



सत्यमेव जयते

**GOVERNMENT OF INDIA  
MINISTRY OF CORPORATE AFFAIRS**

Office of the Central Processing Centre

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

**Certificate of Incorporation pursuant to change of name**

[Pursuant to rule 29 of the Companies (Incorporation) Rules, 2014]

Corporate Identification Number (CIN): **L17120MH1897PLC000163**

I hereby certify that the name of the company has been changed from CENTURY TEXTILES AND INDUSTRIES LIMITED to ADITYA BIRLA REAL ESTATE LIMITED with effect from the date of this certificate and that the company is Company limited by shares.

Company was originally incorporated with the name CENTURY TEXTILE AND INDUSTRIES LIMITED

Given under my hand at ROC, CPC this FIFTH day of SEPTEMBER TWO THOUSAND TWENTY FOUR

Document certified by DS CPC 1

<VIVEK.MEENA@GOV.IN>

Digitally signed by  
DS CPC 1

Date: 2024.09.07 18:52:48 IST

Ibson Shah

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

Central Processing Centre

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

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

ADITYA BIRLA REAL ESTATE LIMITED

'CENTURY BHAVAN'DR ANNIE BESANT ROAD WORLI, NA, MUMBAI- 400025, Maharashtra, India

Note: This certificate of incorporation is in pursuance to change of name by the Company and does not affects the rights and liabilities of stakeholders pursuant to such change of name. It is obligatory on the part of the Company to display the old name for a period of two years along with its new name at all places wherever a Company is required to display its name in terms of Section 12 of the Act. All stakeholders are advised to verify the latest status of the Company and its Directors etc and view public documents of the Company on the website of the Ministry [www.mca.gov.in/MCA21](http://www.mca.gov.in/MCA21)

**For ADITYA BIRLA REAL ESTATE LIMITED**  
(Formerly known as Century Textiles and Industries Ltd.)

  
**Atul Kumar Kedia**  
Company Secretary



**MEMORANDUM OF ASSOCIATION  
OF  
ADITYA BIRLA REAL  
ESTATE LIMITED\***

**WITH  
ARTICLES OF ASSOCIATION  
(As Approved on 28.07.2015)  
Annexed**

\*Changed as per Special Resolution passed on 23.07.2024

**For Century Textiles And Industries Ltd.**



**Managing Director  
DIN: 00040951**

**CERTIFIED TRUE COPY  
For CENTURY TEXTILES AND INDUSTRIES LTD.**



**(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)**

For Century Textiles And Industries Ltd.

Managing Director

CERTIFICATE OF REGISTRY  
OF THE  
MEMORANDUM AND ARTICLES OF ASSOCIATION  
OF  
**THE CENTURY SPINNING & MANUFACTURING COMPANY  
LIMITED**

Under Act No. VI of 1882 of the Legislative Council of India.

I certify that the above Company has been incorporated with limited liability, and that it has  
been this day duly registered pursuant to the provisions of the abovenamed Act.

Dated at Bombay, this 20<sup>th</sup> day of October, 1897.



(Sd.)  
Registrar of Joint Stock Companies,  
Bombay.

For Century Textiles And Industries Ltd.

Managing Director

For Century Textiles And Industries Ltd.

  
Managing Director  
DIN:00040951

CERTIFIED TRUE COPY  
For CENTURY TEXTILES AND INDUSTRIES LTD.

  
(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)



No. 163/TA

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

**IN THE OFFICE OF THE REGISTRAR OF COMPANIES, MAHARASHTRA, BOMBAY.**

**In the matter of \*THE CENTURY SPINNING & MANUFACTURING COMPANY LTD.**

I hereby approve and signify in writing under Section 21 of the Companies Act, 1956 (Act I of 1956) read with the Government of India, Department of Company Affairs Notification No. G.S.R. 507E dated the 24th June 1985 the change of name of the company from THE CENTURY SPINNING & MANUFACTURING COMPANY LTD.

to **CENTURY TEXTILES AND INDUSTRIES LIMITED.**

and I hereby certify that THE CENTURY SPINNING & MANUFACTURING COMPANY LTD.

which was originally incorporated on TWENTIETH day of OCTOBER, 1897 under the \*\*Act No. VI of 1882 of the legislative Council of India. and under the name THE CENTURY SPINNING & MANUFACTURING COMPANY LTD.

having duly passed the necessary resolution in terms of Section 21/22(1)(a)/22(1)(b) of the Companies Act, 1956 the name of the said company is this day changed to

**CENTURY TEXTILES AND INDUSTRIES LIMITED.**

and this certificate is issued pursuant to Section 23(1) of the said Act.

GIVEN UNDER MY HAND AT BOMBAY THIS TWENTY SIXTH DAY OF MAY, 1987  
(One Thousand Nine Hundred Eighty Seven).



Sd/-  
(V. S. GALGALI)  
REGISTRAR OF COMPANIES  
MAHARASHTRA, BOMBAY.

- Note :-
1. \* Here give the name of the company as existing prior to change.
  2. \*\* Here give the name of the Act(s) under which the Company was originally registered and incorporated.

For Century Textiles And Industries Ltd.

Managing Director  
DIN: 00040951

CERTIFIED TRUE COPY  
For CENTURY TEXTILES AND INDUSTRIES LTD.

*(Signature)*  
(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)



# INDEX

Sr. No.		Page
	Certificate of Incorporation	
	Certificate of Incorporation Consequent on change of Name	
	Articles of Association - Abstracts	I to VI
	Memorandum of Association	1
	Preliminary	11
I	Interpretation	11
II	Share Capital and Variation of Rights	13
III	Lien	15
IV	Calls on Shares	17
V	Transfer of Shares	18
VI	Transmission of Shares	21
VII	Forfeiture of Shares	23
VIII	Alteration of Capital	24
IX	Joint Holders	25
X	Capitalisation of Profits	26
XI	Buy-Back of Shares	28
XII	General Meetings	28
XIII	Proceedings at General Meetings	29
XIV	Adjournment of Meeting	30
XV	Voting Rights	31
XVI	Proxy	32
XVII	Board of Directors	33
XVIII	Powers of the Board	36
XIX	Proceedings of the Board	36
XX	Managing Director, Whole-time Director or Executive Director	38
XXI	Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer	39
XXII	The Seal	40
XXIII	Registers	40
XXIV	Dividends and Reserve	41
XXV	Accounts	43
XXVI	Winding Up	43
XXVII	Indemnity and Insurance	44
XXVIII	General Power	44

For Century Textiles And Industries Ltd.

  
Managing Director  
DIN:00040951

CERTIFIED TRUE COPY  
For CENTURY TEXTILES AND INDUSTRIES LTD.

  
(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)

**ABSTRACT  
OF  
ARTICLES OF ASSOCIATION  
OF**

**ADITYA BIRLA REAL ESTATE LIMITED\***

	Article	Page
<b>PRELIMINARY:</b>		
Table 'F' not to apply		
<b>INTERPRETATION:</b>		
Interpretation clause		
<b>SHARE CAPITAL AND VARIATION OF RIGHTS:</b>		
Shares under control of Board	1	13
Issue of certificate	2 (i)	13
One certificate for shares held jointly	2 (iii)	14
Issue of new certificate in place of one defaced, lost or destroyed	3 (i)	14
Provisions as to issue of certificates to apply mutatis mutandis to debenture, etc.	3 (ii)	14
No recognition of equitable interest	4	14
Power to pay commission in connection with securities issued	5 (i)	14
Mode of payment of commission	5 (ii)	14
Variation of members' rights	6 (i)	15
Provisions as to general meetings to apply mutatis mutandis to such meeting	6 (ii)	15
Issue of further shares not to affect rights of existing members	7	15
Power to issue redeemable preference shares	8	15
<b>LIEN:</b>		
Company's lien on shares	9 (i)	15
Waiver of lien in case of registration	9 (ii)	15
Lien to extend to dividends, etc.	9 (iii)	16
As to enforcing lien by sale	10	16
Validity of sale	11 (i)	16
Purchaser to be registered holder	11 (ii)	16
Purchasers not affected	11 (iii)	16
Application of proceeds of sale	12 (i)	16
Payment of residual money	12 (ii)	16
Outsiders lien not to affect Company's lien	13	16
Provisions as to lien to apply mutatis mutandis to debentures, etc.	14	17

\*Changed as per Special Resolution passed on 23.07.2024

For Century Textiles And Industries Ltd.

  
Managing Director  
DIN: 00040951

CERTIFIED TRUE COPY  
For CENTURY TEXTILES AND INDUSTRIES LTD.

  
(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)



	Article	Page
<b>CALLS ON SHARES:</b>		
Board may make calls	15 (i)	17
Notice of call	15 (ii)	17
Revocation or postponement of call	15 (iii)	17
Call to take effect from date of resolution	16	17
Liability of joint holders of shares	17	17
Board may extend time for payment	18	17
When interest on call or instalment payable	19 (i)	17
Board may waive interest	19 (ii)	17
Sums deemed to be calls	20 (i)	17
Effect of non-payment of sums	20 (ii)	18
Payment in anticipation of calls may carry interest	21	18
<b>TRANSFER OF SHARES:</b>		
Instrument of transfer to be executed by transferor and transferee	22	18
Board may refuse to register transfer	23	18
Board may decline to recognise instrument of transfer	24	18
Company not liable for disregard of a notice prohibiting registration of a transfer	25	19
Transfer of shares when suspended	26	19
Provisions as to transfer of shares to apply mutatis mutandis to debentures, etc.	27	19
Dematerialisation of shares	28	20
Option to receive Securities certificates or hold securities with Depository	28 (ii)	20
<b>TRANSMISSION OF SHARES:</b>		
Title to shares on death of a member	29 (i)	21
Estate of deceased member liable	29 (ii)	21
Transmission clause	30 (i)	21
Board's right unaffected	30 (ii)	22
Indemnity to the Company	30 (iii)	22
Right to election of holder of share	31 (i)	22
Manner of testifying election	31 (ii)	22
Limitations applicable to notice	31 (iii)	22
Claimant to be entitled to same advantage	32	22
Provisions as to transmission to apply mutatis mutandis to debentures, etc.	33	22
<b>FORFEITURE OF SHARES:</b>		
If call or instalment not paid notice must be given	34	23
Form of notice	35	23
In default of payment, shares to be forfeited	36	23
Forfeited shares may be sold etc.	37 (i)	23
Cancellation of forfeiture	37 (ii)	23
Members still liable to pay money owing at the time of forfeiture	38 (i)	23
Cesser of liability	38 (ii)	24

For Century Textiles And Industries Ltd.

Managing Director  
DIN : 00040951

CERTIFIED TRUE COPY  
For CENTURY TEXTILES AND INDUSTRIES LTD.

(Atul Kumar Kedia) -  
Company Secretary  
(Membership No. 10100)



	Article	Page
Certificate of forfeiture	39 (i)	24
Title of purchaser and transferee of forfeited share	39 (ii)	24
Transferee to be registered as holder	39 (iii)	24
Transferee not affected	39 (iv)	24
Sums deemed to be calls	40	24
Provisions as to forfeiture of shares to apply mutatis mutandis to debentures, etc.	41	24
<b>ALTERATION OF CAPITAL:</b>		
Power to increase share capital	42	24
Power to alter share capital	43	24
Shares may be converted into stock	44	25
Rights of stockholders	44 (b)	25
Reduction of capital	45	25
<b>JOINT-HOLDERS:</b>		
Joint-holders	46	25
Liability of joint-holders	46 (a)	26
Death of one or more joint-holders	46 (b)	26
Receipt of one holder sufficient	46 (c)	26
Delivery of certificate and giving of notice to first named holder	46 (d)	26
Vote of joint-holders	46 (e)(i)	26
Executors or administrators as joint-holders	46 (e)(ii)	26
Provisions as to joint-holders as to shares to apply mutatis mutandis to debentures, etc.	46 (f)	26
<b>CAPITALISATION OF PROFITS:</b>		
Capitalisation	47 (i)	26
Sums how applied	47 (ii)	27
Power of the Board for capitalisation	48 (i)	27
Board's power to issue fractional certificate / coupon etc.	48 (ii)	27
Agreement binding on members	48 (iii)	28
<b>BUY-BACK OF SHARES:</b>		
Buy-back of shares	49	28
<b>GENERAL MEETINGS:</b>		
Extra-ordinary general meeting	50 (i)	28
Power of Board to call extra-ordinary general meeting	50 (ii)	28
Notice of general meeting	51	28

For Century Textiles And Industries Ltd.

Managing Director  
DIN: 00040951

CERTIFIED TRUE COPY  
For CENTURY TEXTILES AND INDUSTRIES LTD.

(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)

	Article	Page
<b>PROCEEDINGS AT GENERAL MEETINGS:</b>		
Presence of quorum	52 (i)	29
Quorum for general meeting	52 (ii)	29
Business confined to election of chairperson whilst chair vacant	52 (iii)	29
Chairperson of the meetings	53	29
Directors to elect a chairperson	54	29
Members to elect a chairperson	55	29
Casting vote of chairperson at general meeting	56	29
Minutes of proceedings of meetings and resolutions passed by postal ballot	57 (i)	29
Certain matters not to be included in Minutes	57 (ii)	30
Discretion of chairperson in relation to Minutes	57 (iii)	30
Minutes to be evidence	57 (iv)	30
Inspection of Minute books of general meeting	58 (i)	30
Members may obtain copy of Minutes	58 (ii)	30
Powers to arrange security at meetings	59	30
<b>ADJOURNMENT OF MEETING:</b>		
Chairman may adjourn the meeting	60 (i)	30
Business at the adjourned meeting	60 (ii)	30
Notice of an adjourned meeting	60 (iii)	31
Notice of adjourned meeting not required	60 (iv)	31
<b>VOTING RIGHTS:</b>		
Entitlement of vote on a poll	61	31
Voting through electronic means	62	31
Vote of joint-holder	63 (i)	31
Seniority of names	63 (ii)	31
How members non compos mentis and minor may vote	64	31
Business may proceed pending poll	65	31
Votes in respect of shares of deceased or insolvent members, etc.	66	31
Equal right of members	67	31
Restriction on voting rights	68 (i)	32
Representation of corporation at general meetings	68 (ii)	32
Validity of votes	69	32
<b>PROXY:</b>		
Proxies when to be deposited	70	32
Form of proxy	71	33
Proxy to be valid notwithstanding death of the principal	72	33

For Century Textiles And Industries Ltd.

  
**Managing Director**  
**DIN: 00040951**

**CERTIFIED TRUE COPY**  
**For CENTURY TEXTILES AND INDUSTRIES LTD.**

  
**(Atul Kumar Kedia)**  
**Company Secretary**  
**(Membership No. 10100)**



	Article	Page
<b>BOARD OF DIRECTORS:</b>		
Directors not liable to retire by rotation	73 (i)	33
Same individual may be chairperson and Managing Director/Chief Executive Officer	73 (ii)	34
Remuneration of Directors	74 (i)	34
Travelling and other expenses	74 (ii)	35
Execution of negotiable instruments	75	35
Appointment of additional directors	76 (i)	35
Duration of office of additional director	76 (ii)	35
Appointment of alternate director	77 (i)	35
Duration of office of alternate director	77 (ii)	35
Re-appointment provisions applicable to Original Director	77 (iii)	35
Appointment of director to fill a casual vacancy	78 (i)	36
Duration of office of Director appointed to fill casual vacancy	78 (ii)	36
<b>POWERS OF THE BOARD:</b>		
General powers of the Company vested in Board	79	36
<b>PROCEEDINGS OF THE BOARD:</b>		
When meetings to be convened	80 (i)	36
Participation at Board meetings	80 (ii)	36
Who may summon Board meeting	80 (iii)	36
Signing of attendance register	81	36
Questions at Board meeting how decided	82 (i)	37
Casting vote of chairperson at Board meeting	82 (ii)	37
Directors not to act when number falls below minimum	83	37
Who to preside at meetings of the Board	84 (i)	37
Directors to elect a chairperson	84 (ii)	37
Directors to elect a chairperson Emeritus	84 (iii)	37
Delegation of power	85 (i)	37
Committee to confirm to Board regulations	85 (ii)	37
Chairperson of Committee	86 (i)	37
Who to preside at meetings of Committee	86 (ii)	38
Committee to meet	87 (i)	38
Questions at Committee meeting how decided	87 (ii)	38
Acts of Board or Committee valid notwithstanding defect in appointment	88	38
Passing of resolution by circulation	89	38
<b>MANAGING DIRECTOR, WHOLE-TIME DIRECTOR OR EXECUTIVE DIRECTOR:</b>		
Appointment of Managing Director, Whole-time Director, Executive Director by the Board	90	38
Remuneration of Managing Director, Whole-time Director, Executive Director	91	39

For Century Textiles And Industries Ltd.

  
Managing Director  
DIN: 00040951

CERTIFIED TRUE COPY  
For CENTURY TEXTILES AND INDUSTRIES LTD.

  
(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)



	Article	Page
<b>CHIEF EXECUTIVE OFFICER, MANAGER, COMPANY SECRETARY OR CHIEF FINANCIAL OFFICER:</b>		
Chief Executive Officer etc.	92 (i)	39
Director may be Chief Executive Officer etc.	92 (ii)	39
<b>THE SEAL:</b>		
Option to continue the Seal and affixation of Seal	94	40
<b>REGISTERS:</b>		
Foreign register	98	40
<b>DIVIDENDS AND RESERVE:</b>		
Company in general meeting may declare dividends	99	41
Interim dividends	100	41
Dividends only to be paid out of profits	101 (i)	41
Carry forward of profits	101 (ii)	41
Division of profits	102 (i)	41
Payment in advance	102 (ii)	41
Dividend to be apportioned	102 (iii)	42
No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom	103 (i)	42
Retention of dividends	103 (ii)	42
Dividend how remitted	104 (i)	42
Instrument of payment	104 (ii)	42
Discharge to Company	104 (iii)	42
Receipt of one holder sufficient	105	42
No interest on dividends	107	42
<b>ACCOUNTS:</b>		
Restriction on inspection by members	108	43
<b>WINDING UP:</b>		
Winding up of Company	109	43
<b>INDEMNITY AND INSURANCE:</b>		
Directors and officers right to indemnity	110	44
<b>GENERAL POWER:</b>		
General power	111	44
Responsibility	112	44

For Century Textiles And Industries Ltd.

  
Managing Director  
DIN: 00040951

CERTIFIED TRUE COPY  
For CENTURY TEXTILES AND INDUSTRIES LTD.

  
(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)

**THE COMPANIES ACT, 1956**  
**PUBLIC COMPANY LIMITED BY SHARES**  
**MEMORANDUM OF ASSOCIATION**  
**OF**  
**ADITYA BIRLA REAL ESTATE LIMITED\***

- I. The name of the Company is "**ADITYA BIRLA REAL ESTATE LIMITED\***"
- II. The Registered Office of the Company will be established in the State of Maharashtra.\*
- III. The objects for which the Company is established are the following:
  - (1) To purchase or otherwise acquire land or to accept leases thereof, and on such lands to erect buildings for the works and purpose of the Company; also to purchase and erect plant and machinery for the purpose of ginning, spinning, weaving, manufacturing, dyeing and printing yarns, cloths, fabrics, cotton, wools, silks and other staples and fibers, synthetic rubber and rubber products, rayon pulp and other cellulose products and materials; and also for the purpose of manufacturing drugs, chemicals, plastics, photographic goods, soap and perfumery.
  - (2) To purchase or contract for in Bombay, or any part of India or elsewhere, for immediate or future delivery, "kapas", raw cotton, wool, silk, hemp, jute, rags, yarns, cloths of various fibers, and other fibrous articles, synthetic rubber and rubber products, rayon pulp and other cellulose products, plastics, photographic goods, iron and other metals; and all stores and materials, chemicals and things necessary or useful for ginning, spinning, weaving, manufacturing, dyeing, printing and bleaching purposes; and for manufacturing any of the aforesaid products and goods; also seeds, nuts and similar products; also all machinery, plant, stores, materials and things necessary or useful for the purposes of the Company; and if deemed expedient by the Directors, to sell back, re-sell or to send for sale to any part of India or elsewhere, all or any of the above mentioned machinery, plant, materials, produce, metals, articles and things.

\* Under Central Government Notification No. G.S.R. 1048 dated 5th September, 1960. The words "State of Maharashtra" were substituted for the words "Presidency of Bombay".

\* Changed as per Special Resolution passed on 23.07.2024.

For Century Textiles And Industries Ltd.

  
Managing Director  
DIN 000 40451

CERTIFIED TRUE COPY  
For CENTURY TEXTILES AND INDUSTRIES LTD.

  
(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)



- \* (3) To gin, spin, weave, manufacture, dye, print and bleach cotton yarns, cloths, silks, woollens and other goods; and to manufacture synthetic rubber and rubber products, rayon pulp and other cellulose products, drugs, chemicals of all kinds including acids, alkalis and salts, manures, fertilisers, petrochemicals, dyes, caustic soda, soda-ash, sulfur, magnesite, dry ice, as well as plastics, photographic goods, soap and perfumery and prepare all or any of the articles mentioned in the preceding clause.
- \*(3a) To carry on the business of manufacturers and dealers and workers in cement, cement products, lime, plasters, whiting, clay, gravel, sand, concrete, mortar, minerals, earth, coke, fuel, artificial stone and builders' requisites and conveniences of all kinds and to produce, manufacture, purchase, refine, prepare, process, import, export, sell and generally deal in cement, portland cement, Alumina cement, Plaster of Paris, Lime and Limestone, Kankar and/or bye-products thereof and in connection therewith, to acquire, erect, construct, establish, operate and maintain cement factories, limestone quarries, workshops and other works.
- @ (3b) To manufacture, assemble, purchase, import, export, lease or otherwise acquire and to sell, hire, distribute and deal in electronic communication, teletex, televideo, microwave and fleximilli equipment, radio and television receiving and broadcasting sets, Glass Shell for T.V. Tubes and T.V. Tubes, all sorts of electrical and wireless sets, electronic control equipment and basic components, sound recording, processing and reproducing apparatus, oscilloscopes of all kinds and descriptions, all kinds of solid state devices, liquid crystal and other visual devices and systems, computers of all kinds, desk calculators and tabulators peripheral equipment and software, video games, sonic, ultra-sonic, optical, medical and surgical equipments, instruments and allied products of all kinds and description and all ancillaries and auxiliaries thereof.
- (4) To sell or dispose of in Bombay for cash, or on credit, or to contract for the sale and future delivery of, or to send for sale to any part of India or elsewhere, all the articles, fabrics, and things mentioned in Clauses (2) and (3), and also all the other produce whatsoever of the Company.
- † (4a) To construct, manufacture, build, erect, purchase, sell, hire out, take on hire, repair, work and maintain river steamships, motor or steam boards, barges of every descriptions, including Self-propelled barges and dump barges, launches, dredgers, lighters, tugs, yachts, boats and other vessels of every class and description for inland navigation for salvage or dredging operation or for any other purpose.
- † (4b) To construct, build, erect, purchase, sell, and maintain such floating pontoons, wharves, landing stages and jetties as may be expedient in any of the rivers or waters of any State or territory in the Union of India or abroad.
- † (4c) To construct, hire, purchase and work steamships and other vessels of any class and to establish and maintain lines or regular services of the steamships or other vessels, and generally to carry on the business of shipowners, and to enter into contracts for the carriage of mails, passengers, goods and cargo of any kind by any means, and either by its own vessels, railways and conveyances and, or by or over the vessels, conveyances and railways of others.
- † (4d) To establish, maintain and operate shipping, air transport and road transport services, public and private, and all ancillary services and, for these purposes or as independent undertakings,

\* 4-2-1970

@ Added as per Special Resolution passed on 23rd April, 1986.

† Added by Special Resolution passed on 14th June, 1972.

For Century Textiles And Industries Ltd.

Managing Director  
DIN : 00040951

CERTIFIED TRUE COPY  
For CENTURY TEXTILES AND INDUSTRIES LTD.

(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)



to purchase, take in charge, charter, hire, build, construct or otherwise acquire, and to own, manage and trade with steam, sailing, motor and other ships, trawlers, drafters, tugs, and vessels, air-craft and motor and other vehicles with all necessary and convenient equipment, engines, tackle gear, furniture and stores, or any shares or interests in ships, vessels, aircrafts, motor and other vehicles, including shares, stocks or securities of companies possessed of or interested in any ships, aircraft or vehicles and to maintain, repair, fit out, refit, improve, insure, alter, sell, exchange, or let out on hire or hire purchase, or charter or otherwise deal with and dispose of any of the ships, vessels, aircrafts and vehicles, shares, stock and securities or any of the engines, tackle, gear, furniture, equipment and stores of the Company.

- † (4e) To undertake and carry on all or any of the trades and business of shippers, shipowners, shipbrokers, shipping agents and insurance brokers, underwriters, ship managers, owners, shipping agents, loading brokers, freights, contractors, carriers by land, air and water transport, haulage and general contractors, barge owners, lightermen, railway and forwarding agents, dock owners, engineers, ice merchants, Refrigerator, storekeeper, ships, store merchants, ship's husbands, stevedores, warehousemen, wharfingers, salvors, ship repairers, manufacturers of and dealers of rope, tarpauline, waterproofs, machinery, engines, nautical instruments and ship's rigging gear, fittings and equipment of every description, importers and exporters of and dealers in goods provisions, live and dead stock, commodities, articles, chattels, merchandise and property of every kind, general traders and merchants, and generally to carry on the said businesses in all their branches, and to carry on the same, either as principals or agents, on commission or otherwise.
- † (4f) To carry on all or any of the businesses of transport, cartage and haulage contractors, garage proprietors, owners and charterers of road vehicles, aircraft and ships, tugs, barges and boats of every description, lightermen and carriers of goods and passengers by road, rail, water or air, carmen, cartage, contractors and agents, forwarding transport and commission agents stevedores, wharfingers, cargo superintendents, packers, warehousemen, storekeeper, engineers, electricians and job-masters.
- † (4g) To carry on business of designers, engineers, builders, contractors of all kinds of buildings, premises and structures including roads, railways, pipelines, dams, projects, water treatment, sewage schemes etc., and to own, purchase, take on lease or acquire in any manner whatsoever lands, all such buildings, premises, structures, etc., and to let, give out on lease, sell, deal with or dispose off the same or any part thereof in any mode whatsoever.
- † (4h) To act as a service organisation or bureau for providing, rendering and/or undertaking general, administrative, secretarial, advisory, consultancy, commercial, engineering, financial, legal, liaison, managerial (but not as managers within the meaning of that term as used in the Companies Act, 1956), marketing, purchasing, technical, operational, accountancy agency, auditing, internal auditing, industrial know-how, scientific personnel, quality control research and other services to individuals, firms, companies, corporate bodies, trusts, associations, organisations, or institutions, in India or abroad, and to utilise the expertise already developed by the Company for the above purposes as also to employ experts on the relative subjects and make available their services to others in this behalf.
- \*\* (4i) To search for, prospect, explore and develop hydrocarbon petroleum, natural gas and seabed resources by drilling and/or other operations.

† Added by Special Resolution on 14-6-1972.

\*\* Added as per Special Resolution passed on 15th April, 1985.

For Century Textiles And Industries Ltd.

Managing Director  
DIN : 00040951

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For CENTURY TEXTILES AND INDUSTRIES LTD.

(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)



- \* \*(4j) To purchase, take on lease or otherwise acquire property of all kinds with reference to the above, and in particular oil-wells, oil fields, refineries; mines, mining rights, minerals, ores, buildings, machinery, plant, stores, patents, licenses, concessions, rights of ways, light or water and any rights or privileges which it may seem convenient to obtain for the purposes of or in connection with the aforesaid business of the Company and whether for the purposes of re-sale for realisation or otherwise, and to manage, develop, sell, exchange, lease, mortgage, or otherwise deal with the whole or any part of such property or rights, either independently or in collaboration with the Central Government or any State Government or Governments or local authority or statutory corporation or any other body corporate whether registered in India or not.
- \* \*(4k) To carry on the business of extracting, pumping, drawing, transporting, purifying and dealing in hydrocarbon, petroleum and other mineral oils.
- \*\* (4l) To manufacture, produce, transport, buy, sell, or otherwise dispose of and deal in petroleum products, gas, ores and minerals.
- \*\* (4m) To carry on in India or elsewhere the business of laying, repairing or servicing of sub-sea pipelines and oil well control equipment, seabed mining and other allied activities and for this purpose to enter into technical collaboration for obtaining technology in relation to the same as well as to render technical and consultancy services in connection with all ocean engineering activities.
- \*\* (4n) To carry on in India or elsewhere either independently or in collaboration with any body corporate, the business of buying, selling, letting on hire or hire purchase on easy payment system exploration vessels, survey ships, under water exploration equipments, oil drilling rigs, offshore platforms, ships, tankers, floating and sub-sea pipe lines and vessels of all kinds and descriptions, motors, machinery, mechanical and other parts, tools, plants, appliances, apparatus, requisites and accessories, employed and used for the purpose of drilling, exploration, transportation and commercial production of hydrocarbons, oil, gas, ores and minerals.
- \* (5) To acquire, purchase or take on lease any lands whether freehold, leasehold or otherwise with or without buildings and machineries standing thereon and/or to erect mills or other buildings on the said lands, or for others to purchase, acquire or take on lease business, goodwill and property of any person, firm or body corporate, to amalgamate with or purchase the goodwill, property and assets of any company or companies carrying on any business by way of extension or in connection with any of Company's business or which is calculated directly or indirectly to develop any branch of the Company's business, or to increase the value of or turn into account any of the Company's assets, property or rights.
- (5a) To produce gas and electricity necessary for the purposes of the business of the Company and to process all by-products resulting from or ancillary to such production or making of gas, to convert the same into saleable materials like coke, road tar, cresote oil, phenols, cresols, carbolic acid and other distilled products and to otherwise deal with or dispose of the same and to take all steps incidental or required in this respect.
- (5b) For the purposes set out in the foregoing sub-clause (5a) to construct, lay-out, establish, maintain, carry out, work and manage all necessary Power Stations, Power Houses, Electric Works, Gas Works and other works and conveniences, and also all cables, wires, lines, mains, pipes, accumulators and other means of transmitting or accumulating electricity or gas.

\* 4th February, 1970.

\*\* Added as per Special Resolution passed on 15th April, 1985.

For Century Textiles And Industries Ltd.

Managing Director  
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(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)



- (5c) To carry on the business of manufacturers of and dealers in apparatuses and things required for or capable of being used in the production of gas and electricity as mentioned in Clause (5a) above.
- (5d) To purchase, take on lease or otherwise acquire, hold and work any lands or plantations producing rubber trees and trees producing substances required for manufacture of pulp or suitable for the planting, cultivation and growth of rubber trees and trees producing substances required for manufacture of pulp and any concessions, rights, powers and privileges over any such lands; and generally to carry on the business of planters and cultivators of rubber trees and trees producing substances required for manufacture of pulp and any other plants producing anything of a similar character.
- \*(5e) To maintain, expand and establish Workshops for repairing, replacing, and making plant, machinery, equipments, vehicles and other assets for the company and for making spare parts and components parts in respect of the same and to utilise the available capacity of any such workshops for repairing, replacing and making plant, machinery, equipments, vehicles and other assets for other persons and also for making spare parts and component parts in respect of the same.
- \* (5f) To carry on the business as manufacturers of Iron, Steel, or other metal pipes, seamless pipes, sheets, rods and other products of iron, steel or other metals as also to carry on the business of iron- masters, iron founders, metal workers, steel makers and steel converters, and to purchase or otherwise acquire, set up, erect, maintain, reconstruct and adapt any offices, workshops, plant, machinery and other things found necessary or convenient for the purpose of the Company.
- † (5g) To establish super markets and departmental stores at any place for selling and otherwise dealing in all kinds and descriptions of goods and things made, manufactured and produced by the Company, and goods and things made, manufactured and produced by any individual, firm, company or other person whomsoever out of any of the goods things made, manufactured and produced by the Company, as also all goods and things similar or allied to any of the said goods and things or required or used for or in connection with the making, manufacture and production thereof, by whomsoever the same may be made, manufactured or produced. In any such super market or departmental store, to also sell, supply and otherwise deal in any of the following goods and things made, manufactured and produced by any person whomsoever, even though the same may be made, manufactured or produced by such person out of goods and things not made, manufactured or produced by the Company, viz. cotton textiles and all other kinds of fabrics like woollen, rayon, terylene, silk, art-silk, mixed, blended and synthetic etc., ready made garments, hosiery, photographic goods, vegetables, flowers, fruits, provisions of all kinds, leather goods, novelties, crockery, cutlery, toilet articles, handicrafts, pharmaceuticals, electrical appliances, automobiles and auto-parts, furniture, cosmetics, sanitaryware, hardware, rubber goods, plastic goods, toys, stationery, musical instruments etc.
- † (5h) To render all kinds of services and provide all kinds of amenities, conveniences, advantages and facilities to persons visiting any such super market or departmental store as aforesaid in order to make it convenient and comfortable for them to do their shopping therein, by providing refreshment and tea rooms, milk and snack bars, facilities for tailoring, hairdressing and manicure, recreation and amusement, entertainment of all kinds, cinema and theatrical box-

\* Added by Special Resolution passed on 23-1-1967.

† Added by Special Resolution on 23-2-1968.

For Century Textiles And Industries Ltd.

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office counters, libraries, baggage transport and other transport facilities, reservations and tickets for transports of all kinds; for entertainment, for hotels, for lodging accommodation, for tours and other facilities, which are usually provided by large departmental stores all over the world.

- ‡ (5i) To apply for, obtain and/or acquire license or licenses or other authorisations for enabling the Company to acquire, construct, erect or install, plant and equipment for the purposes of generating, developing, accumulating, conveying, transmitting, distributing and selling electricity, both thermal and/or hydel at any place or places, for which the license is issued in favour of the Company and to transmit, distribute and supply such power and electricity.
- ‡ (5j) For Electricity Supply in all its branches, to construct, lay down, establish, fix and carry out all necessary Power Stations, transmission towers, cables, wires, lines, accumulators, lamps and works, transmit and to light cities, towns, streets, docks, markets, theaters, buildings and places, both public and private.
- † (5k) For all or any of the above purposes, to purchase or otherwise acquire all materials, articles, commodities, goods and things, and to carry on the business of traders, merchants, dealers, importers and exporters in respect of all kinds of materials, articles, commodities, goods and things.
- (6) To exchange, sell, convey, assign, or let on lease or leases, the whole or any part of the Company's immovable property, and to accept as consideration for or in lieu thereof, other land, or cash, or Government securities, or securities guaranteed by Government, or shares in Joint Stock Manufacturing Companies, or partly the one and partly the other, or such other property or securities as may be determined by the Directors, and to take back or re-acquire any property so disposed of by re-purchasing or leasing the same for such price or prices and on such terms and conditions as may be agreed on.
- (7) To extend the business of the Company by adding to, altering or enlarging from time to time, all or any of the buildings, premises and machinery, for the time being the property of the Company; also by erecting new or additional buildings, on all or any of the lands and premises, for the time being the property of the Company; and also by expanding, from time to time, such sums of money as may be, in the opinion of the Directors necessary or expedient for the purposes of improving, adding to, altering, repairing and maintaining the buildings, machinery and property of the Company, and to pay for all such extensions, improvements, additions and alterations either in cash or by making advances on the security thereof.
- (8) To purchase or otherwise acquire or accept leases of land with or without buildings thereon suitable for dwellings for the accommodation of all or any of the persons employed by the Company, and to erect such dwellings either on any land so acquired or on any other land of the Company.
- (9) To undertake the payment of all rent, and the performance of all covenants, conditions and agreements contained in and reserved by any lease that may be granted or assigned to, or be otherwise acquired by the Company.

‡ Added by Special Resolution passed on 6th April, 1987 and as confirmed by order dated 27th June, 1988 of the Company Law Board, Western Region Bench, Bombay.

† Added by Special Resolution on 23-2-68.

For Century Textiles And Industries Ltd.

Managing Director  
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(Membership No. 10100)



- 10) To purchase the reversion, or reversions, or otherwise acquire the freehold or fee simple, of all or any part of the lands, for the time being held under lease, or for an estate less than a freehold estate, by the Company.
- (11) For all or any of the purposes aforesaid, and for all other purposes of the Company, to draw, accept, endorse, negotiate and sell Bills of Exchange, and other negotiable instruments with or without security, also to draw and endorse Promissory Notes, and negotiate the same; also to take and receive advances of any sum or sums of money, with or without giving security, upon such terms and conditions as the Directors may deem expedient; also to advance any sum or sums of money upon or in respect of the purchase of raw materials or of any of the articles and things herein before enumerated, or of any other articles and things necessary or useful for any purchases of the Company, upon such terms and security as the Directors may deem expedient.
- (12) To raise or borrow money from time to time for any of the purposes of the Company, by bonds, debentures, or promissory notes, or by taking credits in or opening accounts current, with any individual or firm, or with any Bank or Bankers, and whether with or without giving in security, goods or other articles; or by mortgaging or selling or receiving advances on the sale of any lands, buildings, machinery, goods or other property of the Company; or by such other means as the Directors may, in their own absolute discretion deem expedient.
- (13) To incur from time to time such expenses, and to layout such sum or sums of money, as the Directors, may deem expedient for the purpose of working the Mills or Manufactories, or for improving the business of the Company; from time to time to erect and fix new machinery or plant, on or any of the lands, buildings, and premises, for the time being the property of the Company, and from time to time to remove all or any of the machinery, plant and stores of the Company, in or upon any lands, buildings and premises of the Company, to other lands, buildings or premises, wheresoever situate of the Company.
- \* (14) To receive moneys on deposit and to invest or deposit the moneys of the Company and to lend moneys to any person, firm, association, society, company or corporation at interest or otherwise and on such terms and on such security as may seem expedient or without any security, provided that the Company shall not carry on banking business as defined by the Banking Companies Act, 1940.
- \*(15) To subscribe for, acquire and hold shares in other companies and to pay for any properties, rights or privileges acquired by this Company either in shares of this Company or partly in shares and partly in cash or otherwise.
- \*(16) To apply for and takeout purchase and otherwise acquire by way of license or otherwise any patents, patent rights, or inventions, trade mark rights, copy rights or secret processes, technical aid or know-how which may be useful for the Company's objects and to provide, sell or grant licenses to use the same or any technical-aid, know-how developed by the Company itself, and to apply for and acquire permits, licenses and quota rights from the Government of India, from State Governments of the Union or from Foreign Governments.

\* 04 - 02 - 1970

For Century Textiles And Industries Ltd.

Managing Director  
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- \*(17) To establish, provide, maintain and conduct or otherwise subsidise, endow or assist research laboratories, experimental stations, workshops and libraries for scientific, industrial and technical research experiments and test of all kinds and to undertake and carry out research and better techniques and methods of manufacturing the company's products and improving or securing any process or processes, patent or patents or copy rights or protecting any invention or inventions or copy rights which the Company may acquire or propose to acquire or deal with and to promote studies, research, surveys and investigations, both scientific and technical, by providing, subsidising endowing or assisting laboratories, colleges, universities, workshops, libraries, lectures, meetings, exhibitions and conferences and by providing for the remuneration to scientists, scientific or technical personnel or teachers, research workers and inventors or otherwise and generally encourage, promote and reward studies, research, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the businesses of the Company.
- \*(18) To adopt such means of making known the goods and products 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 and by registering and establishing and protecting trade marks, publication of books and periodicals and by granting prizes, rewards and donations.
- \*(19) To continue, establish, and support or aid in the establishment or support of sports and co-operative societies, associations and other institutions, funds, trusts, amenities and conveniences calculated to benefit or indemnify or insure employees or ex-employees of the Company, or the dependents or connections of such persons, and to establish, provide, maintain, and support or to contribute to the establishment, provision, maintenance and support of associations, institutions, libraries, creches, clubs, canteens, provident funds and trusts for the benefit of such persons, and at its discretion to grant bonuses, pensions, and allowances and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful objects, also to remunerate in any manner (so far as by law allowed) to any party for services rendered or to be rendered in placing or assisting to place any shares in the Company's capital or any debentures, debenture-stock or other securities of the Company or in or about the conduct of any of the Company's business.
- \*\* (19a) 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 public in any rural area and to incur any expenditure on any programme of rural development and to assist execution and promotion thereof either directly or through an independent agency or in any other manner. Without prejudice to the generality of the foregoing, "programme of rural development" shall also include any programme for promoting the social and economic welfare of or the uplift of the public in any rural area 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 Section 35CC of the Income-tax Act, 1961, or any other law relating to rural development for the time being in force and in order to implement any of the above mentioned objects or purposes transfer without consideration or at a fair or concessional value 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 or Trusts or Funds engaged in the programme of rural development.
- \*\* (19b) To undertake, carry out, promote and sponsor or assist any activity for the promotion and growth of national economy and for discharging social and moral responsibilities of the

\* 04 - 02 - 1970

\*\* Added as per Special Resolution passed on 7 - 5 - 1979

For Century Textiles And Industries Ltd.

  
Managing Director  
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Company Secretary  
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Company to the public or any section of the public as also any activity likely to promote national welfare or social, economic or moral uplift of the public or any section of the public and undertake, carry out, promote and sponsor any activity for publication of any books, literature, newspapers or for organising lectures or seminars likely to advance these objects or for giving merit awards, for giving scholarships, loans or any other assistance to deserving students or other scholars or persons to enable them to prosecute their studies or academic pursuits or researches and for establishing, conducting, or assisting any institution, trust, having anyone of the aforesaid objects as one of its objects, by giving donations or otherwise in any other manner and in order to implement any of the above-mentioned objects or purposes transfer without consideration or at a fair or concessional value 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 or Trusts or Funds established or operating under, by virtue of or pursuant to any law for the time being in force.

- \* (19c) To give donations and to advance and lend money to any persons, institution, organisation, trust, fund on such terms and conditions and with or without interest or at concessional rate of interest as may seem expedient for the fulfilment of the objects contained in the above Sub-Clauses (19a) and (19b).
- \* (20) To donate, contribute, subscribe, promote, support or aid or otherwise assist or guarantee money to charitable, benevolent, religious, scientific, national, public or other institutions, funds or objects or for any exhibitions for any public general or other objects.
- \* (21) To guarantee the performance of contracts and obligations or debts of any other company, corporation, firm, or person including (without prejudice to the said generality) bank overdrafts, bills of exchange and promissory notes and generally to give guarantees and indemnities and generally to carry on business as capitalists, financiers, concessionaires and merchants and to undertake, carry on and execute all such financial, commercial, trading and other operations as an individual capitalist may lawfully carry on and execute.
- \* (22) To distribute among the members in specie or kind or to gift in favour of any person, firm, body corporate or institution any property of the Company or any proceeds of sale or disposal of any property of the Company so that no distribution amounting to a reduction of capital or of dividend be made except in conformity with the requirements of law for the time being in force.
- \* (23) To do all or any of the things hereby authorised either alone or in conjunction with or in partnership with any person, firm or body corporate or as factors, trustees or agents of any other company or person or by or through any factors, trustees or agents and generally to do all such other things as may appear to be incidental or conducive to the attainment of the above objects or any of them.

IV. The liability of the shareholders is limited.

V. The Authorised Share Capital of the Company is + Rs.248,00,00,000/- (Rupees Two hundred forty eight crore) divided into 14,80,00,000 (Fourteen crore eighty lacs) Equity Shares of Rs.10/- (Rupees ten) each, +1,00,00,000 (One crore) Redeemable Cumulative Preference Shares of Rs.100/- (Rupees one hundred) each, which Preference Shares be issued upon such terms and conditions and carry cumulative preferential dividend in such manner as may be decided by the Company in the General Meeting before the issue thereof with power to increase the Capital of the Company by the issue of new Shares (Equity and Preference) of such amount as the Shareholders shall think expedient, with power also to reduce the Capital

\*\* Added as per Special Resolution passed on 7 - 5 - 1979  
 + 27th October, 1997.  
 \* 4-2-1970.

For Century Textiles And Industries Ltd.

Managing Director  
 DIN : 00040951

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 For CENTURY TEXTILES AND INDUSTRIES LTD.

(Atul Kumar Kedia)  
 Company Secretary  
 (Membership No. 10100)



and with power to consolidate and divide the Capital into Shares of larger or smaller amounts than its existing Shares and to convert its paid up Shares into stock.

We, the several shareholders, 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

Names and Addresses of Shareholders	No. of Shares Subscribed	Witness
Dated this	day of	1897

For Century Textiles And Industries Ltd.

  
Managing Director  
DIN : 000 40 951

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For CENTURY TEXTILES AND INDUSTRIES LTD.

  
(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)

Dated this 18<sup>th</sup> day of October 1897.

Names and Addresses of Shareholders.	No. of Shares sub- scribed.	Witness.
Virechand Dechand	100	c n Sadiw
Abdoolahay Dawood	100	Dinshaw Bapoojee
3. 22. 8. 2. 03 32	200	Dinshaw Bapoojee

For Century Textiles And Industries Ltd.

Managing Director  
DIN: 00040951

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(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)



Names and Addresses of Shareholders.	No. of Shares sub- scribed.	Witness.
P. Ho Nowrojee N. Wadia gerbai. N. Wadia	700	Nanabhai Gantat
gerbai. N. Wadia	90	Nanabhai Gantat
Cusack & Wadia	100	Nanabhai Gantat
P. Nowrojee Wadia	100	Nanabhai Gantat
Rustomjee. N. Wadia.	10	Nanabhai Gantat
ਮਾਨੀਸ਼ ਸ਼ੰਕਰ	25	Dhanjibhai. Trampji
foolbai Cowasjee	31	Dhanjibhai. Trampji
Dhanjibhai Nermanji Wadia	10	Dhanjibhai. Trampji
ਮਾਨੀਸ਼ ਸ਼ੰਕਰ	50	Dinshaw. Bapoojee

For Century Textiles And Industries Ltd.

  
Managing Director  
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(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)

Names and Addresses of Shareholders.	No. of Shares sub- scribed.	Witness.

For Century Textiles And Industries Ltd.



Managing Director  
DIN:00040951

CERTIFIED TRUE COPY  
For CENTURY-TEXTILES AND INDUSTRIES LTD.



(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)



Names and Addresses of Shareholders.	No. of Shares sub- scribed.	Witness.

For Century Textiles And Industries Ltd.

  
Managing Director  
DIN : 00040951

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(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)

Names and Addresses of Shareholders.	No. of Shares sub- scribed.	Witness.

For Century Textiles And Industries Ltd.



Managing Director  
DIN : 00040951

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For CENTURY TEXTILES AND INDUSTRIES LTD.



(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)



Names and Addresses of Shareholders.	No. of Shares subscribed.	Witness.

For Century Textiles And Industries Ltd.

  
 Managing Director  
 DIN : 000 40951

CERTIFIED TRUE COPY  
 For CENTURY TEXTILES AND INDUSTRIES LTD.

  
 (Atul Kumar Kedia)  
 Company Secretary  
 (Membership No. 10100)

Names and Addresses of Shareholders.	No. of Shares sub-scribed.	Witness.

For Century Textiles And Industries Ltd.



Managing Director  
DIN: 00040951

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(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)



Names and Addresses of Shareholders.	No. of Shares sub- scribed.	Witness.

For Century Textiles And Industries Ltd.

  
Managing Director  
DIN: 00040951

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(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)

Names and Addresses of Shareholders	No. of Shares subscribed	Witness

For Century Textiles And Industries Ltd.

  
 Managing Director  
 DIN:00040951

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For Century Textiles And Industries Ltd.

  
Managing Director

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Company Secretary  
(Membership No. 10100)

**THE COMPANIES ACT, 2013**  
**COMPANY LIMITED BY SHARES**  
(Incorporated under the Act No.VI of 1882 of the Legislative Council of India)  
**ARTICLES OF ASSOCIATION**  
**OF**  
**ADITYA BIRLA REAL ESTATE LIMITED\***

The following Articles comprised in these Articles of Association were adopted pursuant to the members' resolution passed at the Annual General Meeting of the Company held on 28th July, 2015 in substitution for, and to the entire exclusion of, the earlier Articles comprised in the extant Articles of Association of the Company.

**TABLE 'F' EXCLUDED**

Table 'F' not to apply	A.	The regulations contained in the Table marked 'F' in Schedule I to the Companies Act, 2013 shall not apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in these Articles or by the said Act.
Company to be governed by these Articles	B.	The Articles for the management of the Company and for the observance by the members thereof and their representatives, shall, subject to any exercise of the statutory powers of the Company with reference to the deletion or alteration of or addition to its Articles by resolution as prescribed or permitted by the Companies Act, 2013, be such as are contained in these Articles.

**I. Interpretation**

- (i) In these Articles—
- "Act" (a) "Act" means the Companies Act, 2013, (as may be notified from time to time) and the (Indian) Companies Act, 1956 (to the extent not repealed/replaced by the (Indian) Companies Act, 2013), as applicable.

\*Changed as per Special Resolution passed on 23.07.2024.

For Century Textiles And Industries Ltd.



Managing Director  
DIN: 00040951

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(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)



"Articles"	(b) "Articles" means these Articles of Association as originally framed or as altered from time to time in accordance with the provisions of the Act.
"Beneficial Owner"	(c) "Beneficial Owner" shall have the meaning assigned there to by section 2 of the Depositories Act.
"Board of Directors" or "Board"	(d) "Board of Directors" or "Board" means a meeting of the Directors duly called and constituted, or as the case may be, the Directors assembled at a Board, or the requisite number of Directors, entitled to pass a circular resolution in accordance with these Articles.
"Bye-Laws"	(e) "Bye-Laws" means bye-laws made by a Depository under Section 26 of the Depositories Act.
"Company"	(f) "Company" means <b>Aditya Birla Real Estate Limited</b> .*
"Depositories Act"	(g) "Depositories Act" means the Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force.
"Depository"	(h) "Depository" shall have the meaning assigned thereto by the Depositories Act.
"Independent Director"	(i) "Independent Director" shall mean a Director who fulfils the requirements of Section 149(6) of the Act and who is appointed as an independent director in accordance with the provisions of the Act.
"Member/ Shareholder"	(j) "Member/Shareholder" means duly registered holder of the shares of the Company from time to time and includes subscribers to the Memorandum of Association of the Company and Beneficial Owners.
"Record"	(k) "Record" includes the records maintained in the form of books or stored in a computer or in such other form as may be permitted in law.
"The Rules"	(l) "The Rules" means the applicable rules for the time being in force prescribed under relevant provisions of the Act.
"The Seal"	(m) "The Seal" means the common seal of the Company, if any, kept by the Company.
"SEBI"	(n) "SEBI" means the Securities and Exchange Board of India.
"Securities"	(o) "Securities" means such securities as may be specified by SEBI and defined in the Securities Contracts (Regulation) Act, 1956 as amended from time to time.

\*Changed as per Special Resolution passed on 23.07.2024

For Century Textiles And Industries Ltd.



Managing Director  
DIN:00040951

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For CENTURY TEXTILES AND INDUSTRIES LTD.

  
(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)

- (ii) If there is any inconsistency between the provisions of these Articles and the Act and Rules made thereunder, including any statutory modification thereof, then, provisions of the Act and Rules made thereunder, as amended, would prevail. If on any particular matter no provisions appear in these Articles, then, the provisions of the Act read with Rules made thereunder will be applicable. In these Articles whenever there is a reference to any section number, it means a section of the Act.
- (iii) Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof for the time being in force.  
The Marginal notes in these Articles shall not affect the construction hereof.
- (iv) Words importing the singular number include where the context admits or requires, the plural number and vice versa.
- (v) Words importing the masculine gender, also include the feminine gender.

## II. Share capital and variation of rights

- |                               |    |   |
|-------------------------------|----|---|
| Shares under control of Board | 1. | Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same or any of them to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit.   |
| Issue of certificate          | 2. | <ul style="list-style-type: none"> <li>(i) Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided,— <ul style="list-style-type: none"> <li>(a) one certificate for all his shares without payment of any charges; or</li> <li>(b) several certificates, each for one or more of his shares, upon payment of such charges as may be fixed by the Board from time to time for each certificate after the first.</li> </ul> </li> <li>(ii) Every certificate shall be under The Seal, if any, and shall specify the shares to which it relates and the amount paid-up thereon.</li> </ul> |

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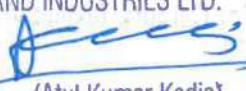


- |  |   |
|--|---|
| One certificate for shares held jointly  | (iii) In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.   |
| Issue of new certificate in place of one defaced, lost or destroyed                        | 3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the Company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the Company and on execution of such indemnity as to the payment of out-of-pocket expenses incurred by the Company in investigating evidence as the Board deems adequate, a new certificate in lieu thereof shall be given. Every certificate under this Article shall be issued on payment of such fees for each certificate as may be fixed by the Board from time to time. |
| Provisions as to issue of certificates to apply <i>mutatis mutandis</i> to debenture, etc. | (ii) The provisions of Articles 2 and 3 shall <i>mutatis mutandis</i> apply to issue of certificates for any other securities including debentures (except where the Act otherwise requires) of the Company.  |
| No recognition of Equitable Interest   | 4. Except as ordered by a Court of competent jurisdiction or as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by, or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these Articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder.   |
| Power to pay commission in connection with securities issued                               | 5. (i) The Company may exercise the power of paying commission conferred by sub-section (6) of section 40 of the Act, subject to such conditions as may be prescribed by the Rules made thereunder.   |
| Mode of payment of commission  | (ii) The commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in the one way and partly in the other.   |

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Variation of members' rights	6. (i) If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to the provisions of section 48, and whether or not the Company is being wound up, be varied with the consent in writing of the holders of three-fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.
Provisions as to general meetings to apply <i>mutatis mutandis</i> to such meeting	(ii) To every such separate meeting, the provisions of these Articles relating to general meetings shall <i>mutatis mutandis</i> apply, but so that the necessary quorum shall be at least two persons holding at least one-third of the issued shares of the class in question.
Issue of further shares not to affect rights of existing members	7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking <i>pari passu</i> therewith.
Power to issue redeemable preference shares	8. Subject to the provisions of section 55 of the Act, and subject to such conditions as may be prescribed thereunder, the Company shall have power to issue Preference Shares which are or at the option of the Company are liable to be redeemed and the resolution authorising such issue shall prescribe the manner, terms and conditions of redemption.
<b>III. Lien</b>	
Company's lien on shares	9. (i) The Company shall have a first and paramount lien—  (a) on every share (not being a fully paid share), for all monies (whether presently payable or not) called, or payable at a fixed time, in respect of that share; and  (b) on all shares (not being fully paid shares), standing registered in the name of a single person, for all monies presently payable by him or his estate to the Company:  Provided that the Board of directors may at any time declare any share to be wholly or in part exempt from the provisions of this clause.
Waiver of lien in case of registration	(ii) Unless otherwise agreed by the Board, the registration of a transfer of shares shall operate as a waiver of the Company's lien.

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Lien to extend to dividends, etc.	(iii) The Company's lien, if any, on a share shall extend to all dividends or interest, as the case may be, payable and bonuses declared from time to time in respect of such shares for any money owing to the Company.
As to enforcing lien by sale	10. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien: Provided that no sale shall be made— (a) unless a sum in respect of which the lien exists is presently payable; or (b) until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share or the person entitled thereto by reason of his death or insolvency.
Validity of sale	11. (i) To give effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof.
Purchaser to be registered holder	(ii) The purchaser shall be registered as the holder of the shares comprised in any such transfer.
Purchaser not affected	(iii) The purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
Application of proceeds of sale	12. (i) The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable.
Payment of residual money	(ii) The residue, if any, shall, subject to a like lien for sums not presently payable as existed upon the shares before the sale, be paid to the person entitled to the shares at the date of the sale.
Outsider's lien not to affect Company's lien	13. In exercising its lien, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or unless required by any statute) be bound to recognise any equitable or other claim to, or interest in, such share on the part of any other person, whether a creditor of the registered holder or otherwise. The Company's lien shall prevail notwithstanding that it has received notice of any such claim.

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- Provisions as to lien to apply mutatis mutandis to debentures, etc.
14. The provisions of these Articles relating to lien shall mutatis mutandis apply to any other securities including debentures of the Company. In case of debentures, the lien shall extend to the interest payable on such debentures.

#### IV. Calls on shares

- |   |     |   |
|---|-----|---|
| Board may make calls                        | 15. | (i) The Board may, from time to time, make calls upon the members in respect of any monies unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times.  |
| Notice of call                              |     | (ii) Each member shall, subject to receiving at least fourteen days' notice specifying the time or times and place of payment, pay to the Company, at the time or times and place so specified, the amount called on his shares.  |
| Revocation or postponement of call          |     | (iii) A call may be revoked or postponed at the discretion of the Board.  |
| Call to take effect from date of resolution | 16. | A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be required to be paid by instalments.  |
| Liability of joint holders of shares        | 17. | The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.   |
| Board may extend time for payment           | 18. | The Board may, from time to time at its discretion, extend the time fixed for the payment of any call, and may extend such time as to all or any of the members who on account of residence at a distance or other cause, the Board may deem fairly entitled to such extension, but no member shall be entitled to such extension save as a matter of grace and favour. |
| When interest on call or instalment payable | 19. | (i) If a sum called in respect of a share is not paid before or on the day appointed for payment thereof (the "due date"), the person from whom the sum is due shall pay interest thereon from the due date to the time of actual payment at such rate as the Board may determine.  |
| Board may waive interest                    |     | (ii) The Board shall be at liberty to waive payment of any such interest wholly or in part.   |
| Sums deemed to be calls                     | 20. | (i) Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall, for the purposes of these Articles, be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.                           |

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Effect of non-payment of sums

- (ii) In case of non-payment of such sum, all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

Payment in anticipation of calls may carry interest

21. The Board—

- (a) may, if it thinks fit, receive from any member willing to advance the same, all or any part of the monies uncalled and unpaid upon any shares held by him; and
- (b) upon all or any of the monies so advanced, may (until the same would, but for such advance, become presently payable) pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, twelve per cent per annum, as may be agreed upon between the Board and the member paying the sum in advance.
- (c) No member paying any such sum in advance shall be entitled to
- (i) any right to participate in profits or dividends or
- (ii) any voting rights in respect of the moneys so paid by him until the same would, but for such payment, become presently payable.

## V. Transfer of shares

Instrument of transfer to be executed by transferor and transferee

22. (i) The instrument of transfer, of any share in the Company held in physical form, shall be executed by or on behalf of both, the transferor and transferee.
- (ii) The transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Board may refuse to register transfer

23. The Board may, subject to the right of appeal conferred by section 58 of the Act decline to register—
- (a) the transfer of a share, not being a fully paid share, to a person of whom they do not approve; or
- (b) any transfer of shares on which the Company has a lien.

Board may decline to recognise instrument of transfer

24. In case of shares held in physical form, the Board may, decline to recognise any instrument of transfer unless—
- (a) the instrument of transfer is in the form as prescribed in the Rules made under sub-section (1) of section 56 of the Act;

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- (b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and
- (c) the instrument of transfer is in respect of only one class of shares.

Company not liable for disregard of a notice prohibiting registration of a transfer

25. The Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving effect to any transfer of shares, made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register of Members) to the prejudice of persons having or claiming any equitable right, title or interest to or in the same shares, notwithstanding that the Company may have had notice of such equitable right, title or interest or notice prohibiting registration of such transfer and may have entered such notice, or referred thereto, in any book of the Company, and the Company shall not be bound or required to regard, to attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, though it may have been entered or referred to in some book of the Company; but the Company shall nevertheless, be at liberty to regard and attend to any such notice, and give effect thereto if the Directors shall so think fit.

Transfer of shares when suspended

26. On giving not less than seven days' previous notice or such lesser period in accordance with section 91 and the Rules made thereunder, the registration of transfers may be suspended at such times and for such periods as the Board may from time to time determine:

Provided that such registration shall not be suspended for more than thirty days at any one time or for more than forty-five days in the aggregate in any year.

Provisions as to transfer of shares to apply mutatis mutandis to debentures etc.

27. The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other securities including debentures of the Company.

Nothing contained in Articles 22 and 24 to 27 shall apply to the transfer of Securities effected by the transferor and the transferee, both of whom are entered as beneficial owners in the records of the Depository.

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## 28 Dematerialisation of shares

- Option to receive Securities certificates or hold securities with Depository
- (i) On the Member/Shareholder exercising an option to hold his Securities with a Depository in a dematerialized form, the rights and obligations of the parties concerned shall be governed by the Depositories Act.
  - (ii) Every person subscribing to Securities offered by the Company shall have the option to receive the Security certificates or hold Securities with a Depository. Where a person opts to hold a Security with a Depository, the Company shall intimate such Depository, the details of allotment of the Security, and on receipt of such information, the Depository shall enter in its record the name of the allottee as the Beneficial Owner of that Security.

- (iii) Notwithstanding anything to the contrary contained in the Articles, a Depository shall be deemed to be a registered owner for the purposes of effecting transfer of ownership of Security on behalf of the Beneficial Owner;

Save as otherwise provided herein above, the Depository as a registered owner shall not have any voting rights or any other rights in respect of Securities held by it;

Every person holding equity share capital of the Company and whose name is entered as Beneficial Owner in the Records of the Depository shall be deemed to be a Member of the Company. The Beneficial Owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of the Securities held by a Depository.


- (iv) If a Beneficial Owner seeks to opt out of a Depository in respect of any Security, the Beneficial Owner shall inform the Depository accordingly. The Depository shall on receipt of information as above make appropriate entries in its Record and shall inform the Company. The Company shall, within thirty (30) days of the receipt of intimation from the Depository and on fulfilment of such conditions and on payment of such fees as may be specified by the SEBI regulations, as applicable, issue the certificate of Securities to the Beneficial Owner or the transferee, as the case may be.

Section 45 of the Act shall not apply to the Securities held with a Depository.

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- (v) Notwithstanding anything in the Act or these Articles to the contrary, where Securities are held in a Depository, the records of the beneficial ownership may be served by such Depository on the Company by means of electronic mode or by delivery of floppies or discs.
- (vi) The register and index of Beneficial Owners maintained by a Depository under the Depositories Act shall be deemed to be the register and index of Members and Security holders for the purposes of these Articles.
- (vii) Pursuant to the provisions of the Depositories Act and the rules framed there under, if any, the Company shall be entitled to rematerialize its Securities held with the Depositories.

#### VI. Transmission of shares

- |                                      |         |   |
|--------------------------------------|---------|---|
| Title to shares on death of a member | 29. (i) | On the death of a member, the survivor or survivors where the member was a joint holder, and his nominee or nominees or legal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares. Provided that in any case where the Board in its absolute discretion think fit, it shall be lawful for the Board to dispense with the production of probate or letters of administration or a succession certificate or such other legal representation upon such terms as to indemnity, or otherwise as the Board may consider desirable.                         |
|                                      |         | Notwithstanding anything contained in Articles 29 to 33, every holder(s) of shares or debentures or other Securities of the Company, holding either singly or jointly, may, at any time, nominate a person in the prescribed manner to whom the shares and/or the interest of the member in the shares or debentures or other Securities of the Company shall vest in the event of his/her death. Such member may revoke or vary his/her nomination, at any time, by notifying the same to the Company to that effect. Such nomination shall be governed by the provisions of the Act and other regulations governing the matter from time to time. |
| Estate of deceased member liable     | (ii)    | Nothing in clause (i) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.   |
| Transmission clause                  | 30. (i) | Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either—   |

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- (a) to be registered himself as holder of the share; or  
 (b) to make such transfer of the share as the deceased or insolvent member could have made.
- Board's right unaffected (ii) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.
- Indemnity to the Company (iii) The Company shall be fully indemnified by such person from all liability, if any, by actions taken by the Board to give effect to such registration or transfer.
- Right to election of holder of share 31. (i) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.
- Manner of testifying election (ii) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.
- Limitations applicable to notice (iii) All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.
- Claimant to be entitled to same advantage 32. A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company:
- Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the share, until the requirements of the notice have been complied with.
- Provisions as to transmission to apply mutatis mutandis to debentures, etc. 33. The provisions of these Articles relating to transmission by operation of law shall mutatis mutandis apply to any other Securities including debentures of the Company.

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## VII. Forfeiture of shares

- If call or instalment not paid notice must be given 34. If a member fails to pay any call, or instalment of a call or any money due in respect of any share, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid or a judgement or decree in respect thereof remains unsatisfied in whole or in part, serve a notice on him requiring payment of so much of the call or instalment or other money as is unpaid, together with any interest which may have accrued and all expenses that may have been incurred by the Company by reason of non-payment.
- Form of notice 35. The notice aforesaid shall—
- (a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and
  - (b) state that, in the event of non-payment on or before the day so named, the shares in respect of which the call was made shall be liable to be forfeited.
- In default of payment, shares to be forfeited 36. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture. The forfeiture of a share shall involve the extinction of all interest in and also of all claims and demands against the Company in respect of the share, and all other rights incidental to the share, except only such of those rights as by these Articles are expressly saved.
- Forfeited shares may be sold etc. 37. (i) A forfeited share may be sold or re-allotted or otherwise disposed of on such terms and in such manner as the Board thinks fit.
- Cancellation of forfeiture (ii) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.
- Members still liable to pay money owing at the time of forfeiture 38. (i) A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay, and shall pay, to the Company all monies which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.

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Cesser of liability	(ii) The liability of such person shall cease if and when the Company shall have received payment in full of all such monies in respect of the shares.
Certificate of forfeiture	39. (i) A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
Title of purchaser and transferee of forfeited share	(ii) The Company may receive the consideration, if any, given for the share on any sale, re-allotment or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.
Transferee to be registered as holder	(iii) The transferee shall thereupon be registered as the holder of the share; and
Transferee not affected	(iv) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale, re-allotment or disposal of the share.
Sums deemed to be calls	40. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.
Provisions as to forfeiture of shares to apply mutatis mutandis to debentures, etc.	41. The provisions of these Articles relating to forfeiture of shares shall mutatis mutandis apply to any other Securities including debentures of the Company.

#### VIII. Alteration of capital

Power to increase share capital	42. The Company may, from time to time, by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as may be specified in the resolution.
Power to alter share capital	43. Subject to the provisions of section 61, the Company may, by ordinary resolution,— <ul style="list-style-type: none"> <li>(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;</li> <li>(b) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;</li> </ul>

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- (c) sub-divide its existing shares or any of them into shares of smaller amount than is fixed by the memorandum;
- (d) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

Shares may be converted into stock 44. Where shares are converted into stock,—

- (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit:

Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.

Right of stockholders

- (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage.
- (c) such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder" in those Articles shall include "stock" and "stock-holder" respectively.

Reduction of capital 45. The Company may, by special resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act and the Rules —

- (a) its share capital; and/or
- (b) any capital redemption reserve account; and/or
- (c) any Securities premium account; and/or
- (d) any other reserve in the nature of share capital.

#### IX. Joint Holders

- Joint-holders 46. Where two or more persons (not more than three) are registered as joint holders of any share, they shall be deemed (so far as the Company is concerned) to hold the same as joint tenants with benefits of survivorship, subject to the following and other provisions contained in these Articles:

For Century Textiles And Industries Ltd.

  
Managing Director  
DIN: 00040951

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For CENTURY TEXTILES AND INDUSTRIES LTD.

  
(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)



Liability of joint-holders	(a) The joint-holders of any share shall be liable severally as well as jointly for and in respect of all calls or instalments and other payments which ought to be made in respect of such share.
Death of one or more joint-holders	(b) On the death of any one or more of such joint-holders, the survivor or survivors shall be the only person or persons recognised by the Company as having any title to the share but the Directors may require such evidence of death as they may deem fit, and nothing herein contained shall be taken to release the estate of a deceased joint-holder from any liability on shares held by him jointly with any other person.
Receipt of one holder sufficient	(c) Any one of such joint holders may give effectual receipts of any dividend, interest or other money payable in respect of such share.
Delivery of certificate and giving of notice to first named holder	(d) Only the person whose name stands first in the register of members as one of the joint-holders of any share shall be entitled to the delivery of certificate, if any, relating to such share or to receive notice (which term shall be deemed to include all relevant documents) and any notice served on or sent to such person shall be deemed service on all the joint-holders.
Vote of joint-holders	(e) (i) Any one of two or more joint-holders may vote at any meeting either personally or by attorney or by proxy in respect of such shares as if he were solely entitled thereto and if more than one of such joint-holders be present at any meeting personally or by proxy or by attorney then that one of such persons so present whose name stands first or higher (as the case may be) on the register in respect of such shares shall alone be entitled to vote in respect thereof.
Executors or administrators as joint-holders	(ii) Several executors or administrators of a deceased member in whose (deceased member) sole name any share stands, shall for the purpose of this clause be deemed joint-holders.
Provisions as to joint-holders as to shares to apply mutatis mutandis to debentures, etc.	(f) The provisions of these Articles relating to joint-holders of shares shall mutatis mutandis apply to any other Securities including debentures of the Company registered in joint names.

#### **X. Capitalisation of profits**

- Capitalisation 47. (i) The company in general meeting may, upon the recommendation of the Board, resolve—

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Company Secretary  
(Membership No. 10100)



- (a) that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
- (b) that such sum be accordingly set free for distribution in the manner specified in clause (ii) below amongst the members who would have been entitled thereto, if distributed by way of dividend and in the same proportions.
- Sums how applied
- (ii) The sum aforesaid shall not be paid in cash but shall be applied either in or towards –
- (a) paying up any amounts for the time being unpaid on any shares held by such members respectively;
- (b) paying up in full, unissued shares or other Securities of the Company to be allotted and distributed, credited as fully paid-up, to and amongst such members in the proportions aforesaid;
- (c) partly in the way specified in sub-clause (a) and partly in that specified in sub-clause (b) ;
- (iii) A Securities premium account and a capital redemption reserve account or any other permissible reserve account may, for the purposes of this Article, be applied in the paying up of unissued shares to be issued to members of the Company as fully paid bonus shares;
- (iv) The Board shall give effect to the resolution passed by the Company in pursuance of this Article.
- Power of the Board for capitalisation 48. (i) Whenever such a resolution as aforesaid shall have been passed, the Board shall—
- (a) make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or other Securities if any; and
- (b) generally do all acts and things required to give effect thereto.
- Board's power to issue fractional certificate / coupon etc. (ii) The Board shall have power—
- (a) to make such provisions, by the issue of fractional certificates / coupons or by payment in cash or otherwise as it thinks fit, for the case of shares or other Securities becoming distributable in fractions; and

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- (b) to authorise any person to enter, on behalf of all the members entitled thereto, into an agreement with the Company providing for the allotment to them respectively, credited as fully paid-up, of any further shares or other Securities to which they may be entitled upon such capitalisation, or as the case may require, for the payment by the Company on their behalf, by the application thereto of their respective proportions of profits resolved to be capitalised, of the amount or any part of the amounts remaining unpaid on their existing shares;

Agreement binding on members (iii) Any agreement made under such authority shall be effective and binding on such members.

#### **XI. Buy-back of shares**

- Buy-back of shares 49. Notwithstanding anything contained in these Articles but subject to the provisions of sections 68 to 70 and any other applicable provision of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified Securities.

#### **XII. General meetings**

- Extra-ordinary general meeting 50. (i) All general meetings other than annual general meetings shall be called extra-ordinary general meetings.
- Power of Board to call extra-ordinary general meeting (ii) The Board may, whenever it thinks fit, call an extra-ordinary general meeting.
- The Board of Directors of the Company shall on the requisition of such member or members of the Company as is specified in sub-section (2) of Section 100 of the Act, forthwith proceed to call an extra-ordinary general meeting of the Company, and in respect of any such requisition and of any meeting to be called pursuant thereto, all other provisions of Section 100 of the Act and of any statutory modification thereof for the time being shall apply. Any reasonable expenses incurred by the requisitionists by reason of the failure of the Board duly to call a meeting shall be repaid to the requisitionists by the Company and any sum so repaid shall be redeemed by the Company out of any sum due or to become due from the Company by way of fees or other remuneration for their services to such of the directors as were in default.
- Notice of general meeting 51. Notice of every meeting shall be given to every member of the Company in any manner authorised by sections 20(2) and 101 and other applicable provisions of the Act and the Rules framed thereunder. It is clarified that the e-mail id provided by a Member to the Depository shall be deemed to be the id registered with the Company for the purpose of sending all notices and other communications. The accidental omission to give notice of any meeting to or the non-receipt of such notice by, any of the members or other person who is entitled to such notice shall not invalidate the proceedings at any such meeting.

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### XIII. Proceedings at general meetings

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| Presence of quorum   | 52. | (i) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. If within half an hour from the time appointed for the meeting, a quorum be not present, the meeting, if convened upon a requisition of the members under Section 100 of the Act, shall be cancelled, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, unless the same shall be a national holiday, when the meeting shall stand adjourned to the next day not being a national holiday, at the same time and place or to such other date and at such other time and place as the Directors may determine, and if at such adjourned meeting a quorum be not present within half an hour from the time appointed for the meeting, those members who are present, and not being less than two persons, shall be a quorum and may transact the business for which the meeting was called. |
| Quorum for general meeting   |     | (ii) Save as otherwise provided herein, the quorum for the general meeting shall be as provided in section 103 of the Act.  |
| Business confined to election of chairperson whilst chair vacant           |     | (iii) No business shall be discussed or transacted at any general meeting except election of the Chairperson whilst the chair is vacant.  |
| Chairperson of the meetings  | 53. | The chairperson, if any, of the Board shall preside as chairperson at every general meeting of the Company. In the absence of the chairperson, the vice chairperson of the Company shall chair the meetings of the Company.   |
| Directors to elect a chairperson   | 54. | If there is no such chairperson or vice chairperson, or if they are not present within fifteen minutes after the time appointed for holding the meeting, or are unwilling to act as the chairperson of the meeting, the directors present shall elect one of their members to be the chairperson of the meeting.  |
| Members to elect a chairperson   | 55. | If at any meeting no director is willing to act as chairperson or if no director is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their members to be the chairperson of the meeting.  |
| Casting vote of chairperson at general meeting                             | 56. | On any business at any general meeting, in case of an equality of votes, whether electronically or on a poll, the chairperson shall have a second or casting vote.  |
| Minutes of proceedings of meetings and resolutions passed by postal ballot | 57. | (i) The Company shall cause minutes of the proceedings of every general meeting of any class of members or creditors and every resolution passed by postal ballot to be prepared and signed in such manner as may be prescribed by the Act and the Rules and kept by making within thirty days of the conclusion of every such meeting concerned or passing of resolution by postal ballot, entries thereof in books kept for that purpose with their pages consecutively numbered.   |

For Century Textiles And Industries Ltd.

  
 Managing Director  
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 Company Secretary  
 (Membership No. 10100)



- Certain matters not to be included in Minutes
- (ii) There shall not be included in the minutes any matter which, in the opinion of the chairperson of the meeting –
- (a) is, or could reasonably be regarded, as defamatory of any person; or
  - (b) is irrelevant or immaterial to the proceedings; or
  - (c) is detrimental to the interests of the Company.
- Discretion of chairperson in relation to Minutes
- (iii) The chairperson shall exercise an absolute discretion in regard to the inclusion or non-inclusion of any matter in the minutes on the grounds specified in the aforesaid clause.
- Minutes to be evidence
- (iv) The minutes of the meeting kept in accordance with the provisions of the Act shall be evidence of the proceedings recorded therein.
- Inspection of Minute books of general meeting
58. (i) The books containing the minutes of the proceedings of any general meeting of the Company or a resolution passed by postal ballot, shall:
- (a) be kept at the registered office of the Company; and
  - (b) be open to inspection by any member without charge, during 11.00 a.m. to 1.00 p.m. on all working days other than Saturdays.
- Members may obtain copy of Minutes
- (ii) Any member shall be entitled to be furnished, within the time prescribed by the Act, after he has made a request in writing in that behalf to the Company and on payment of such fees as may be fixed by the Board, with a copy of any minutes referred to in clause (i) above:
- Provided that a member who has made a request for provision of a soft copy of the minutes of any previous general meeting held during the period immediately preceding three financial years, shall be entitled to be furnished with the same free of cost.
- Powers to arrange security at meetings
59. The Board, and also any person(s) authorised by it, may take any reasonable action before the commencement of any general meeting, or any meeting of a class of members in the Company, which they may think fit to ensure the security of the meeting, the safety of people attending the meeting, and the future orderly conduct of the meeting. Any decision made in good faith under this Article shall be final, and right to attend and participate in the meeting concerned shall be subject to such decision.

#### XIV. Adjournment of meeting

- Chairman may adjourn the meeting
60. (i) The chairperson may, suo motu, or with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place.
- Business at the adjourned meeting
- (ii) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

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Company Secretary  
(Membership No. 10100)

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| Notice of an adjourned meeting           | (iii) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.   |
| Notice of adjourned meeting not required | (iv) Save as aforesaid, and as provided in section 103 of the Act, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting. |

#### XV. Voting rights

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|---|---|
| Entitlement of vote on a poll                                     | 61. Subject to any rights or restrictions for the time being attached to any class or classes of shares,—<br><br>the voting rights of a member shall be in proportion to his share in the paid-up equity share capital of the Company.<br><br>In case of an equality of votes, the chairperson of the meeting at which the poll is demanded, shall be entitled to a casting vote in addition to his own vote or votes to which he may be entitled as a member.  |
| Voting through electronic means                                   | 62. A member may exercise his vote at a meeting by electronic means in accordance with section 108 and the Rules framed by the Central Government in that behalf and shall vote only once.  |
| Vote of joint-holder  | 63. (i) In the case of joint-holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint-holders.   |
| Seniority of names  | (ii) For this purpose, seniority shall be determined by the order in which the names stand in the register of members.  |
| How members non compos mentis and minor may vote                  | 64. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, by his committee or other legal guardian, and any such committee or guardian may, on a poll, vote by proxy. If any member be a minor, the vote in respect of his share or shares shall be by his guardian or any one of his guardians.   |
| Business may proceed pending poll                                 | 65. Any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.   |
| Votes in respect of shares of deceased or insolvent members, etc. | 66. Subject to the provisions of the Act and other provisions of these Articles, any person entitled under the Transmission Clause to any shares may vote at any general meeting in respect thereof as if he was the registered holder of such shares, provided that at least 48 (forty eight) hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall duly satisfy the Board of his right to such shares unless the Board shall have previously admitted his right to vote at such meeting in respect thereof. |
| Equal right of members  | 67. Any member whose name is entered in the register of members of the Company shall enjoy the same rights and be subject to the same liabilities as all other members of the same class.   |

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| Restriction on voting rights                      | 68. | (i)  | No member shall be entitled to vote at any general meeting in respect of any shares registered in his name on which any calls or other sums presently payable by him have not been paid, or in regard to which the Company has exercised any right of lien.   |
| Representation of corporation at general meetings |     | (ii) | A body corporate (whether a company within the meaning of the Act or not) may, if it is a member of the Company, by resolution of its Board of Directors or other Governing Body, authorise such person as it thinks fit, to act as its representative at any meeting of the Company or at any meeting of any class of members of the Company. If such body corporate be a creditor (including a holder of debentures) of the Company, it may by resolution of the Board of Directors or other Governing Body, authorise such person as it thinks fit, to act as its representative at any meeting of creditors of the Company held in pursuance of the Act or any Rules made thereunder, or in pursuance of the provisions contained in any debenture trust deed, as the case may be. A person authorised by a resolution as aforesaid, shall be entitled to exercise the same rights and powers (including the right to vote by proxy) on behalf of the body corporate which he represents as that body could exercise as a member, creditor or holder of debentures of the Company. He shall be counted for the purpose of ascertaining whether a quorum of members is present. The production at the meeting of a copy of such resolution duly signed by one Director of such body corporate or the company or by the Managing Director/Manager or other duly authorised officer thereof and certified by him or them as being a true copy of the resolution may, on production at the meeting, be accepted by the Company as sufficient evidence of the validity of his appointment. |
| Validity of votes                                 | 69. | (i)  | No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.  |
|   |     | (ii) | Any such objection made in due time shall be referred to the chairperson of the meeting, whose decision shall be final and conclusive.  |

#### XVI. Proxy

- |                              |     |   |
|------------------------------|-----|---|
| Proxies when to be deposited | 70. | The instrument appointing a proxy and the power-of-attorney or other authority, if any, under which it is signed or a notarised copy of that power or authority, shall be deposited at the registered office of the Company not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. |
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- Form of proxy 71. An instrument appointing a proxy shall be in the form as prescribed in the Rules made under section 105.
- Proxy to be valid notwithstanding death of the principal 72. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the shares in respect of which the proxy is given:
- Provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at its office before the commencement of the meeting or adjourned meeting at which the proxy is used.

### **XVII. Board of Directors**

- Directors not liable to retire by rotation, etc. 73. (i) The Board shall have such number of Independent Directors as required under the Act, the Rules, the Listing Agreement with the Stock Exchange and the regulations/guidelines that may be issued by SEBI and other authorities from time to time. A Director of the Company may be or become a Director of any company promoted by the Company or in which it may be interested as a vendor, shareholder, or otherwise, and no such Director shall be accountable for any benefits received as a Director or member of such company.

@ Subject to the provisions of section 160 of the Act, no person not being a Retiring Director, shall be eligible for election to the Office of Director at any General Meeting unless he or some member intending to propose him has at least fourteen clear days before the meeting, left at the registered office of the Company a notice in writing under his hand signifying his candidature for the Office of Director or the intention of such member to propose him as a candidate for that office, as the case may be, along with a deposit of rupees one lakh or such higher amount as may for the time being be prescribed by the Act, which shall be refunded to such person, or, as the case may be, to such member, if the person proposed gets elected as a Director or gets more than 25% of total valid votes cast on such resolution.

@ The Company shall, subject to the provisions of the Act, be entitled to agree with any person, firm, body corporate, corporation that he or it shall have the right to appoint/ remove his or its nominee on the Board of directors of the Company upon such terms and conditions as the Company may deem fit. Such nominee and their successors in office appointed under this Article shall be called Nominee Directors of the Company. Provided that, on receipt of communication from the Debenture Trustee of the proposed nomination of any person as a director on the Board of the Company, pursuant to clause (c) of Sub-Regulation (1) of Regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993, the Board of Directors shall appoint such a person as Nominee Director on the Board of Directors of the Company.

@ Amended as per special resolution passed at the Annual General Meeting of the Company held on 27<sup>th</sup> July, 2023.

**For Century Textiles And Industries Ltd.**

  
Managing Director  
DIN: 00040951

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Company Secretary  
(Membership No. 10100)



@ The Nominee Directors as appointed above shall be entitled to hold office until requested to retire by the person, firm, body corporate, corporation, Debenture Trustee who may have appointed him/ them and will not be bound to retire by rotation. As and whenever a Nominee Director vacates office whether upon request as aforesaid or by death, resignation or otherwise, the person, firm, body corporate, corporation, Debenture Trustee who appointed such Nominee Director may appoint any other Director in his place. The Nominee Director may at any time by notice in writing to the Company resign his office. Subject as aforesaid, a Nominee Director shall be entitled to the same rights and privileges and be subject to the same obligations as any other director of the Company.

The Board shall have the power to determine from time to time, the directors whose period of office is or is not liable to determination by retirement of directors by rotation.

Same individual may be  
chairperson and  
Managing Director/Chief  
Executive Officer

- (ii) Subject to the provisions of section 203 of the Act, the same individual may, at the same time, be appointed as the chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company.

Remuneration of  
Directors


74. (i) (a) Subject to the provisions of the Act, the remuneration of the directors shall be as fixed by the Company in General Meeting.
- (b) The fees payable to a Director for attending a Meeting of the Board or Committee thereof shall be decided by the Board of Directors from time to time within the maximum limits of such fees that may be prescribed by the Act or the Rules, or if not so prescribed, in such manner as the directors may decide from time to time in conformity with the provisions of law.

Subject to the provisions of the Act, the directors may be paid such further remuneration (if any) either on the basis of a percentage of the net profits of the Company or otherwise, as the Board of Directors may from time to time determine, and such further remuneration shall be divided amongst the directors in such proportion and manner as the Board or the chairperson may from time to time determine and in default of such determination, shall be divided amongst the directors equally.

The remuneration of the directors shall, in so far as it consists of a monthly payment, be deemed to accrue from day-to-day.

@Amended as per special resolution passed at the Annual General Meeting of the Company held on 27<sup>th</sup> July, 2023.

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Managing Director  
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Travelling and other expenses	(ii) In addition to the remuneration payable to them in pursuance of the Act, the directors may be paid or reimbursed all travelling, hotel and other expenses properly incurred by them—  (a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or (b) in connection with the business of the Company.
Execution of negotiable instruments	75. All cheques, promissory notes, drafts, <i>hundis</i> , bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by such person and in such manner as the Board shall from time to time by resolution determine.
Appointment of additional directors	76. (i) Subject to the provisions of sections 149 and 161 of the Act, the Board shall have power at any time, and from time to time, to appoint a person other than a person who fails to get appointed as a Director in a general meeting, as an additional director, provided the number of the directors and additional directors together shall not at any time exceed the maximum strength fixed for the Board by the Act.  (ii) Such person shall hold office only up to the date of the next annual general meeting of the Company but shall be eligible for appointment by the Company as a director at that meeting subject to the provisions of the Act.
Duration of office of additional director	
Appointment of alternate director	77. (i) Subject to the provisions of section 161 of the Act, the Board may appoint an alternate director to act for a director (hereinafter in this Article called "the Original Director") during his absence for a period of not less than three months from India. No person shall be appointed as an alternate director for an independent director unless he is qualified to be appointed as an independent director under the provisions of the Act.
Duration of office of alternate director	(ii) An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India.
Re-appointment provisions applicable to Original Director	(iii) If the term of office of the Original Director is determined before he returns to India, any provision for the automatic reappointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.

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- (iv) If a person is already an alternate director for any director, then, he cannot be appointed as an alternate director for any other director.
- Appointment of director to fill a casual vacancy 78. (i) Subject to the provisions of section 161 of the Act, if the office of any director appointed by the Company in general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board.
- Duration of office of Director appointed to fill casual vacancy (ii) The director so appointed shall hold office only upto the date upto which the director in whose place he is appointed would have held office if it had not been vacated.


#### **XVIII. Powers of the Board**

- General powers of the Company vested in Board 79. The management of the business of the Company shall be vested in the Board and the Board may exercise all such powers, and do all such acts and things, as the Company is by the memorandum of association or otherwise authorised to exercise and do, and, not hereby or by the statute or otherwise directed or required to be exercised or done by the Company in general meeting but subject nevertheless to the provisions of the Act and other laws and of the memorandum of association and these Articles and to any regulations, not being inconsistent with the memorandum of association and these Articles or the Act, from time to time made by the Company in general meeting provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

#### **XIX. Proceedings of the Board**

- When meetings to be convened 80. (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its meetings, as it thinks fit.
- Participation at Board meetings (ii) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio visual means or teleconferencing, as may be prescribed by the Rules.
- Who may summon Board Meeting (iii) The chairperson or any one Director with the previous consent of the chairperson may, or the company secretary on the direction of the chairperson shall, at any time, summon a meeting of the Board.
- Signing of attendance register 81. Every director present at any meeting of the Board or of a committee thereof shall sign his name in a book to be kept for that purpose.

For Century Textiles And Industries Ltd.

  
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(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)

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| Questions at Board meeting how decided               | 82. (i) | Save as otherwise expressly provided in the Act, questions arising at any meeting of the Board shall be decided by a majority of votes.  |
| Casting vote of chairperson at Board meeting         | (ii)    | In case of an equality of votes, the chairperson of the Board, shall have a second or casting vote.  |
| Directors not to act when number falls below minimum | 83.     | The continuing directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a meeting of the Board, the continuing directors or director may act for the purpose of increasing the number of directors to that fixed for the quorum, or of summoning a general meeting of the Company, but for no other purpose. |
| Who to preside at meetings of the Board              | 84. (i) | The Board shall elect the chairperson of the Company who shall chair the meetings of the Board and such chairperson shall, subject to the approval of the Board, not be liable to retire by rotation. In the absence of the chairperson, the vice chairperson of the Company shall chair the meetings of the Board.  |
| Directors to elect a chairperson                     | (ii)    | If such chairperson or vice chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be the chairperson of the meeting.   |
| Directors to elect chairperson Emeritus              | (iii)   | The Board shall have the power to appoint a Chairperson Emeritus of the Company. Such Chairperson Emeritus will merely exercise the role of a invitee at the Board meetings tendering his valuable guidance and advice gratuitously.   |
| Delegation of power                                  | 85. (i) | The Board may, subject to the provisions of the Act, delegate any of its powers to committees consisting of such member or members of its body as it thinks fit. The Board shall form all such committees as are required to be constituted under the Act or the Rules.  |
| Committee to confirm to Board regulations            | (ii)    | Any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.  |
| Chairperson of Committee                             | 86. (i) | A committee may elect a chairperson of its meetings unless the Board, while constituting a committee, has appointed a chairperson of such committee.   |

For Century Textiles And Industries Ltd.

  
 Managing Director  
 DIN:00040951

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 For CENTURY TEXTILES AND INDUSTRIES LTD.

  
 (Atul Kumar Kedia)  
 Company Secretary  
 (Membership No. 10100)



Who to preside at meetings of Committee	(ii) If no such chairperson is elected, or if at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may choose one of their members to be chairperson of the meeting.
Committee to meet	87. (i) A committee may meet and adjourn as it thinks fit.
Questions at Committee meeting how decided	(ii) Questions arising at any meeting of a committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the chairperson shall have a second or casting vote.
Acts of Board or Committee valid notwithstanding defect in appointment	88. All acts done in any meeting of the Board or of a committee thereof or by any person acting as a director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such directors or of any person acting as aforesaid, or that they or any of them were disqualified or that his or their appointment had terminated, be as valid as if every such director or such person had been duly appointed and was qualified to be a director.
Passing of resolution by circulation	89. Save as otherwise expressly provided in the Act, a resolution in writing, signed, whether manually or by secure electronic mode, by a majority of the members of the Board or of a committee thereof, for the time being entitled to receive notice of a meeting of the Board or committee, shall be valid and effective as if it had been passed at a meeting of the Board or committee, duly convened and held.

**XX. Managing Director, Whole-time Director or Executive Director**

Appointment of Managing Director, Whole-time Director, Executive Director by the Board	90. The Board may, subject to the provisions of the Act, the Rules and these Articles, from time to time appoint any one or more of its members as the Managing Director(s) of the Company or as Whole-time Director(s) or as Executive Director(s) upon such terms and conditions as the Board shall think fit and, subject to the provisions of the Act and the Rules, the Board may by resolution vest in such person such of the powers hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such periods and upon such conditions and subject to such restrictions as it may determine. The remuneration of the Managing Director, the Whole-time Director and the Executive Director may be by way of monthly payment, and/ or participation in profits, or by any other mode not expressly prohibited by the Act. The Managing Director, Whole-time Director and the Executive Director shall ipso facto and immediately cease to be the Managing Director, Whole-time Director or the Executive Director, as the case may be, if he ceases to hold the office of a Director for any cause whatsoever.
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For Century Textiles And Industries Ltd.



Managing Director  
DIN: 00040951

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For CENTURY TEXTILES AND INDUSTRIES LTD.



(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)

The Board of Directors may from time to time entrust to and confer upon the Managing Director(s), the Whole-time Director(s) and the Executive Director(s) for the time being, such of the powers exercisable under these Articles by the Directors as they think fit, and may confer such powers for such objects and purposes and upon such terms and conditions and with such restrictions as they think expedient, and they may confer such powers either collaterally with or to the exclusion of or in the substitution for all or any of the powers of the Directors in that behalf, and may from time to time revoke, withdraw, alter or vary all or any of such powers. Unless and until otherwise determined by the Board of Directors, the Managing Director(s) may exercise all powers exercisable by the Directors save such powers as by the Act or by these Articles shall be exercisable by the Directors themselves. The Board of Directors may, whenever there are more than one Managing Director, decide whether they should act jointly or severally, and may if they think fit, delegate powers separately to one or more Managing Directors.

Remuneration of  
Managing Director,  
Whole-time Director,  
Executive Director

91. Subject to any contract between the Company and the Managing Director(s) / Whole-time Director(s) / Executive Director(s), the remuneration of the Managing Director(s) / Whole-time Director(s) / Executive Director(s) shall from time to time be fixed in accordance with the provisions of the Act and the Rules and may be by way of a fixed salary or commission or participation in profits or by any or all of these modes or in any other form and as may be provided under the other provisions of these Articles and may provide for minimum remuneration in case of loss or inadequacy or absence of profits.

**XXI. Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer**

Chief Executive Officer etc.

92. Subject to the provisions of the Act,—

(i) A chief executive officer, manager, company secretary or chief financial officer may be appointed by the Board for such term, at such remuneration and upon such terms and conditions as it may think fit; and any chief executive officer, manager, company secretary or chief financial officer so appointed may be removed by means of a resolution of the Board;

Director may be Chief  
Executive Officer etc.

(ii) A director may be appointed as chief executive officer, manager, company secretary or chief financial officer.

93. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer.

For Century Textiles And Industries Ltd.

  
Managing Director  
DIN: 00040951

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For CENTURY TEXTILES AND INDUSTRIES LTD.

  
(Atul Kumar Keddia)  
Company Secretary  
(Membership No. 10100)



**XXII. The Seal**

Option to continue the  
Seal and affixation of  
Seal

94. It shall be at the discretion of the Board to continue to have the Seal of the Company or not. In the event that the Board opts to continue to have the Seal and where the Board exercises its discretion to affix the Seal to any instrument, then, the said Seal can be affixed only under the authority of the resolution of the Board or of Committee of the Board and can be affixed on any instrument in the presence of one Director and the Company Secretary or such other person as the Board may appoint for the purpose and that one Director and Secretary or other person as aforesaid, shall sign the instrument to which the Seal of the Company if so affixed, in their presence.
95. If the resolution of the Board on any matter does not require affixing of a Seal, then, such document/instrument can be signed by the persons authorized by the Board in that behalf. In other words, affixing of the Seal is not compulsory in all cases where documents are signed by the Company.
96. In case of issue of share certificates, the Seal will have to be affixed in the presence of two Directors and the Company secretary or any person authorised by the Board for the purpose as prescribed in this behalf under section 46 of the Act read with the Rules made thereunder. Provided that in case the Company does not have a Seal, the share certificate shall be signed by two directors or by a director and the Company Secretary:  
  
Provided further that, if the composition of the Board permits of it, at least one of the aforesaid two directors shall be a person other than a managing director or a Whole-time director.
97. The safe custody of the Seal will be decided by the Board and will be kept under the custody of the person and/or persons nominated by the Board in this behalf. The Seal of the Company will generally be kept at the Registered Office of the Company and can be removed to any place in India for business purposes under the care and custody of the same person(s) who have been nominated by the Board for the safe custody of the Seal or such other person as may be authorised by the Board in this behalf.

**XXIII. Registers**

- Foreign register 98. (a) The Company may exercise the powers conferred on it by section 88 of the Act with regard to the keeping of a foreign register; and the Board may (subject to the provisions of the Act and the Rules) make and vary such regulations as it may think fit respecting the keeping of any such register.

For Century Textiles And Industries Ltd.



Managing Director

DIN : 06040951

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For CENTURY TEXTILES AND INDUSTRIES LTD.



(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)

- (b) The foreign register shall be open for inspection and may be closed, and extracts may be taken therefrom and copies thereof as may be required, in the same manner, mutatis mutandis, as is applicable to the register of members.

#### XXIV. Dividends and Reserve

- |  |       |   |
|--|-------|---|
| Company in general meeting may declare dividends | 99.   | The Company in general meeting may declare dividends, and no dividend shall exceed the amount recommended by the Board, but the Company in general meeting may declare a lesser dividend.   |
| Interim dividends                                | 100.  | Subject to the provisions of section 123 of the Act, the Board may from time to time pay to the members such interim dividends of such amount, on such class of shares and at such times as appear to it to be justified by the profits of the Company.   |
| Dividends only to be paid out of profits         | 101.  | <p>(i) The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalising dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, think fit.</p> |
| Carry forward of profits                         | (ii)  | The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve.  |
|  | (iii) | Dividend can also be paid in the event of absence or inadequacy of profits in any year, as permitted under The Companies (Declaration & Payment of Dividend) Rules, 2014 or any amendment thereof.  |
| Division of profits                              | 102.  | <p>(i) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the Company, dividends may be declared and paid according to the amounts of the shares.</p>  |
| Payment in advance                               | (ii)  | No amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share.   |

For Century Textiles And Industries Ltd.

  
Managing Director  
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(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)



Dividend to be apportioned	(iii)	All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.
No member to receive dividend whilst indebted to the Company and Company's right to reimbursement therefrom	103. (i)	The Board may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the company.
Retention of dividends	(ii)	The Board may retain dividends payable upon shares in respect of which any person is, under the Transmission Clause herein before contained, entitled to become a member or which any person under that Article is entitled to transfer, until such person shall become a member in respect of such shares or shall duly transfer the same.
Dividend how remitted	104. (i)	Any dividend, interest or other monies payable in cash in respect of shares may be paid by electronic mode or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members, or to such person and to such address as the holder or joint holders may in writing direct.
Instrument of payment	(ii)	Every such cheque or warrant shall be made payable to the order of the person to whom it is sent.
Discharge to Company	(iii)	Payment made in accordance with clause (i) above, shall be made at the risk of the person entitled to the money paid or to be paid. The Company will not be responsible for a payment which is lost or delayed to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent payment thereof by any other means. The Company will be deemed to having made the payment and received a good discharge for it if such payment is made using any of the foregoing permissible means.
Receipt of one holder sufficient	105.	Any one of two or more joint holders of a share may give effective receipts for any dividends, bonuses or other monies payable in respect of such share.
	106.	Notice of any dividend that may have been declared shall be given to the persons entitled to the share therein in the manner mentioned in the Act.
No interest on dividends	107.	No dividend shall bear interest against the Company.

For Century Textiles And Industries Ltd.

  
 Managing Director  
 DIN:00040951

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 For CENTURY TEXTILES AND INDUSTRIES LTD.

  
 (Atul Kumar Kedia)  
 Company Secretary  
 (Membership No. 10100)

**XXV. Accounts**

- Restriction on inspection by members 108. (i) The Board may, entirely at its discretion and without any obligation to do so, from time to time determine whether and to what extent and at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them, shall be open to the inspection of the members not being directors.
- (ii) No member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board or by the Company in general meeting.

**XXVI. Winding up**

- Winding up of Company 109. Subject to the applicable provisions of the Act and the Rules made thereunder—
- (a) If the company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not.
- (b) For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members.
- (c) The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

For Century Textiles And Industries Ltd.

  
Managing Director  
DIN : 00040951

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For CENTURY TEXTILES AND INDUSTRIES LTD.

  
(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)



**XXVII. Indemnity and Insurance**

- Directors and officers right to indemnity 110. (a) Subject to the provisions of the Act, every director, managing director, whole-time director, manager, company secretary and other officer of the Company shall be indemnified by the Company out of the funds of the Company, all costs, losses and expenses (including travelling expense) which such director, manager, company secretary and officer may incur or become liable for, by reason of any contract entered into or act or deed done by him in his capacity as such director, manager, company secretary or officer or in any way in the discharge of his duties in such capacity or in connection with any guarantee or obligation or contract entered for the benefit or the business of the Company.
- (b) Subject as aforesaid, every director, managing director, manager, company secretary or other officer of the Company shall be indemnified against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or discharged or in connection with any application under Section 463 of the Act in which relief is given to him by the Court.

**XXVIII. General power**

- General power 111. Wherever in the Act, it has been provided that the Company shall have any right, privilege or authority or that the Company could carry out any transaction only if the Company is so authorised by its Articles, then and in that case this Article authorises and empowers the Company to have such rights, privileges or authorities and to carry such transactions as have been permitted by the Act, without there being any specific Article in that behalf herein provided.
- Responsibility 112. Save as provided in these Articles and the Act no member or other person (not being a Director) shall be entitled to enter the property of the Company or to inspect or examine the Company's premises or properties without the permission of the Directors or to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process or of any matter whatsoever which may relate to the conduct of the business of the Company and which in the opinion of the Directors it will be inexpedient in the interest of the Company to communicate.

For Century Textiles And Industries Ltd.

  
 Managing Director  
 DIN:00040951

CERTIFIED TRUE COPY  
 For CENTURY TEXTILES AND INDUSTRIES LTD.

  
 (Atul Kumar Kedia)  
 Company Secretary  
 (Membership No. 10100)

Name, address and description of Shareholder.	Number of shares taken by each Subscriber.

Dated this 18<sup>th</sup> day of October 1897

Witness to the above signatures.

For Century Textiles And Industries Ltd.

  
**Managing Director**  
 DIN: 00040951

CERTIFIED TRUE COPY  
 For CENTURY TEXTILES AND INDUSTRIES LTD.

  
 (Atul Kumar Kedia)  
 Company Secretary  
 (Membership No. 10100)





Names and Addresses of Shareholders.	No. of Shares sub- scribed.	Witness.
--------------------------------------	--------------------------------	----------

*Veer Chund Dary 100 c n Wada.*  
*Chundi*

*Abdulla Wajid Dawood 100 Dushaw. Bapooje.*  
*3. Ine. di 5330 200 Dushaw Bapooje.*

For Century Textiles And Industries Ltd.

*[Signature]*  
Managing Director  
DIN: 00040951

CERTIFIED TRUE COPY  
For CENTURY TEXTILES AND INDUSTRIES LTD.

*[Signature]*  
(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)



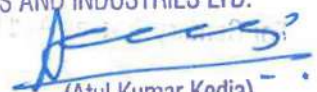
Names and Addresses of Shareholders.	No. of Shares sub- scribed.	Witness.

For Century Textiles And Industries Ltd.



Managing Director  
DIN: 000 40951

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(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)

Names and Addresses of Shareholders.	No. of Shares sub- scribed.	Witness.

For Century Textiles And Industries Ltd.



Managing Director  
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(Atul Kumar Kedia)  
Company Secretary  
(Membership No. 10100)





Names and Addresses of Shareholders.	No. of Shares subscribed.	Witness.

For Century Textiles And Industries Ltd.

  
Managing Director  
DIN: 00040951

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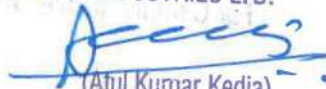
Names and Addresses of Shareholders.	No. of Shares sub- scribed.	Witness.

For Century Textiles And Industries Ltd.



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