

COMPANY LIMITED BY SHARES

(The Indian Companies Act 1913.)

MEMORANDUM OF ASSOCIATION

OF

THE SRI GANAPATHY MILLS CO., LTD.,

TIRUNELVELI

- I. The name of the company is "THE SRI GANAPATHY MILLS CO., LTD.,*
- II. The Registered office of the Company shall be situated in the Madras Presidency.*
- III. The objects for which the Company is established are as follows:-*

1. To carry on all or any of the following business namely, Cotton spinners and doublers, flax hemp and jute spinners, linen manufacturers, flax, hemp, jute and wool merchants, wool combers; worsted spinners, woollen spinners, yarn merchants, bleachers and dyers printers and makers of vitriol, bleaching and dyeing materials and to purchase, comb, prepare, spin, dye and deal in flax, hemp, jute, wool, cotton silk and other fibrous substances, and to weave or otherwise manufacture, buy and sell and deal in linnen cloth and other goods and fabrics whether textile, felted, frible knitted, nettled or looped and to supply power and to carry on or be interested in the business of flour mills, pressing and ginning mills and oils mills, paper mills, and ice factories in all their branches either in Tirunelveli or other parts of India.

2. To deal in and also to work spinning and weaving mills, cotton mills, ginning factories, decorticators, jute mills and mills of any other description and for any other purpose and to maintain, erect and work ginning factories decorticators, foundaries, and manufacturers of every kind of goods and merchandise, and to erect maintain and work presses for pressing merchandise into bales. To erect warehouses, tanks chawls and other buildings and to erect such machinery, engines, apparatus and works thereon as may be necessary for the purpose of the Company and to sell or mortgage all or any portion of the same as may be thought desirable.

3. To carry on all or any of the business of silk weavers, wool weavers, cloth manufacturers, hosiers carpetmakers, importers and whole sale and retail dealers of and in textile, fabrics of all kinds, tailors, outfitters, drapers and furnishers.

4. To carry on in all or any of their branches, all or any one or more of the followings businesses, that is to say, the business of manufacturers producers, importers, exporters, merchants, brokers and wholesale dealers of and in all kinds of dyes, dye-stuffs, chemical drugs, varnishes, colours, industrial and pharamaceutical and other preparations, articles and compounds ingredients and products or other goods of any description whether analagous to any of those above enumerated or not.

5. To buy, sell, manufacture and deal in all kinds of articles which may be required for the purpose of the aforesaid business.

6. To carry on any other business whether manufacturing or otherwise which may seem

to the Company capable of being conveniently carried on in connection with the above or calculated directly or indirectly to enhance the value or render profitable any of the Company's properties or rights, and or likely to advance or promote the interests of the Company.

7. To purchase, lease or otherwise acquire, hold, sell, develop, manage, work exchange, turn to account, dispose off, and deal in lands, estates plantations forests and trading rights.

8. To remunerate any person or firm for service rendered or to be rendered in or about the formation or promotion of the Company or the conduct of the business.

9. To sell, mortgage, exchange, lease or otherwise dispose off absolutely, conditionally or for any limited interest and to grant lease or license in respect of all or part of the land buildings or any property, rights or privileges of the Company.

10. To enter into any agreements with and employ technicians, Engineers and other specialists and staff as may be necessary and expedient for the proper conducting of the business of the Company.

11. To raise and borrow money and secure the payment of the money by such terms and conditions and in such manner as determined and particularly by the creation or issue of bonds, mortgages debentures, debenture-stock or other securities either perpetual or terminable and charged specially, or, by way of floating charge on any part of the undertaking, property and rights of the Company either present or future or both, including its uncalled capital, or not entitled to any charge or to redeem, purchase, or pay off any such securities and to remunerate any trustees appointed in connection with any such securities, and to issue any such securities at a discount, premium or otherwise, and in such manner as thought fit, and with or without any such special rights, or privileges or conditions as to redemption, surrender, drawings, allotment of shares, conversion into shares attending and voting at meeting of the Company, appointment of Directors or otherwise, and so that any such securities may be made assignable, free from any equities between the Company and any person or persons, and so that upon an issue of a debenture stock, debentures may, if thought expedient, be issued to trustees as part of the security.

12. To draw, make, accept endorse, seal, execute, negotiate, purchase, lend money upon discount, hold and dispose off cheques promisory notes, bills of lading, warrant, debenture and other negotiable instruments or documents or contracts, deeds and other instruments or documents and cancel or vary any such instrument.

13. To insure with any person or company against losses, damages risks and liability of any kind which may affect the Company either wholly or partially and if thought fit, to effect any such insurance, protection or indemnity, by joining or becoming members of any mutual insurance, association or federation or society, and to accept any such insurance, or any part thereof for the account of the Company.

14. Upon any issue of shares, debentures or any other securities of the Company, to employ brokers, commission agents and under-writers and to provide for the remuneration of such persons for their services, by payment in cash or by issue of shares, debentures or other securities of the Company by granting of options to take the same or in any manner allowed by law.

15. To create any reserve fund, sinking fund, insurance fund or any other special funds whether for depreciation of for repairing improving, extending or maintaining any of the

property of the Company or for any other purposes conducive to the interests of the Company.

16. To provide for the welfare of the employees or ex-employees of the Company, and wives, widows and families of such employees by building or by contributing to the building of chawls, by grants of money, allowances, bonus or other payments or by creating and from time to time subscribing towards schools, places of institution and recreation and hospitals, dispensaries medical attendants and other assistance as may seem proper.

17. To procure the incorporation, registration or other recognition of the Company in any country, state or place and to establish and regulate agencies for the purpose of the Company's business and to apply or join for applying to any Parliament, Government, Local or Municipal or other authority or body British Colonial or Foreign for any acts of Parliament, Laws, decrees, concessions, orders, rights of privileges that may seem conducive to the Company's objects, or any of them and to oppose any proceedings or applications which may seem calculated or directed to prejudice the interests of the Company.

18. From time to time to subscribe or contribute to any charitable benevolent or useful object of a public character or for any public exhibition.

19. To appoint agents (including Managing agents) and constitute agencies of the company in India.

20. Generally to do all or any or such other things as may appear to be incidental, or, conducive to the attainment of the above objects, all or any of them.

And it is hereby declared that the intention is that the object or objects specified in each paragraph of this clause shall have the widest possible construction and shall be in no wise limited or restricted by reference to or inference from the terms of any other paragraph of this clause or the name of the Company. The objects of the Company shall extend throughout India, and native states as also other parts of the world.

IV. The liability of the members is limited.

The authorised share capital of the Company is 3,50,00,000 divided into 35,00,000 equity shares of Rs.10/- each. The Company shall have power to increase or reduce the said capital and to issue all or any part of its capital, original or increased, with or without any preference priority or privileges and to vary or modify the privileges attaching to any class of shares. And upon any increase of capital the Company is to be at liberty to issue any new shares with any preferential, deferred, qualified or special rights, privileges and conditions attached thereto,

We, the Several persons whose names and addresses are subscribed hereto are desirous of being formed into a Company in pursuance of the above Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite our respective names.

Consequent to the increase of Authorised Share Capital of the Company in the AGM held on 30/09/2010, Clause V of the Memorandum of Association be deleted and the same be substituted by the followings.

V. The Authorised Share Capital of the Company is Rs. 10,00,00,000 (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10 (Rupees Ten only) each with power to increase or reduce the Share Capital for the time being into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and vary, modify or abrogate any such right, privileges or conditions in such manner as may be for the time being provided by the regulations of the Company.

Serial No.	Name address and description of subscribers	Number of shares taken	Signature
1.	S.S.Alwarappa Pillai, Partner, Sankar Mills, Tirunelveli. Son of S. Sankaranainar Pillai Avl.	251 A, Class	(Sd.) S.S.Alwarappa Pillai
2.	சித்சோமசுந்தரம் பிள்ளை, சிதம்பரம்பிள்ளையவர்களுக்குமாரர், ஜவுளி வியாபாரம் மேலரத வீதி, திருநெல்வேலி	251A	(Sd) சித்சோமசுந்தரம் பிள்ளை
3.	வா.மு.சே.முகம்மது முஸ்தபா இராவுத்தர், வைஸ் சேர்மேன், முனிசிபல் கவுன்சிலர், ஜவுளி வியாபாரம், திருநெல்வேலி, சேக் சுலைமான் இராவுத்தர் அவர்கள் குமாரர்.	101A	(Sd) வா.மு.சே.முகம்மது முஸ்தபா ராவுத்தர்
4.	L.K.S.Mohamed Meera Mohideen Son of L.K.S.Sheik Mohideen Tharaganar, Yarn & Cloth Merchant, Melapalayam.	251 A	(Sd.) L.K.S.Mohamed Meera Mohideen
5.	சி.பிரமநாயகம் பிள்ளை, சிவன் பிள்ளை அவர்கள் குமாரர், ஜவுளி வியாபாரம், திருநெல்வேலி.	101A	(Sd) சி.பிரமநாயகம் பிள்ளை
6.	சி.ச.சிவன் பிள்ளை, சி.சங்கரநயினார் பிள்ளை அவர்கள் குமாரர், பார்ட்னர் சங்கர் மில்ஸ், திருநெல்வேலி.	251A	(Sd) சி.ச.சிவன் பிள்ளை
7.	S.S.Subbiah Pillai, Son of S.Sankaranainar Pillai Avl. Partner, Sankar Mills, Yarn Merchant, 180, South Masi St., Madurai.	151 A	(Sd.) S.S.Subbiah Pillai
8.	S.S.Lakshmana Pillai, Son of S.Sankaranainar Pillai Avl. Partner, Sankar Mills, Yarn Merchant, Tirunelveli.	151 A	(Sd.) S.S.Lakshmana Pillai
9.	S.P.Sudalaimuthu Servai, Son of S.Pitchamuthu Servai, Yarn Merchant Tirunelveli.	101 A	(Sd.) S.P.Sudalaimuthu Servai
10.	க.மு.பிரமநாயகம் பிள்ளை, முத்திருளப்ப பிள்ளை குமாரர், புரோப்ரைட்டர் குமார விலாஸ், திருநெல்வேலி.	101A	(Sd) க.மு.பிரமநாயகம் பிள்ளை
11.	M.Piramanayagam Pillai, Son of Muthusami Pillai, Commission Agent and General Merchant, Tirunelveli Town.	101 A	(Sd.) M.Piramanayagam Pillai
12.	சீ.புகாநி சீக்கா லெப்பை, அசனார் தரகனார் அவர்கள் குமாரர், பள்ளி லெப்பை தெரு, நூல் & ஜவுளி வியாபாரம், மேலப்பாளையம்.	101A	(Sd) சீ.புகாநி
13.	S.S.Arunachalam Pillai, Son of S.Sankaranainar Pillai Avl. Partner, Sankar Mills, Tirunelveli.	501 A	(Sd.) S.S.Arunachalam Pillai
14.	உ.மு.அகமது சாஹிப்பு, நூல் & ஜவுளி வியாபாரம், O.M.முகம்மது புகாரி தரகனார் அவர்கள் குமாரர், மேலப்பாளையம்.	251A	(Sd) உ.மு.அகமது சாஹிப்பு
	Total	2664	

Dated this 11th day of September 1946.

Witness to the above Signatures:-

(Sd.) N.Ramanathan, Son of L.R.Narayana Iyer Avl., Manager, Sankar Mills, Tirunelveli.
(Sd.) T.R.Velayutham, Son of T.Ramaswamy Pillai Avl., Sundarathola Pillai Street, Tirunelveli Town.