
**MEMORANDUM AND ARTICLES
OF ASSOCIATION OF
SRI RAMAKRISHNA MILLS
(COIMBATORE) LTD.,
COIMBATORE - 641 006**

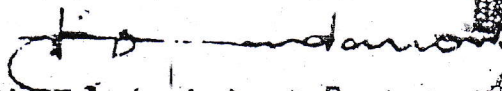
CERTIFICATE OF INCORPORATION.

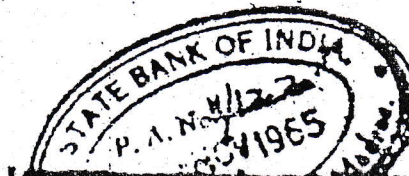
(Pursuant to section 248(5) of the Indian Companies Act, 1913).

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I hereby certify that the "SRI RAMAKRISHNA MILLS
(COIMBATORE) LIMITED was incorporated under the Indian Companies
Act, 1913, on the Sixth day of September One thousand nine hundred
and fortyeix and that it is Limited.

Given under my hand at Coimbatore this Second day of
July One thousand nine hundred and fiftyfour.


Additional Assistant Registrar
of
Joint Stock Companies.



MEMORANDUM OF ASSOCIATION
OF
SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

- I. The name of the Company is "SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED"
- II. The Registered Office of the Company will be situate in the Province of Madras.
- III. The objects for which the Company is established are:-
 - (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 woollen merchants, wool combers, worsted spinners, woollen spinners, cotton ginners, yarn merchants, worsted stuff manufacturers, bleachers and dyers 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 linen, cloth and other goods and fabrics whether textile, felted, netted or looped.
 - (2) To carry on all or any of the business of silk mercers, silk weavers, cloth manufacturer, hosiery, carpet makers, importers and wholesale and retail dealers of and in textile fabrics of all kinds.
 - (3) To wash, clean purify, scour, bleach, wring, dry, iron, colour, dye, disinfect, renovate and prepare for use all articles of weaving apparel, household, domestic and other linen and cotton and woollen goods and clothing and fabrics of all kinds.
 - (4) To carry on in all or any of their branches all or any one or more of the following business, that is to say, the business of manufacturers, producers, importers, exporters, merchants, brokers and wholesale and retail dealers of and in all kinds of dyes, dyestuffs, chemical drugs, paints, varnishes, colours, industrial pharmaceutical and other preparations, articles, compounds, ingredients and products or other goods of any description whether analogous to any of those above enumerated or not.
 - (5) To purchase, take on lease or otherwise acquire land, buildings, plant, machinery, tools, etc., for the purpose aforesaid and to construct, erect and equip mills, factories, offices, dwellings and to work the same.
 - (6) To cultivate, buy, sell and deal in raw or finished cotton, wool, jute, silk and other fibrous substance and to prepare, spin, clean, press and pack the same and sell the materials so manufactured.
 - (7) To purchase or otherwise acquire, erect, maintain, reconstruct and adopt any buildings, offices, workshops, mills, plant, machinery, accessories and other things found necessary or convenient for the purposes of the Company.
 - (8) To extend the business of the Company by adding to altering or enlarging all or any of the buildings, mill factories, premises and machinery for the time being the property or in possession of the Company; also by erecting new or additional buildings on all or any of the lands for the time being the property or in possession of the Company; and also by expending from time to time, such sums of money as may be necessary or expedient for the purposes of

improving, adding to, repairing or maintaining the buildings, machinery and property for the time being of the Company.

- (9) To purchase, take on lease or otherwise acquire lands in India or elsewhere and in particular, lands producing or likely to produce cotton, jute or other fibrous substances and also to grant concessions, claims, licences of any descriptions of and over any such land, and/or, to work, develop, improve and cultivate the same.
- (10) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in India or elsewhere, any patents, patent rights, BREVET D'INVENTION, licences, trade marks, designs, protections and concessions which appear likely to be advantageous or useful to the Company and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and in improving or seeking to improve any patents, inventions, or rights which the Company may acquire or propose to acquire.
- (11) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or Company carrying on or proposing to carry any of the business which this company is authorized to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or Company or to acquire an interest in, amalgamate with or enter into partnership or into any arrangement for sharing profits or for co-operation or for limiting competition or for mutual assistance with any such person, firm or Company and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture-stock or securities that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture-stock or securities so received.
- (12) To improve, manage, cultivate, develop, exchange, let on lease or otherwise mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of or otherwise deal with all or any part of the property and rights of the Company.
- (13) To insure with any person or Company against losses, damages risks and liabilities of any kind which may affect the Company either wholly or partially and if thought fit, to effect any such insurance by joining or becoming member of any mutual insurance, protection or indemnity association, federation or society and to accept any such insurances or any part thereof for the account of the Company.
- (14) To open current or deposit accounts with any bank or bankers, shroff or merchant and to pay into and draw money from such accounts.
- (15) To invest any funds or money of the company from time to time in Government Securities, shares and other securities of Indian and Foreign Companies, Treasury Bills and Bonds and all other investments such as Units in Mutual Funds or other trust securities, in Fixed Deposits or by way of loans on interest to Public Companies or Financial Institutions which are necessitated in the course of business of the company or which will be considered beneficial to the company and hold and sell the same and to vary all or any such investments and to deal in Capital Market Segment (CM), Futures and Options Segment (F&O), Retail Debt Market Segment (RDM) or any other segments that may be introduced by NSE/BSE in future, either directly or through some other agency and execute all receipts and documents that may be necessary in that behalf."

- (16) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular, to customers and others having dealings with the Company and to give guarantees or become security for any such persons, firms or companies.
- (17) To borrow money on deposits repayable at fixed dates at interest on such terms as may seem expedient.
- (18) To raise or borrow money from time to time for any of the purposes of the Company, by bonds, debenture, or promissory notes or by taking credits in accounts current, with any individual or firm with any bank or bankers and whether with or without giving any 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.
- (19) 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, 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, and 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 of the purposes of the Company, upon such terms and securities as the Directors may deem expedient.
- (20) To apply for, promote and obtain any Act of Legislature or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.
- (21) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any corporations, companies, or persons that may seem conducive to the attainment of the Company's objects or any of them and obtain from any such government, authority, corporation, Company or person any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees rights, privileges and concessions.
- (22) To act as agents or brokers for any person, firm or Company and to undertake and perform sub-contracts and also to act in any of the business of the company through or by means of agents, brokers, sub-contractors or others.
- (23) To remunerate any person, firm or Company rendering services to this company either by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- (24) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company or to contract with any person, firm or Company and to pay the same and to pay commission to brokers and others for underwriting, placing, selling or guaranteeing the subscription for any shares, debentures, debenture-stock or securities of this Company.
- (25) To provide for the welfare of the employees and the ex-employees of the Company and the wives, widows, and families of such persons by building or by contribution to the building of chawls, by grants of money, pensions, allowances; bonus or other payments and from time to time, by creating and subscribing to provident and other funds and providing and subscribing towards schools,

places of instruction and recreation, hospitals, dispensaries, medical and other attendants and other assistance as the Company shall deem fit and to form, subscribe to or otherwise aid benevolent, religious, scientific, national or other institutions or objects which shall have any moral or other claims to support or aid by the Company by reason of the locality of its operation or otherwise.

- (25-A) To make donations to political parties' funds and or help political parties with monetary contributions or otherwise.
- (26) To promote any other Company for the purpose of acquiring the whole or any part of the business or property or undertaking any of the liabilities of this Company or of undertaking any business or operations which may appear likely to assist or benefit this Company or to enhance the value of any property or business of this Company and to place or guarantee the placing of, underwrite, subscribe for or otherwise acquire all or any part of the shares or securities of any such Company as aforesaid.
- (27) To place, to reserve or to distribute as dividend or bonus among the members or otherwise apply, as the Company may from time to time think fit, any moneys received by way of premium on shares and on debentures issued at a premium by the Company and any moneys received in respect of dividends accrued on forfeited shares and moneys arising from the sale by the Company of forfeited shares or from unclaimed dividends.
- (28) To create any reserve fund, sinking fund, insurance fund or any other special fund whether for depreciation or 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.
- (29) To sell or otherwise dispose of the whole or any part of the business or property of the Company either together or in portions, for such consideration as the Company may think fit and, in particular, for shares, debentures, or securities of any Company purchasing the same.
- (30) To distribute among the members of the Company in kind any property of the Company, and in particular, any shares, debentures, or securities of other companies belonging to this Company or of which this Company may have the power of disposal.
- (31) To procure the Company to be registered or recognized in any Native State, Dominion or Dependency and in any foreign country or place.
- ✓ (32) To carry on trade or business of real estate developers, builders, contractors for construction work of any kind including residential, commercial and industrial buildings, holiday resorts, clubs, motels, entertainment centers, health clubs, sports complexes and other specialized structures to acquire by purchase, lease, exchange, hire or otherwise, lands, buildings and properties of any tenures or any interest therein and to develop the same, to erect and construct houses, buildings or works of every description on any land of the Company or any other lands or property, and to improve convert or appropriate such properties into utilities or other conveniences and generally purchase, sell and otherwise deal with any immovable property and also to act as agents to enter into Partnership(s) Joint Ventures for this purpose.
- (33) To do all or any of the above things as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunctions with others.

(33-A) To carry on business in India as importers in connection with health related equipments, sports equipments, communication equipments, spares and components, office equipments, consumer goods and consumer durables, gold and silver and other miscellaneous items that the Government may permit and to sell them in open market.

34) And generally to do all such acts and things as are incidental or conducive to the attainment of all or any of the objects of the Company.

And it is hereby, declared that the word 'Company' in this clause shall except where it is used with reference to this Company be deemed to include any partnership or other body of persons, whether incorporated or not incorporated and whether domiciled in British India or elsewhere and the intention is that the objects set forth in any sub-clause of this clause shall not except when the context expressly so requires, be in any wise limited or restricted by reference to or inference from the terms of any other sub-clause, or by the name of the Company and that none of such sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause, but the Company shall have power to exercise all or any of the powers conferred by any part of this clause in any part of the world and notwithstanding that the business, undertaking, property or acts proposed to be transacted, acquired dealt with or performed do not fall within the objects of the first sub-clause of this clause.

IV. The liability of the members is Limited.

V. The Authorised Share Capital of the Company is Rs.15,00,00,000 (Rupees Fifteen Crores only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten) each and 5,00,000 (Five Lacs) Preference Shares of Rs.100/- (Rupees Hundred) each with rights, privileges and conditions attached thereto as may be provided by the Articles of Association of the Company for the time being in force with power to increase or reduce the Capital and to divide the shares in the Capital for the time being into several classes (being those specified in the Companies Act, 1956) and to attach thereto respectively such preferential, qualified, deferred or special rights, privileges or conditions as may be determined in accordance with the regulations of the Company and to modify or abrogate any such rights, privileges or conditions in such manner as may be lawfully permitted by the said Act.

We, the several persons whose names and addresses are hereunto subscribed are desirous of being formed into a Company under the Indian Companies Act, (Act VII of 1913) 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.

Note :

1. The capital clause has been amended incorporating the resolution passed at the Extraordinary General meeting of the Company held on 13.8.1993 increasing the Authorised Capital of the Company from Rs.1,50,00,000/- to Rs.5,00,00,000/
2. Clause No.33-A has been incorporated as per CLB's order in Company petition No. 211/17/SRB/95 dt.4.12.1995.
3. The capital clause has been amended incorporating the Special Resolution passed at the Annual General Meeting held on 12.09.1997 increasing the Authorised Capital of the Company from Rs.5,00,00,000/- to Rs.15,00,00,000/-.
4. Clause No. III (32) inserted as approved by the shareholders of the Company by Postal Ballot at the Annual General Meeting of the Company held on 30.12.2002 and other clauses have been renumbered accordingly.
5. Capital Clause V has been substituted with new clause with effect from 25.7.2006 as approved by Extraordinary General Meeting held on 25.7.2006.
6. Object Clause-III(15) has been substituted by a new Clause-III(15) with effect from 24.07.2013 as approved by members through Postal Ballot.

| Names, addresses and description of Subscribers | No. of Shares taken | | Signature |
|---|------------------------|-----------------------|----------------------------------|
| | Shares of Rs. 100 each | Shares of Rs. 10 each | |
| 1. P.S.G. Ganga Naidu, மாணேஜிங் ஏஜெண்டு, ஸ்ரீ ரங்க விலாஸ், ஜின்னிங் ஸ்பின்னிங் & வீவிங் மில்ஸ் லிமிடெட், பீளமேடு. | 151 | | (Sd.) P.S.G. Ganga Naidu |
| 2. S.N. நாயின் நாயுடு, மிராஸ்தார் சித்தாபுதூர், கோயமுத்தூர். | 166 | | " S.N. நாயின் நாயுடு |
| 3. K. Rangasami Naidu - Proprietor, Saratha Ginning Factory, Periyanaickenpalayam, | 151 | | " K. Rangasami Naidu |
| 4. V.N. Srinivasa Naidu Mirasdar, Vyampalayam, Coimbatore | 151 | | " V.N. Srinivasa Naidu |
| 5. G.V. Doraiswamy Managing Agent, Sri Rangavilas Ginning, Spinning & Weaving Mills Ltd., Peelamedu, Coimbatore | 151 | | " G.V. Doraiswamy |
| 6. G.V. Ramaswamy Naidu Mirasdar, Peelamedu, Coimbatore | 151 | | " G.V. Ramaswamy Naidu |
| 7. V. Raju Naidu C/o. V. Raju Naidu & Co. Timber and Hardware Merchants Mill Road, Coimbatore. | 151 | | " V. Raju Naidu |
| 8. S.N. Balakrishnan Proprietor, Dhandayuthapani Foundry, Pappanaickenpalayam Coimbatore. | 151 | | " S.N. Balakrishnan |
| 9. V.L. Balakrishnan Managing Agent, Vijaya Lakshmi Mills Ltd., Avanashi Road Coimbatore | 151 | | " V.L. Balakrishnan |
| 10. பூ. சா. கோ. வெங்கிடசாமி நாயுடு மாணேஜிங் ஏஜெண்டு, ரங்க விலாஸ் மில்ஸ், பயனீர் மில்ஸ், பீளமேடு. | 166 | | " பூ. சா. கோ. வெங்கிடசாமி நாயுடு |
| 11. திவான் பகதூர் P.S.G. ரங்கசாமி நாயுடு, மாணேஜிங் ஏஜெண்டு ஸ்ரீ ரங்க விலாஸ் மில்ஸ், பயனீர் மில்ஸ், பீளமேடு. | 151 | | " P.S.G. ரங்கசாமி நாயுடு |
| 12. K. கிருஷ்ணசாமி நாயுடு, மாணேஜிங் ஏஜெண்டு, பாலசுப்ரமணிய மில்ஸ், கோயமுத்தூர். | 151 | | " K. Krishnasami Naidu |
| 13. Dewan Bahadur, C.S. Ratnasabapathi Mudaliar, Cbe., Merchant, Avanashi Road, Coimbatore | 150 | | " C.S. Ratnasabapathy |
| 14. N. Krishnaswamy Naidu, Manager, Kammavar Achukkudam Ltd. Coimbatore | 151 | | " N. Krishnaswamy |
| 15. R. Chinnaswamy Land Lord, Sithapudur, Coimbatore | 166 | | " R. Chinnaswamy |
| 16. R. Doraiswami Manager, The Vijayalakshmi Mills Ltd., Coimbatore | 166 | | " R. Doraiswami. |
| Total Shares | 2475 | | |

Dated : 28-8-1946

Witness to the above signatures : (Sd.) M.S. Jaganathan, Registered Accountant,
R.S. Puram, Coimbatore

ARTICLES OF ASSOCIATION OF
SRI RAMAKRISHNA MILLS (COIMBATORE) LIMITED

Except as otherwise provided in these Articles, the regulations contained in Table-F in Schedule I to the Companies Act, 2013 shall apply to this Company.

1. The Authorised share capital of the Company shall be as per paragraph V of the Memorandum of Association of the Company with the rights to alter the same in whatever way as deemed fit by the Company, The new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto and such shares may be issued with a differential rights as to dividend , voting or otherwise in accordance with Act and the Rules framed thereunder. Except so far as otherwise provided by the conditions of issue or by these presents, any capital raised by the creation of new shares shall be considered as part of the existing capital and shall be subject to the provisions herein contained .
2. The Board shall have the power to offer, issue and allot equity shares in or debentures (whether fully / partly convertible or not into equity shares) of the Company with or without equity warrants to such of the officers, employees , workers of the company or of its subsidiary and / or Associate companies or managing and whole time Directors of the company (hereinafter referred to as Employees) in accordance with the terms and conditions of the scheme, trust, plan or proposal that may be formulated, created, instituted or set up by the Board of Directors or the committee thereof in that behalf on such terms and conditions as the Board may in its discretion deem fit .
3. Subject to the provisions of Section 70 and other applicable provisions of the Act, the Company shall have power to purchase its own shares or such other specified securities and the Directors may exercise such power in the manner as provided in the Act and the Rules in force.
4. The number of Directors of the Company, shall not be less than three and until otherwise determined by the Company in general meeting shall not be more than fifteen.
5. Every Director other than the Managing Director or any other Director who is in the whole time employment of the Company shall be entitled to receive from the Company as Sitting Fees for every meeting of the Board or of a Committee thereof attended by him an amount not exceeding the limit as prescribed by the Government of India, Ministry of Corporate Affairs from time to time which amount shall be determined by Board of Directors periodically, in addition to the travelling and out of pocket expenses incurred by him, in attending and returning from such meetings”
6. Subject to any incident and consent required by the Companies Act, 2013 the Board of Directors of the Company may award special remuneration, in addition to the remuneration provided for in Article 3 hereof, out of the funds of the Company to any director going and residing out of Coimbatore in the interest of the Company or undertaking any work additional to that normally required of directors.
7. Subject to the provisions of the Companies Act, 2013 no director of the Company shall be disqualified by his office from holding any office or place of profit under the Company or under any Company in which this company shall be a shareholder or otherwise interested or from contracting with the Company either as vendor purchaser, or otherwise nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company, in which any director shall be in any way interested be avoided, nor shall any director be liable to account to the Company for any profit arising from any such office or place of profit or realized by any such contract or arrangement by reason only of such director holding that office or of the fiduciary relations thereby established.

Note: The above set of Articles of Association adopted at the 67th Annual General Meeting held on 29th September 2014.

8. The Board of Directors of the Company may, from time to time at its discretion borrow, or secure the repayment of, any sum or sums of money for the purposes of the Company provided that the Board shall not, except with the consent of the Company by way of special resolution in general meeting, borrow moneys, where the moneys to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose.
9. Subject to the provisions of article 8 hereof, the Board of Directors of the Company may raise or secure the repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit, and, in particular, by the issue of bonds, perpetual or redeemable debentures or debenture stock, or any mortgage or charge, or other security on the undertaking or the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being. Any bonds, debentures or debenture stock or other securities issued or to be issued by the Company shall be under the control of the Board of directors of the company who may issue them upon such terms and conditions and in such manner and for such consideration as it shall consider to be for the benefit of the Company. The Board of Directors of the company may, upon the issue of any bonds, debentures, debenture stock, or other securities, confer on the creditors of the Company holding the same, or any trustee or other persons acting on their behalf, a voice in the management of the Company whether by giving to them the right of attending but not voting at general meetings or by empowering them to appoint a person to be a director of the Company or otherwise as may be agreed.
10. The Board of Directors of the Company may, subject to the provisions of the Companies Act, 2013, from time to time, appoint one or more of the directors of the Company to the Office of the Managing Director of the Company for such period and on such terms as it thinks fit. A director so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of directors but his appointment shall be automatically determined if he ceases from any cause to be a director. Subject to sections 197 of the Companies Act 2013 Managing Director shall receive remuneration as the Board of Director may determine from time to time. Subject to Sec.179 of the Companies Act, 2013, the directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may deem fit and either collaterally with or to the exclusion of their own powers.
11. The Managing Director shall have subject to the supervision, control and direction of the Board, the management of the whole of the business of the Company and of all its affairs and shall exercise all powers and perform all duties, in relation to the management of the affairs and transactions of the company, except such powers and such duties as are required by law or by these presents to be exercised or done by the Company in General Meeting or by the Board of Directors and also subject to such conditions or restrictions imposed by the Act or by these presents.
12. Either the Managing Director on his own accord may, or on the requisition of any two directors of the Company shall, convene meetings of the Board of Directors of the Company.
13. Every Annual general meeting shall be called at a time during business hours, on a day that is not a public holiday, and shall be held at the office of the company or at some other place within the city in which the Registered office of the company is situated as the Board may determine and the notices calling the meeting shall specify as the Annual General meeting. The Directors may, whenever they think fit convene an Extraordinary General Meeting subject to the provisions of Section 100 of the Act.
14. Any dividend, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant, drawn on the Company's bankers or on the Company itself and sent

through the post direct 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 holders may in writing direct.

15. The directors may at the time of declaration of dividend recommend for the payment of dividends on the amounts actually paid on shares from time to time during the period of account, from the dates of the respective payment of such amount till the end of the period or on the nominal amount of shares for the whole period, in respect of which the dividend is to be paid irrespective of the fact that the amounts are paid or credited as paid in instalments on different dates.
16. The Company shall have a first and paramount lien upon all the shares (not being fully paid shares) registered in the name of each member (either solely or jointly with others) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of those shares and upon the proceeds of sale thereof for his debts, liabilities and engagement, solely or jointly with any other person to or with the company whether the period for the payment, fulfillment or discharge thereof shall have actually or not and such lien shall extend to all dividends and bonus from time to time declared in respect of such shares, provided that the Board of Directors may at any time declare any share to the wholly or in part exempt from the provisions of this clause. Unless otherwise agreed, the registration of a transfer of shares shall operate as a waiver of the Company's lien, if any, on such shares.
17. No fee will be charged for registration for transfers, for effecting transmissions for subdivision and/or consolidation of certificates into market units of trading and for sub divisions of letters of allotment and split, consolidation, renewal and pucca transfer receipts into denominations corresponding to the market unit of trading.
18. No fee will be charged for issue of new certificates in replacement of those which are old, decrepit or worn out or where the cages on the reverse for recording transfers have been fully utilized; and for registration of any power of attorney, probate, Letters of Administration or similar other documents.
19. No unclaimed dividend shall be forfeited by the Board. The Board shall comply with the provisions of Section 124 of the Companies Act, 2013 in the matter of unclaimed dividends.
20. If any amount be paid up in advance of calls on any shares, such amount may carry interest but it will not in respect thereof confer a right to dividend or to participate in profits.
21. An opinion or right to call of shares shall not be given to any person or persons except with the sanction of the Company in General Meeting.
22. Debenture / Debenture stock, loan / loan stocks with a right to conversion into equity shares shall not be issued except with the sanction of the Company in General Meeting.
23. The Company may pass such resolution by postal ballot in the manner prescribed by Section 110 of the Act and other applicable provisions of the Act and any future amendments or re enactment thereof. Subject to the provisions of the Act, the Company shall in the case of a resolution relating to such business, as the Central Government may by notification, declare to be conducted only by postal ballot, get such resolution passed by means of postal ballot instead of transacting such business in a general meeting of the Company.
24. The Company shall keep at its Registered office proper books of accounts as would give a true and fair view of the state of affairs of the Company. The Board of Directors shall from time to time in accordance with sections 129, 132, and 134 of the Act, cause to be prepared and laid before each Annual General meeting a profit and Loss account / statement of profit and loss for the financial year of the company and a balance sheet made up as at the end of the financial year which shall not precede the day of the meeting

by more than six months or such extended period as shall have been granted by the Registrar under the provisions of the Act.

25. No member shall be entitled to visit or inspect the Company's works without the permission of the Directors or Managing Director or to require discovery of 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, which may relate to the control of business of the Company and which in the opinion of the Directors, it will be inexpedient to communicate.
26. The Common seal of the Company shall be affixed to any instrument by the authority of a resolution of the Board or of a Committee of the Board authorized by it in that behalf in the presence of atleast one Director as the Board may appoint for the purpose and that the said Director shall sign every instrument to which the Common seal of the Company is affixed in his presence.
27. Dematerialisation :

For the purpose of this Article :-

(1) Definitions

- (a) "Beneficial Owner" shall have the meaning assigned thereto in Section 2 of the Depositories Act, 1996.
- (b) "SEBI" means the Securities and Exchange Board of India established under Section 3 of the Securities and Exchange Board of India Act, 1992.
- (c) "Depositories Act" means the Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force.
- (d) "Bye-Laws" means bye-laws made by a Depository under Section 26 of the Depositories Act, 1996.
- (e) "Depository" shall mean a Depository as defined under clause (e) of Sub-Section(1) of Section 2 of the Depositories Act, 1996.
- (f) "Member" means the duly registered holder from time to time of the Shares of the Company and includes every person whose name is entered as a beneficial owner in the records of the Depository.
- (g) "Issuer" means any person making an issue of Securities.
- (h) "Participant" means a person registered as such under Section 12 (1A) of the Securities and Exchange Board of India Act, 1992.
- (i) "Registered Owner" means a depository whose name is entered as such in the Register of the issuer.
- (j) "Record" includes the records maintained in the form or books or stored in computer or in such other form as may be determined by regulation made by SEBI in relation to the Depositories Act.
- (k) "Regulations" means the regulations made by the SEBI.
- (l) "Security" means such security as may be specified by the SEBI.
- (m) Words and expression used and not defined in the Act but defined in the Depositories Act shall have the same meanings respectively assigned to them in that Act.

(2) Dematerialisation of Securities

Notwithstanding anything to the contrary or inconsistent contained in the Act or these Articles, the Company shall be entitled to Dematerialise its existing securities, rematerialize its securities, held in the Depositories and/or offer its fresh securities in dematerialized form pursuant to the Depositories Act and the Rules framed thereunder, if any.

(3) Company to recognize interest in dematerialized securities under Depositories Act

Either the Company or the investor may exercise an option to issue, deal to hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event the rights and obligations of the parties concerned and matters connected therewith or incidental thereof, shall be governed by the provisions of the Depositories Act, as amended from time to time or any statutory modification thereto or re-enactment thereof.

(4) Option for Investors

Every person acquiring / subscribing to or holding securities of the Company shall have the option to receive security certificates or to hold the securities with a Depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificates of securities.

If a person opts to hold his security with a depository, the Company shall intimate such depository the details of the allotment of the security and on receipt of the information, the depository shall enter in its records the name of the allottee as the beneficial owner of the security.

(5) Securities in Depositories to be in Fungible Form.

All securities of the company held by a depository shall be dematerialized and be in fungible form. Nothing contained in Sections 89 and 186 of the Companies Act 2013 shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.

(6) Rights of Depositories and Beneficial Owners.

- (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a Depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of securities on behalf of the beneficial owner.
- (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
- (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the Depository shall be deemed to be a member of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his securities which are held by a depository.

(7) Beneficial Owner deemed as absolute owner

Except as ordered by a Court of competent jurisdiction or as required by law, the Company shall be entitled to treat the person whose name appears on the Register of Members as the holder of any share or where the name appears as the Beneficial Owner of shares in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust of equitable, contingent, future or partial interest in any share, or (except only as is by these Articles otherwise expressly provided) any right in respect of share other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof, but the Board shall be at their sole discretion to register any share in the joint names of any two or more persons or the survivor or survivors of them.

(8) Depository to furnish information

Every Depository shall furnish to the Company information about the transfer of securities in the name of the beneficial owner at such intervals and in such manner as may be specified by the bye-laws and the Company in that behalf.

(9) Cancellation of certificates upon Surrender by a person.

Upon receipt of certificate of securities on surrender by a person who has entered into an agreement within the Depository through a participant, the Company shall cancel such certificate and substitute in its records the name of Depository as the registered owner in respect of the said securities and shall also inform the Depository accordingly.

(10) Option to opt out in respect of any security

If a beneficial owner seek to opt out of a Depository in respect of any security and beneficial owner shall inform the Depository accordingly.

The Depository shall on receipt of information as above make appropriate entries in its records and shall inform the Company.

The Company shall within thirty (30) days of the receipt of intimation from the Depository and on fulfillment of such conditions and on payment of such fees as may be specified by the regulations, issue the certificate of securities to the beneficial owner of the transferee as the case may be.

(11) Service of Documents

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.

(12) Provisions of Articles to apply to Securities held in Depository

Except as specifically provided in these Articles, the provisions relating to joint holders of securities, Calls, Lien on Securities, forfeiture, Transfer and Transmission of Securities shall be applicable to Securities held in Depository so far as they apply to Securities held in physical form subject to the provisions of the Depository Act.

(13) Allotment of Securities dealt within a Depository

Notwithstanding anything in the Act or these Articles, where securities are dealt with by a Depository, the Company shall intimate the details thereof to the Depository immediately on allotment of such securities.

(14) Distinctive number of Securities held in a Depository

The Securities in the Capital shall be numbered progressively according to their several denominations, provided however, that the provisions relating to progressive numbering shall not apply to the securities of the Company which are dematerialized or may be dematerialized in future or issued in future in dematerialized form, except in the manner herein before mentioned. No securities shall be sub-divided. Every forfeited or surrendered securities held in material form shall continue to bear the number by which the same was originally distinguished.

(15) Register and index of Beneficial Owners

The company shall cause to be kept a Register and Index of Members and a Register and Index of Debenture holders in accordance with Section 88 of the Companies Act 2013 and the Depositories Act, with details of Shares and Debentures held in material and dematerialized forms in media as may be permitted by law including in any form of electronic media. The Register and Index of beneficial owners maintained by a Depository under section 11 of the Depositories Act shall be deemed to be Register and Index of members and Register and Index of Debenture holders as the case may be for the purpose of the Act. The Company shall have the power to keep in any State or Country outside India a Branch Register of Members resident in that State or Country.

(16) Register of Transfers

The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly particulars of every Transfer or Transmission of any Securities held in material form.

(17) Overriding effect of this Article

Provisions of this Article will have full effect and force notwithstanding anything to the contrary or inconsistent contained in any other Article of these presents.

| Names, addresses and description of Subscribers | Signature |
|--|---------------------------------|
| 1. P.S.G. Ganga Naidu, மேனேஜிங் ஏஜண்டு, ஸ்ரீ ரெங்க விலாஸ் ஜின்னிங் ஸ்பின்னிங் & வீவிங் மில்ஸ் லிமிடெட், பீளமேடு. | (Sd.) P.S.G. Ganga Naidu |
| 2. S.N. நாயின் நாயுடு, மிராஸ்தார் சித்தர்புதூர், கோயமுத்தூர். | " S.N. நாயின் நாயுடு |
| 3. K. Rangasami Naidu Proprietor, Saratha Ginning Factory, Periyanaickenpalayam. | " K. Rangasami Naidu |
| 4. V.N. Srinivasa Naidu Mirasdar, Vyampalayam, Coimbatore | " V.N. Srinivasa Naidu |
| 5. G.V. Doraiswamy Managing Agent, Sri Rangavilas Ginning, Spinning & Weaving Mills Ltd., Peelamedu, Coimbatore | " G.V. Doraiswamy |
| 6. G.V. Ramaswamy Naidu Mirasdar, Peelamedu, Coimbatore | " G.V. Ramaswamy Naidu |
| 7. V. Raju Naidu C/o. V. Raju Naidu & Co. Timber and Hard Ware Merchants Mill Road, Coimbatore. | " V. Raju Naidu |
| 8. S.N. Balakrishnan Proprietor, Dhandayuthapani Foundry, Pappanaickenpalayam Coimbatore. | " S.N. Balakrishnan |
| 9. V.L. Balakrishnan Managing Agent, Vijaya Lakshmi Mills Ltd., Avanashi Road Coimbatore | " V.L. Balakrishnan |
| 10. பூ. சா. கோ. வெங்கடசாமி நாயுடு மானேஜிங் ஏஜெண்டு, ரங்க விலாஸ் மில்ஸ் பயனீர் மில்ஸ், பீளமேடு. | " பூ. சா. கோ. வெங்கடசாமி நாயுடு |
| 11. திவான் பகதூர் P.S.G. ரங்கசாமி நாயுடு, மானேஜிங் ஏஜெண்டு ஸ்ரீ ரங்க விலாஸ் மில்ஸ், பயனீர் மில்ஸ் பீளமேடு. | " P.S.G. ரங்கசாமி நாயுடு |
| 12. K. கிருஷ்ணசாமி நாயுடு, மானேஜிங் ஏஜெண்டு, பாலசுப்ரமணிய-மில்ஸ், கோயமுத்தூர். | " K. Krishnasami Naidu |
| 13. Dewan Bahadur, C.S. Ratnasabapathi Mudaliar, Cbe., Merchant, Avanashi Road, Coimbatore | " C.S. Ratnasabapathy |
| 14. N. Krishnaswamy Naidu, Manager, Kammavar Achukkudam Ltd. Coimbatore | " N. Krishnaswamy |
| 15. R. Chinnaswamy Land Lord, Sithapudur, Coimbatore | " R. Chinnaswamy |
| 16. R. Doraiswami Manager, The Vijayalakshmi Mills Ltd., Coimbatore | " R. Doraiswami |

Dated : 28-8-1946

Witness to the above signatures : (Sd.) M.S. Jaganathan, Registered Accountant,
R.S. Puram, Coimbatore