद्रह अक्टूबर उन्नीस सौ उनहत्तर को कम्पनी अधिनियम, 1956 (1956 का 1) के अंतर्गत मैसर्स
UNIVERSAL PLAST LIMITED

के रूप में निगमित की गई थी, ने कम्पनी अधिनियम, 1956 की धारा 21 की शर्तों के अनुसार विधिवत आवश्यक विनिश्चय पारित करके तथा
लिखित रूप में यह सूचित करके की उसे भारत का अनुमोदन, कम्पनी अधिनियम, 1956 की धारा 21 के साथ पठित, भारत सरकार, कम्पनी कार्य
विभाग, नई दिल्ली की अधिसूचना सं. सा. का. नि. 507 (अ) दिनांक 24.8.1985 एस.आर.एन. A72116544 दिनांक 21/12/2009 के द्वारा
प्राप्त हो गया है, उक्त कम्पनी का नाम आज परिवर्तित रूप में मैसर्स
DENIM DEVELOPERS LIMITED

हो गया है और यह प्रमाण-पत्र, कथित अधिनियम की धारा 23(1) के अनुसरण में जारी किया जाता है।

यह प्रमाण-पत्र, मेरे हस्ताक्षर द्वारा कोलकाता में आज दिनांक इक्कीस दिसम्बर दो हजार नौ को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, West Bengal

Fresh Certificate of Incorporation Consequent upon Change of Name

Corporate Identity Number : L36101WB1969PLC115504

In the matter of M/s ORIENTAL VINYLs LIMITED

I hereby certify that ORIENTAL VINYLs LIMITED which was originally incorporated on Fifteenth day of October
Nineteen Hundred Sixty Nine under the Companies Act, 1956 (No. 1 of 1956) as UNIVERSAL PLAST LIMITED
having duly passed the necessary resolution in terms of Section 21 of the Companies Act, 1956 and the approval of
the Central Government signified in writing having been accorded thereto under Section 21 of the Companies Act,
1956, read with Government of India, Department of Company Affairs, New Delhi, Notification No. G.S.R 507 (E)
dated 24/06/1985 vide SRN A72116544 dated 21/12/2009 the name of the said company is this day changed to
DENIM DEVELOPERS LIMITED and this Certificate is issued pursuant to Section 23(1) of the said Act.

Given under my hand at Kolkata this Twenty First day of December Two Thousand Nine.



(SWADHIN BARUA)

उप कम्पनी रजिस्ट्रार / Deputy Registrar of Companies
पश्चिम बंगाल
West Bengal

कम्पनी रजिस्ट्रार के कार्यालय में उपलब्ध पत्रधार का पता :
Mailing Address as per record available in Registrar of Companies office:

DENIM DEVELOPERS LIMITED
P-27 PRINCEP STREET, 3RD FLOOR,
KOLKATA - 700072,
West Bengal, INDIA

For- Denim Developers Limited

Director

For- Denim Developers Limited

Director



FRESH CERTIFICATE OF INCORPORATION CONSEQUENT ON CHANGE OF NAME

In the Office of the Registrar of Companies West Bengal
[Under the Companies Act, 1956 (1 of 1956)]
IN THE MATTER OF* UNIVERSAL PLAST LIMITED

I hereby certify that Chowdhury Plast Private Limited, which was originally incorporated on 15th day of October 1969 under the Companies Act, 1956 and under the name Universal Plast Limited having duly passed the necessary resolution in terms of section 21 of Companies Act, 1956, and the approval of the Central Government signified in writing having been accorded thereto in the Department of Company Affairs.

Regional Director Eastern Region letter No. RD/T/5638 dated 15th, March 1984. the name of the said Company is this day changed to Oriental Vinyls Limited and this certificate is issued pursuant to section 23 (1) of the said Act.

Given under my hand at Calcutta this day of 22nd March, 1984. (One thousand nine hundred Eighty four.)

Sd/-
Asstt. Registrar of Companies,
West Bengal.

For- Denim Developers Limited
[Signature]
Director

For- Denim Developers Limited
[Signature]
Director



P. 16-27586

**FRESH CERTIFICATE OF INCORPORATION CONSEQUENT
ON CHANGE OF NAME**

In the Office of the Registrar of Companies, West Bengal
[Under the Companies Act, 1956 (1 of 1956)]

IN THE MATTER OF * M/s Chowdhury Plast Limited
96 Garden Reach Road, Calcutta-700023

I hereby certify that Chowdhury Plast Limited,
which was originally incorporated on 15th day of October 1969
under the ~~Companies~~¹⁹⁵⁶ Act and under the name Chowdhury Plast Limited,
having duly passed the necessary resolution in terms of section 21/22 (1) (a)/22 (1) (b) of Companies Act,
1956, and the approval of the Central Government, signified in writing having been accorded thereto in
Law, Justice and Company Affairs Department of Company Law Administration Affairs (C.L.B.)
the Ministry of Commerce and Industry, Regional Director Eastern Region
letter No. RD/7/3966 dated 5th November 1973
the name of the said company is this day changed to Universal Plast
Limited and this certificate is issued pursuant to section 23 (1) of the said Act.

Given under my hand at Calcutta ^{9th} this day of November 1973.
(One thousand nine hundred Seventy three) 7



Chow
Registrar of Companies.
WEST BENGAL

For- Denim Developers Limited
Jay Director

For- Denim Developers Limited
J Director

भारत सरकार-कॉर्पोरेट कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, पश्चिम बंगाल

कम्पनी अधिनियम, 1956 की धारा 18 (1) (क)

उद्देश्य-खंडों में परिवर्तन की पुष्टि हेतु विशेष विनिश्चय के पंजीकरण का प्रमाण-पत्र

कॉर्पोरेट पहचान संख्या : L36101WB1969PLC115504

मैसर्स DENIM DEVELOPERS LIMITED

के अंशधारकों ने दिनांक 03/12/2009 को आयोजित की गई वार्षिक / असाधारण बैठक में एक विशेष विनिश्चय पारित करके कम्पनी अधिनियम, 1956 (1956 का 1) की धारा 18 (1) का अनुपालन करते हुए अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है।

मैं, एतद्वारा सत्यापित करता हूँ कि उक्त विशेष विनिश्चय की प्रतिलिपि, यथा परिवर्तित संगम-ज्ञापन के साथ, आज पंजीकृत कर ली गई है।

मेरे हस्ताक्षर द्वारा कोलकाता में यह प्रमाण-पत्र, आज दिनांक बारह जनवरी दो हजार दस को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF CORPORATE AFFAIRS
Registrar of Companies, West Bengal

SECTION 18(1)(A) OF THE COMPANIES ACT, 1956

Certificate of Registration of the Special Resolution Confirming Alteration of Object
Clause(s)

Corporate Identity Number : L36101WB1969PLC115504

The share holders of M/s DENIM DEVELOPERS LIMITED having passed Special Resolution in the Annual/Extra Ordinary General Meeting held on 03/12/2009 altered the provisions of its Memorandum of Association with respect to its objects and complied with the Section (18)(1) of the Companies Act, 1956 (No. 1 of 1956).

I hereby certify that the said Special Resolution together with the copy of the Memorandum of Association as altered has this day been registered.

Given under my hand at Kolkata this Twelfth day of January Two Thousand Ten .

(DEBASISH BANDOPADHYAY)

कम्पनी रजिस्ट्रार / Registrar of Companies
पश्चिम बंगाल
West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

DENIM DEVELOPERS LIMITED
P-27 PRINCEP STREET, 3RD FLOOR,
KOLKATA - 700072,
West Bengal, INDIA

For- Denim Developers Limited

Director

For- Denim Developers Limited

Director



भारत सरकार-कम्पनी कार्य मंत्रालय
कम्पनी रजिस्ट्रार कार्यालय, पश्चिम बंगाल

कम्पनी अधिनियम, 1956 की धारा 18(3)
राज्य परिवर्तित करने के संबंध में, कम्पनी विधि बोर्ड के आदेश के पंजीकरण से संबंधित प्रमाण-पत्र

कार्पोरेट पहचान संख्या : L36101WB1969PLC115504

मैसर्स ORIENTAL VINYLs LIMITED

ने अपने विशेष विनिश्चय द्वारा, इसके पंजीकृत कार्यालय को पंजाब राज्य से पश्चिम बंगाल राज्य में स्थानान्तरित करने के निमित्त अपने संगम-ज्ञापन के प्रावधानों में परिवर्तन कर लिया है और इस परिवर्तन की पुष्टि

Northern Region, Delhi

के दिनांक 13/02/2007 के आदेश द्वारा किए जाने पर,

मैं, यह सत्यापित करता हूँ कि उक्त आदेश की सत्यापित प्रतिलिपि को आज पंजीकृत कर लिया गया है।

मेरे हस्ताक्षर द्वारा कोलकाता में, यह प्रमाण-पत्र, आज दिनांक चार मई दो हजार सात को जारी किया जाता है।

GOVERNMENT OF INDIA - MINISTRY OF COMPANY AFFAIRS
Registrar of Companies, West Bengal

SECTION 18(3) OF THE COMPANIES ACT, 1956
Certificate of Registration of Company Law Board order for Change of State

Corporate Identity Number : L36101WB1969PLC115504

M/s ORIENTAL VINYLs LIMITED having by special resolution altered the provisions of its Memorandum of Association with respect to the place of the Registered Office by changing it from the state of Punjab to the West Bengal and such alteration having been confirmed by an order of Northern Region, Delhi bearing the date 13/02/2007.

I hereby certify that a certified copy of the said order has this day been registered.

Given under my hand at Kolkata this Fourth day of May Two Thousand Seven.

(DEBASISH BANDOPADHYAY)

कम्पनी रजिस्ट्रार / Registrar of Companies

पश्चिम बंगाल

West Bengal

कम्पनी रजिस्ट्रार के कार्यालय अभिलेख में उपलब्ध पत्राचार का पता :

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

ORIENTAL VINYLs LIMITED

COMMERCIAL POINT, ROOM NO.406, 79, LENIN SARANI,

KOLKATA - 700013,

West Bengal, INDIA

For- Denim Developers Limited


Director

For- Denim Developers Limited


Director

Memorandum of Association
OF
DENIM DEVELOPERS LIMITED

I. The name of the Company is DENIM DEVELOPERS LIMITED.

**II The Registered Office of the Company will be situated in the State of Rajasthan

III. The Objects for which the Company is established are —

(a) Main Objects to be pursued on incorporation :

1. To carry on the business to acquire by Purchase, lease, exchange, hire or otherwise develop or operate land, building and hereditaments of any tenure or description including agricultural, land, mines, quarries, tea or coffee gardens, farms, garden, orchards, groves, plantation and any estate or interest therein and any right over or connected with land and building so situated or to turn the same to account as may seem expedient and in particular by preparing building sites and by constructing, reconstructing, altering, improving, decorating, furnishing and maintaining hotels, rooms flats, entertainment centres, multiplex complexes, convention halls, exhibition centres, club houses, resorts, shopping malls, houses, restaurants, bars, markets, shops, workshops, mills, factories warehouses, cold storages, wharves, godowns, offices, hostel, gardens, swimming pools, play ground, buildings, work and conveniences of all kinds by leasing, hiring or disposing of the same to manage land, building, work and conveniences of all kinds by leasing to the Company or not, and to collect rent and income, and to supply tenants and occupiers, and other refreshments, attendance, light, waiting rooms, reading rooms, meeting rooms, electric conveniences and other advantage.

(Inserted at the EGM held on 3/12/2009)

2. To carry on real estate business and construction business acquire by purchase, lease exchange, invest deal hire or otherwise act as brokers and agents, develop or operate land, buildings and hereditaments of any tenure or description and any estate or interest therein, and any right over to or connected by land buildings so situated and develop or to run the same to account as may seem expedient and in particular by preparing building sites and purchase and sale of lands and/ or building and owing buying, selling hiring, letting, sub-letting, maintaining allotting, transferring allotment, administering, dividing and sub-dividing holding and by construction re-constructing altering improving, decorating, furnishing and maintaining hotels, rooms, inns, flats, houses apartments, restaurants, bars, resorts, clubs, convention & exhibition halls, cinema houses, markets, shops, workshops, mills, factories, warehouses cold storages, wharves, godowns offices, safe deposit vault, hostels, gardens, swimming pools, playground, buildings, immovable property of any kind works and conveniences of all kinds, and by leasing, hiring, letting, or disposing of the same and to act as broker and commission agents in real estate business and to act as a general contractor, sub contractor, sub contractor and to do any construction manufacturing, building, road, making, engineering and all other kinds and description whatsoever for any person, firms, AOP, society, company, public body, government, army, navy, railway, etc. by the Company itself or in partnership at will. Such company or individuals, or person as may be thought fit by the directors.

(Inserted at the EGM held on 3/12/2009)

(B) Objects incidental or ancillary to the attainment of the main objects :

1. To manufacture, buy, sell, or otherwise deal in all types of plastic woollen and synthetic yarn and for that purpose to set up and construct factories, buildings, instal machineries.
2. To carry on business as importer and exporter of synthetic yarn, woollen yarn, wool, raw materials for shoddy yarn, machines, tools, nylon yarn or other fabrics.

For- Denim Developers Limited

 Director

For- Denim Developers Limited

 Director

3. To buy, sell, import, export and otherwise deal in (as wholesalers and/or retailers) and produce, manufacture, process and otherwise treat all sort of Acids, chemicals pharmaceuticals, drugs, distillery products, spirits, alcohol, and any other forest, agricultural or mineral products, as may be necessary for the purposes of Company.
4. To manufacture, buy, sell, import and export and otherwise deal in papers, machineries, card-boards, card-board boxes, wooden-boxes and cases, all-kinds of labels, marks packing materials, tools, implements, needles, utensils and other substances, materials and commodities deemed necessary or convenient for carrying on all or any of the main objects stand in Memorandum.
5. To carry on in India or elsewhere, the business usually carried on by Factories, Wharfingers, Ware-house keepers, Exporters, Importers, Contractors, Carriers, Licensed Victuallers, as may necessary for the purpose of the Company.
6. To carry on the business of bleaching washing, cleaning, printing, colouring, calico-printing and otherwise dyeing yarns fabrics and textile goods of all descriptions, as may be suitable for the purpose of the Company.
7. To buy, sell, import, export and otherwise deal in cotton and cotton manufacturers and yarns, silk and silk manufacturers, wool and woollens flax and linens, hamp and hamp manufacturers artificial textile materials and manufacturers and all varieties, to manufacture, buy, sell, import, export and otherwise deal in plants, machines and machine tools of all descriptions that the Company may consider necessary for conductive to or connected with each and every stage of the productive of and profit-earning activities of the company; and to carry on any other trade business commerce or manufacture which the company may deem expedient and fit to be conveniently or profitably carried on by way of extension of or in connection with such business or which in the opinion of the company is calculated directly or indirectly to develop the company's business or any branch or section of it.
8. To acquire by purchase, on lease, hire, exchange and otherwise and to build, equip, grow, cultivate, maintain operate, improve and repair lands, plantations of cotton, silk, and other fibrous materials, gardens, forests, buildings, electric plants, machinery, factories, workshops, godowns, sheds, warehouse, wharves, dock and dock-yards steamers, launches, cargo-beards, jetties, bridges, ropeways, railways and sidings, motor cars, buses, lorries, tractors, gas works, telegraph and telephone and such other services, water-works, cannal, tanks, pools, mines, wuarries, saw-mills, and other rights and properties moveable or immovable and interests and privileges cultured directly or indirectly to promote the objects of the company and to contribute to the expenses of acquiring, constructing, maintaining, developing and improving any such works, estates, rights and properties, as be necessary for the purpose of the Company.
9. To acquire, erect, construct, enlarge, laydown, alter, maintain and equip factories, buildings, works, plant and machinery and such other equipments as may be deemed expedient or necessary for the Company's business.

For- Denim Developers Limited


Director

For- Denim Developers Limited


Director

10. To carry on agency business in all its possible phases including in particular the business usually carried on by buying and selling agents, suppliers and commission agents, with power to open and maintain offices of business in any part of India subject to the provisions of Companies Act, 1956.
11. To manufacture, produce, pile, distil, refine, press, crush, clays, cement, plastic, asphalt, all sorts of chemicals, acids, pharmaceuticals, drugs, distillery products, spirits, alcohol, liquors as may be necessary for the purpose of the Company.
12. To do such other things which the Company is capable of being conveniently or advantageously carried on in connection with express objects of Company or calculated directly or indirectly to enhance the value of the render profitable any of the Company's property or rights.
13. To purchase or otherwise acquire all or any part of the business, property and liabilities of the person or corporation carrying on any business which the company is authorised to carry on or owing any property or assets suitable for the purpose of the Company.
14. To promote, form and constitute firms, companies and associations with objects wholly or partly similar to those of the company and to do all that may be necessary to the accomplishment of such.
15. To promote and establish any of the company for the purpose of acquiring all or any of the property of the company or of advancing directly or indirectly the objects or interest thereof and to take or otherwise acquire and hold share in any such company and to guarantee the payment of any debentures or other securities issued by any such company, subject to provisions of the Companies Act in this regard.
16. To acquire by purchase or otherwise any patents, licences, concession and the like conferring any limited or unlimited right to use, or any secret or other information as to any invention which may seem capable of being used for any of the purposes of the company, and to use, develop or grant licences in respect of, or otherwise turn to accounts, the rights or information so acquired.
17. To acquire by purchase, on lease, on hire, exchange or otherwise and hold any immovable or movable property which the company may deem essential or the convenient with reference to any of the objects of the company, or the acquisition of which is calculated to ensure the interest of the company.
18. To enter into any arrangement with any authorities, Government, Municipal, Local or otherwise that are likely to further the company's objects or any of them.
19. To establish, maintain or and in the establishment and maintenance of societies unions, associations, funds, trusts, and the like, calculated to benefit employees or ex-employees of

For- Denim Developers Limited

[Signature]
Director

For- Denim Developers Limited

[Signature]
Director

the company or their dependents and/or relations and allowances to employees or ex-employees or their dependents or relations and contribute or subscribe money for charitable or benevolent objects.

20. To take or concur in taking all such steps and proceedings that may be found necessary generally to uphold and protect the interest and rights of the company.
21. To take or otherwise acquire and hold shares in any other company or carrying on any business capable of being conducted so as directly or indirectly to benefit the company, subject to provisions of the Companies Act, 1956.
22. To borrow or raise to secure the re-payment with interest, in such manner as the company shall deem proper, and in particular by issue of Bonds, or upon Debentures, Bill of exchange, Promissory Notes or other obligations or Securities charged upon all or any part of the property of the company (both present and prospective) including its uncalled capital and to purchase redeem or repay any such obligations.
23. To draw, make, accept, endorse, discount, execute and issue cheque, bills of exchange, promissory notes, hundies and other negotiable or transferable instruments.
24. To invest moneys of the company not immediately required upon such securities as may from time to time be determined:
25. To lend money to such persons and on such terms as may seem expedient and in particular to customers of and persons having dealing with the company, and to guarantee the performance of contracts by members of or persons having dealing with the company, provided that the company shall not carry on in the business of Banking.
26. To procure the company to be registered or recognised in India and to establish and maintain agencies and branch places of business in any part of the world.
27. To appoint Agents, Sub-Agents, Distributors, and Dealers of the Company in India.
28. To pay any brokerage or commission in any persons in consideration of his or their subscribing or agreeing to subscribe or procuring or agreeing to procure subscriptions whether absolutely or conditionally, for any shares of the company, which brokerage, or commission may be paid either in case of debentures or shares of the company credited as partly or fully paid up, subject to the provisions of the Companies Act, 1956.
29. To distribute any of the company's property among the members of the company in species, subject to the provisions of Section 205 of the Companies Act, 1956.
30. To sell or dispose of the entire undertaking of the company or any part thereof for such consideration as the company may deem proper, and in particular for shares, debentures or securities of any other company, having objects, wholly or partly similar to those of the company.

For- Denim Developers Limited

[Signature]
Director

For- Denim Developers Limited

[Signature]
Director

31. To amalgamate with any other company having objects altogether or in part similar to those of the company.
32. To undertake and execute any trusts and undertaking of which may seem to the company desirable.
33. To draw interest on and to buy sell, exchange endorse or otherwise negotiate and turn to account securities of the Government of India or any Local Government, Port Trust Bonds, Municipal, Corporation Debentures and any or all other similar Government or Quesi Government securities.
34. To pay all or any costs, charges and expenses preliminary and incidental to the promotion, registration and establishment of the company.
35. To act as agents for the investments, loan payment, transmission and collection of money and to purchase, sell, and for improvement, development and management of property, including business concerns, and undertaking.
36. To remunerate any person in the shape of Cash, Commission, allowance, pension, grant, payment of percentages of profits or by allotting any shares or otherwise as may be deemed fit for any services rendered to the company or to advance any amount to any person for any services to be rendered.
87. To do all or any of the above things in any part of the world, either as principals, agents contracts, trustees or otherwise and either along or conjunction with others and by or through agents, sub-contractors, trustees or otherwise.
38. To do all such other things as are incidental or as the company may consider conducive to the attainment of the main objects or any of them.

(C) Other Objects : "NIL".

IV. The liability of the members is limited.

- v. The Authorised Capital of the Company is Rs. 12,50,00,000 (Rupees Twelve Crores fifty lacs only) divided into 1,22,50,000 Equity Shares of Rs. 10/- each and 25,000 9.5% Cumulative Preference Shares of Rs. 100 each with power to increase, reduce or repay the Capital or any portion thereof and to sub-divide, convert and consolidate the same to issue any of these shares in the capital with or subject to any special preferential or qualified rights or conditions with respect to dividends, repayment of capital, voting or otherwise subject to Companies Act, 1956.

For- Denim Developers Limited

 Director

For- Denim Developers Limited

 Director

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 and we respectively agree to take the number of shares in the capital of the company set opposite to our respective names.

Names, addresses and description of subscribers.	Number of shares taken by each subscribers	Name and addresses of witnesses to the signatures.
Santosh Gupta 19, Girish Avenue, Calcutta. .	500 (Five hundred) Equity Shares	Witness for all the Signatures. Kartar Singh Bhola Singh 19, Girish Avenue, Calcutta Service.
R. L. Agarwal 19, Girish Avenue, Calcutta.	500 (Five hundred) Equity Shares	
Raj Gupta 24, Barron Road, New Delhi.	500 (Five hundred) Equity Shares	
Urmil Gupta 19, Girish Avenue, Calcutta.	500 (Five hundred) Equity Shares	
Total	2,000 (Two thousand)	

Dated 29-8-1969.

This is to declare that the contents of Memorandum of Association were read out and explain to Srimati Raj Gupta who understood the same.

Witness: P. Majumder

Joydeb Misra.

For- Denim Developers Limited

Joy Director

For- Denim Developers Limited

Joy Director