

# THE COMPANIES ACT, 2013

(Incorporated under the Companies Act, 1956)

## COMPANY LIMITED BY SHARES

### MEMORANDUM OF ASSOCIATION

OF

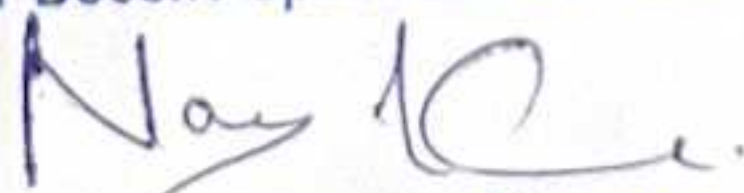
### DECENT SPINNERS LIMITED\*

1. The name of the company is **DECENT SPINNERS LIMITED**.
2. The registered office of the company will be situated in the State of **Haryana**.
3. (a) **The objects to be pursued by the company on its incorporation are:-**
  1. To carry on the business of manufacturing, processing, finishing, spinning, weaving of all kinds of shoddy yarn, woollen yarn, carpet woollen yarn, barrack yarn, grey yarn, worsted and Non-worsted yarn, waste synthetic and man-made fibrous, flax hemp jute wool silk, cotton, textiles or any fibrous substance and buying, selling and dealing in all kinds of wool, waste, rags, synthetic, rayon, nylon, shoddy yarn and all kinds of yarns and other such allied products thereof.
  2. To Carry on the business of manufacturers, traders, fabricators, exporters and importers of terry-towels, cotton, towels, fabrics and made ups made from any or all types of fibers.
  3. To manufacture, buy, sell, import and export all kinds of cotton, polyester, woollen and silk goods and the business of manufacture of cotton, woollen and silk spinners and doublers, flax and jute spinners, wool combers, worsted spinner, linen manufacturers, worsted stuff, manufacturers, drapers, flax, hemp, jute, cotton, wool and silk merchants, bleachers and dyers and cloths of vitriol bleach and dyeing materials of therein.
  4. To carry on agency business in all its branches and to not as agents for Indian and foreign for sale, purchase, export and import of for the business referred to in above goods.
- (b) **Matters which are necessary for furtherance of the objects specified in clause 3(a) are:**
  1. To acquire by purchase, exchange or otherwise any movable or immovable property any rights or privileges which the company may deem necessary for the purpose of its main business.
  2. To enter into partnership or into any arrangement for sharing profits, union of interest, joint venture, reciprocal concession or cooperation with persons or companies carrying on or engaged, in the main business or transactions of the company.

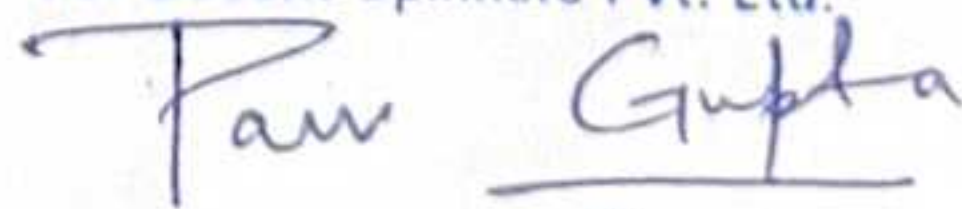
*\* The Registered Office of the Company was shifted from the State of Delhi to the State of Haryana pursuant to approval of the Members at the Extra-Ordinary General Meeting held on Monday, November 03, 2025.*

*\* Pursuant to the conversion of the Company from a Private Limited Company to a Public Limited Company, the name of the Company was changed from "Decent Spinners Private Limited" to "Decent Spinners Limited" at the Extra-Ordinary General Meeting held on Monday, March 30, 2026.*

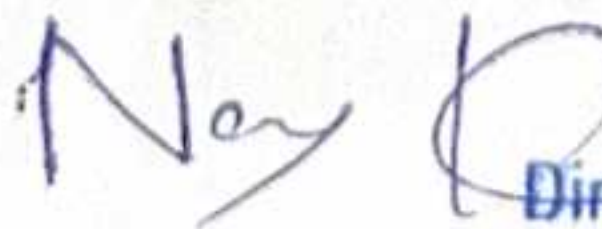
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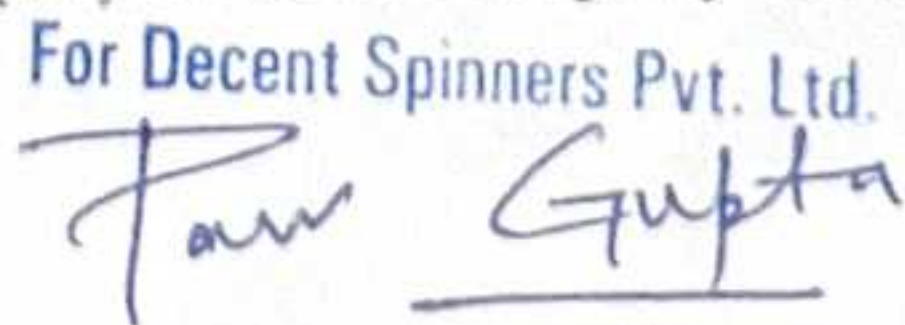
  
Director

For Decent Spinners Pvt. Ltd.

  
Director

3. To import, buy, exchange, alter, improve, manipulate, all kinds of plants, machinery, apparatus, tools, utensils substances, material and things, necessary or convenient for carrying on the main business of the company.
4. To vest any movable or immovable property, rights or interests acquired by or received or belonging to the company in any person or persons or company on behalf of or for the benefit of the company and with or without any declared trust in favour of the company.
5. To purchase or otherwise acquire, build, carry out, equip, maintain, alter, improve, develop, manage, work, offices, shops, stores, buildings, telephones all kinds or works, machinery, apparatus and houses and conveniences necessary for carrying on the main business of the company.
6. To acquire and take over the whole or any part of the business, goodwill, trade marks, properties and liabilities of any person or persons, firms, companies or undertakings, either existing or new, engage in or carrying on or proposing to carry on the main business of the company of the company, to carry on and to pay for the same either in cash or in shares.
7. To undertake or promote scientific research relating to the main business or class of main business of the company.
8. To negotiate and enter into agreements and contracts with Indian and foreign individuals, companies, corporations and other organizations for financial, or any other assistance for carrying out al or the main objects of the company or for the main purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulae and patent rights for furthering the main object of the company.
9. Subject to the applicable provisions of the Companies act to amalgamate with any other company or companies having all or any of their objects similar to the objects of the company in any manner whether with or without the liquidation of the company.
10. Subject to the provisions of the Companies Act, 2013 for the time being in force, to undertake or take part in the formation, supervision or control of the main business or operations of any person form, body corporate, association, undertaking carrying on the main business of the Company.
11. To apply for, obtain, purchase or otherwise acquire and prolong and renew any patents, patent rights, brevets, invention, processes, scientific or technical or other assistance, manufacturing, processes, know-how and other information, design, patterns, copyrights, trade-marks, licenses, concessions and the like rights or benefits, conferring an exclusive or non-exclusive or limited or unlimited rights of use thereof, which may seem capable of being used for or in connection with the main objects of the company or the acquisition or use of which may seem calculated directly or indirectly to benefit of the acquisition or use of which may seem calculated directly or indirectly to benefit the company on payment of any fees, royalty or other consideration and to use, exercise or develop the same or grant licenses in respect thereof and to expend money in experimenting upon, testing improving any such patents, inventions, rights or concessions.
12. To apply for and obtain any Act of legislature, charter, privilege, concession, license or authorization of any Government , State or other authority enabling the company to carry any of its main objects into effect or **For Decent Spinners Pvt. Ltd.**

  
Director

**For Decent Spinners Pvt. Ltd.**  
  
Director

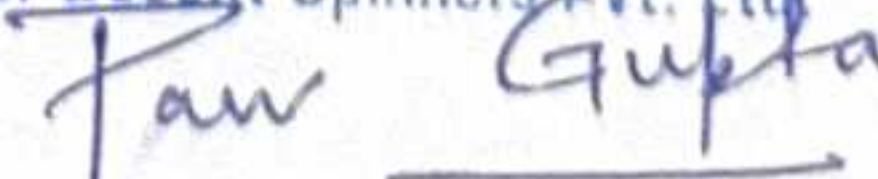
constitution of the company or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem expedient or calculated directly or indirectly to prejudice the interest of the company.

13. To enter into any arrangements with any Government or authorities or any persons or companies that may seem conducive to the main objects of the company or any of them and to obtain from any such Government, authority, person or company any rights, charters, contracts, licenses and concessions which the company may think it desirable to obtain and to carry out and exercise and comply therewith.
14. To procure the company to be registered or recognized in or under the laws of any place outside India and to do all acts necessary for carrying on in any country the main business or profession of the company.
15. To draw, make, accept, discount execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities and to obtain Bank Accounts of any type and to operate the same in the ordinary course of business.
16. Subject to the applicable provisions of the Companies Act and the Regulation made there under and the directions issued by the Reserve Bank of India to receive money on deposit or loan and borrow or raise money in such manner and at such times or times as the company may deem fit and in particular by the issue of debentures, debentures-stock, perpetual or otherwise and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon all or any of the properties or assets or revenues and profits of the company, both present and future, including its uncalled capital and also by a similar mortgage, charge or lien to secure and guarantee the performance by the company or any other person or company of any obligation undertaken by the company of such other person or company and to give the lenders the power to sale and other powers as may seem expedient and purchase, redeem or part off any such securities.
17. To undertake and execute any trusts, the undertaking of which may seem to the company desirable, either gratuitously or otherwise.
18. To establish or promote or concur in establishing or promoting any company for the purpose of acquiring all or any of the properties, rights and liabilities of the company.
19. To mortgage, exchange, grant licenses and other rights, improve, manage, develop or dispose of undertaking, investments, properties, assets and effects of the company or any part thereof for such consideration as may be thought fit and in particular for any shares, stock, debentures, or other securities of any other such company having its main object altogether or in part similar to those of the company.
20. To distribute as bonus shares among the members or to place to reserves or otherwise to apply, as the company may, from time to time, think fit, any moneys received by way of premium on debentures, issued at a premium by the company and any moneys received in respect of dividends accrued on forfeited shares, and any moneys received in respect of dividends accrued on forfeited shares, and moneys arising from the sale by the company of forfeited shares, subject to the applicable provisions of the Companies Act, 2013.
21. To employ agents or experts to investigate and examine into the conditions prospects, value, character and circumstances of any business concerns and undertakings and generally of any assets, properties or rights which the company proposes to acquire.

For Decent Spinners Pvt. Ltd.

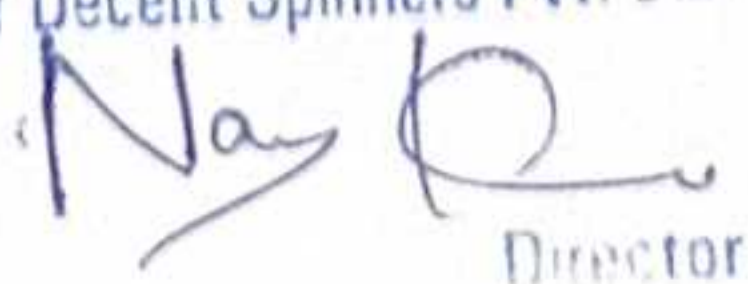
  
Director

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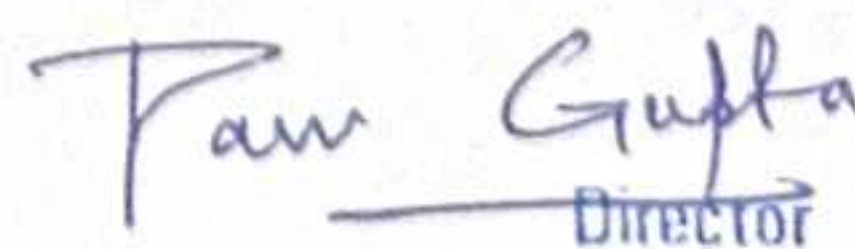
  
Director

22. To create any reserve fund, sinking fund, insurance fund or any other special funds whether for depreciation, repairing, improving, research, extending or maintaining any of the properties of the company or any other purpose conducive to the interests of the company.
23. Subject to the provisions of the Companies Act, 2013, to subscribe contribute, gift or donate any moneys, rights or assets for any national educational, religious, charitable, scientific, public, general or useful objects or to make gifts or donations of money or other assets to any institution, clubs, societies, associations, trusts, scientific research associations, funds. Universities, colleges or any individual, body of individuals or bodies corporate.
24. To establish and maintain or procure the establishment and maintenances of any contributory or non-contributory or superannuation, provident or gratuity funds for the benefit of and give or procure the giving of the donations, gratuities, pensions, allowances, bonuses or emoluments to any persons who are or were at any time in the employment or service of the company, or any company which is a subsidiary of the company or is allied to or associated with the company or with any such subsidiary company or who are or were at any time Directors or officers of the company or any other company as aforesaid and the wives, widows, families and dependents of such persons and also to establish and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or advance the interests and well-being of the company or any such other company or persons as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and to do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid.
25. To establish, for any of the objects of the company, branches or to establish any firm or firms at places in or outside India as the company may thing fit.
26. To pay for any property or rights acquired by or for any services rendered to the company and in particular to remunerate any person, firm or company introducing business to the company either in cash or fully or partly-paid up shares with or without preferred rights in respect of dividends or repayment of capital or otherwise or by any securities which the company has power to issue or by the grant of any rights or options or partly in on mode and partly in another and on such terms as the company may determine. Subject to the provisions of section 188 of the act.
27. To pay out of the fund of the company all costs, charges and express of incidental to the formation and Registration of the company and any company promoted by the company and also all costs, charges, duties, impositions and expenses of any incidental to the acquisitions by the company of any property or assets.
28. To send out to foreign countries, its directors, employees or any other person or persons for investigating possibilities of any business or trade for procuring and buying any machinery or establishing trade connections or for promoting the interests of the company and to pay all expenses, incurred in this connection.
29. To compensate for the loss of office and Managing Director or Director or other officers of the company within the limitations prescribed under the Companies Act, 2013 or other statute or rule having the force of law and to make payments to any person whose office of employment or duties may be determined by virtue of any transaction of the company.
30. To agree to refer to arbitration any dispute, present or future, between the company and any other company, firm, individual or body and to submit the same to arbitration in India or abroad wither in accordance with Indian or foreign system of law.

For Decent Spinners Pvt. Ltd.

  
Director

For Decent Spinners Pvt. Ltd.

  
Director

31. To appoint agents, sub-agents, dealers, managers, canvassers, sale representative or salesman for transacting the main business.

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

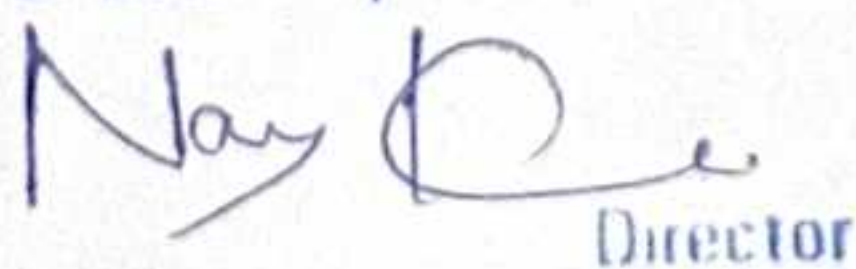
V. The Authorised Share Capital of the Company is Rs. /- 22,00,00,000 (Rupees Twenty Two Crore) divided into 2,20,00,000 (Two Crore Twenty Lakhs) equity shares of Rs. 10/- (Rupees Ten) each.

Note:

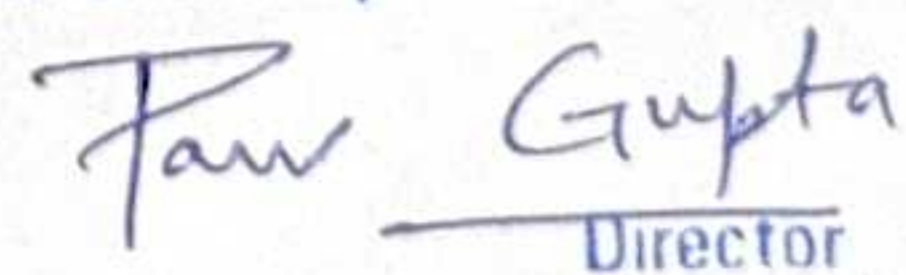
1. The Authorised Share Capital of the Company at the time of Incorporation was Rs. 20,00,000 (Rupees Twenty Lakhs) consisting of 20,000 (Twenty Thousand) equity shares of Rs. 100/- (Rupees Hundred) each.
2. The Authorized Share Capital of the Company comprising 20,000 equity shares of Rs. 100/- each aggregating to Rs. 20,00,000/- was sub-divided into 2,00,000 (Two Lakh) equity shares of Rs. 10/- each by passing a Special Resolution in the Extra Ordinary General Meeting of the Company held on Wednesday, 22nd September, 2010.
3. The Authorized Share Capital of the Company was further increased from Rs. 20,00,000/- (20,00,000) consisting of 2,00,000 (Two Lakh) equity shares of Rs. 10/- each to Rs. 50,00,000/- (Fifty Lakhs) consisting of 5,00,000 (Five Lakh) equity shares of Rs. 10/- each by passing an Ordinary Resolution in the Extra Ordinary General Meeting of the Company held on Wednesday, 22nd September, 2010.
4. The Authorized Share Capital of the Company comprising 5,00,000 (Five Lakh) equity shares of Rs. 10/- each aggregating to Rs. 50,00,000/- was consolidated into 50,000 (Fifty Thousand) equity shares of Rs. 100/- each by passing a Special Resolution in the Extra Ordinary General Meeting of the Company held on Monday, 25th October, 2010.
5. The Authorized Share Capital of the Company was further increased from Rs. 50,00,000/- (Fifty Lakhs) consisting of 50,000 (Fifty Thousand) equity shares of Rs. 100/- each to Rs. 1,50,00,000/- (One Crore Fifty Lakhs) consisting of 1,50,000 (One Lakh Fifty Thousand) equity shares of Rs. 100/- each by passing a Special Resolution in the Extra Ordinary General Meeting of the Company held on Monday, 01st February, 2021.
6. The Authorized Share Capital of the Company, comprising 1,50,000 (One Lakh Fifty Thousand) equity shares of ₹100/- each, aggregating to ₹1,50,00,000/- (Rupees One Crore Fifty Lakh Only), was sub-divided/Split into 15,00,000 (Fifteen Lakh) equity shares of ₹10/- each by passing an Ordinary Resolution at the Extra-Ordinary General Meeting of the Company held on Tuesday, 27th January, 2026.
7. The Authorised Share Capital of the Company was further increased from Rs. 1,50,00,000 (Rupees One Crore Fifty Lakh Only) divided into 15,00,000 (Fifteen Lakh) Equity Shares of Rs. 10 (Rupees Ten) each to Rs. 22,00,00,000 (Rupees Twenty Two Crore Only) divided into 2,20,00,000 (Two Crore Twenty Lakh) Equity Shares of Rs. 10 (Rupees Ten) each pursuant to an Ordinary Resolution passed by the Members of the Company at the Extra-Ordinary General Meeting held on Monday, March 16, 2026.

DATE: 30/03/2026

For Decent Spinners Pvt. Ltd.

  
Director

For Decent Spinners Pvt. Ltd.

  
Director